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

Name of foundation
PAUL AND ELIZABETH YOUNTS CHAR TUW

A Employer identification number 56-6169362

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 ▶ ☐

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

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

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

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)* ▶ $ 1,667,691

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).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	44,920	44,516		
	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	38,519			
	b Gross sales price for all assets on line 6a 1,160,720				
	7 Capital gain net income (from Part IV, line 2)		38,519		
	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	83,439	83,035	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,509	16,132		5,377
	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)	3,060	0	0	3,060
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,418	538	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,987	16,670	0	8,437
	25 Contributions, gifts, grants paid	71,532			71,532
	26 **Total expenses and disbursements.** Add lines 24 and 25	102,519	16,670	0	79,969
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19,080			
	b Net investment income (if negative, enter -0-)		66,365		
	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)

	Line	Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	4,824	4,824
	2	Savings and temporary cash investments		13,223	-17,559	-17,559
	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)		1,654,643	1,661,665	1,680,426
	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)		1,667,866	1,648,930	1,667,691
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		1,667,866	1,648,930	
	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)		1,667,866	1,648,930	
	31	**Total liabilities and net assets/fund balances** (see instructions)		1,667,866	1,648,930	

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	1,667,866
2	Enter amount from Part I, line 27a	2	-19,080
3	Other increases not included in line 2 (itemize) ▶ Loss on CY Sales Not Settled at Year End	3	255
4	Add lines 1, 2, and 3	4	1,649,041
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ	5	111
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,648,930

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	38,519
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	80,844	1,749,379	0 046213
2009	76,865	1,601,272	0.048002
2008	70,805	1,444,911	0.049003
2007			0.000000
2006			0.000000

2 **Total** of line 1, column (d)	2	0.143218
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 047739
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,693,953
5 Multiply line 4 by line 3	5	80,868
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	664
7 Add lines 5 and 6	7	81,532
8 Enter qualifying distributions from Part XII, line 4	8	79,969

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	1,327
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	1,327
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	1,327
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,314		
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	3,314
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	1,987
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,327 **Refunded** ▶		11	660

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) ▶ 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*	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			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	21,509	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	1,664,449
b	Average of monthly cash balances		1b	55,300
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,719,749
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	1,719,749
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	25,796
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,693,953
6	**Minimum investment return.** Enter 5% of line 5		6	84,698

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	84,698
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,327		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	1,327
3	Distributable amount before adjustments Subtract line 2c from line 1			3	83,371
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	83,371
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	83,371

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	79,969
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	79,969
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	79,969

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				83,371
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			6,550	
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 ▶ $ 79,969				
a	Applied to 2010, but not more than line 2a			6,550	
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				73,419
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				9,952
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 — 0				
b	Excess from 2008 — 0				
c	Excess from 2009 — 0				
d	Excess from 2010 — 0				
e	Excess from 2011 — 0				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ► **3a**				71,532
b *Approved for future payment* NONE				
Total . . . . ► **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	44,920	
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	38,519	
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		83,439	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 83,439

(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 Schmitz SVP Wells Fargo Bank N.A. | 10/29/2012 | 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		10/29/2012		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	

Security Category	CUSIP	Asset Name	FMV	Fed Cost
Name:PAUL AND ELIZABETH YOUNTS CHAR TUW				
Account #1013032353				
FYE: 6/30/2012				
Savings & Temp In\	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4,823 90	4,823.90
Cash			(17,599.40)	(17,599.40)
			(12,775.50)	(12,775 50)
Invest - Other	04314H204	ARTISAN INTERNATIONAL FUND #661	90,012.21	84,068.84
Invest - Other	256210105	DODGE & COX INCOME FD COM #147	131,390 72	122,985.05
Invest - Other	411511504	HARBOR CAPITAL APRCTION-INST #2012	103,595.08	94,801 74
Invest - Other	589509108	MERGER FD SH BEN INT #260	35,217 11	35,349.80
Invest - Other	693390700	PIMCO TOTAL RET FD-INST #35	132,805.85	122,080.41
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	57,431.46	54,928.39
Invest - Other	77957P105	T ROWE PRICE SHORT TERM BD FD #55	102,115 66	102,115.66
Invest - Other	04314H600	ARTISAN MID CAP FUND-INS #1333	45,789.47	47,699.85
Invest - Other	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	42,691.27	46,901 67
Invest - Other	464287200	ISHARES S & P 500 INDEX FUND	40,751.50	35,001.26
Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	55,359.65	58,115.40
Invest - Other	256206103	DODGE & COX INT'L STOCK FD #1048	88,803 71	97,511 20
Invest - Other	552983694	MFS VALUE FUND-CLASS I #893	81,150 83	78,611 85
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	57,027.30	58,193.54
Invest - Other	56063J302	MAINSTAY EP US EQUITY-INS #1204	23,267.94	22,663.82
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	41,275.52	36,981.23
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	68,115.55	74,382.50
Invest - Other	922908553	VANGUARD REIT VIPER	63,925 11	52,178.15
Invest - Other	922042858	VANGUARD MSCI EMERGING MARKETS ETF	48,155 58	55,255.58
Invest - Other	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	46,684.31	51,167 18
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	62,011.08	62,823.19
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	35,390 32	33,296.58
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	95,554.15	92,544 41
Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	86,813.69	97,007.57
Invest - Other	487300808	KEELEY SMALL CAP VAL FD CL I #2251	45,090.51	44,999.96
			1,680,425.58	1,661,664.83
		Total Assets	1,667,650.08	1,648,889 33

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

Recipient(s) paid during the year

Name	PRESBYTERIAN HOSPITAL FOUNDATION
Street	PO BOX 33549
City	CHARLOTTE
State	NC
Zip Code	28233
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	17,883

Name	CAROLINA'S HEALTHCARE FOUNDATION
Street	1221 EAST MOREHEAD STREET
City	CHARLOTTE
State	NC
Zip Code	28204
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	17,883

Name	WESTMINSTER PRESBYTERIAN CHURCH
Street	PO BOX 220654
City	CHARLOTTE
State	NC
Zip Code	28222
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	17,883

Name	HEINEMAN MEDICAL RESEARCH, INC
Street	1001 BLYTHE 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	17,883

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	5,096
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,160,720	1,122,201	38,519
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	ARTIO INTERNATIONAL EQ FI	04315J837			1/21/2010		8/24/2011	290	313				-23
2	X	ARTIO INTERNATIONAL EQ FI	04315J837			10/31/2008		10/20/2011	7,102	7,243				-141
3	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/21/2010		10/20/2011	4,811	5,607				-796
4	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/27/2009		10/20/2011	2,743	2,185				558
5	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/21/2009		10/20/2011	920	816				104
6	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		6/29/2012	2,140	2,570				-430
7	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		6/29/2012	2,072	1,949				123
8	X	DODGE & COX INT'L STOCK F	256206103			3/21/2007		8/24/2011	1,814	2,665				-851
9	X	DODGE & COX INCOME FD C	256210105			5/25/2011		10/20/2011	14,163	14,419				-256
10	X	DODGE & COX INCOME FD C	256210105			8/26/2011		10/20/2011	14,296	14,425				-129
11	X	DODGE & COX INCOME FD C	256210105			2/4/2011		2/10/2012	14,402	14,000				402
12	X	DODGE & COX INCOME FD C	256210105			8/26/2011		2/10/2012	39,317	38,711				606
13	X	DODGE & COX INCOME FD C	256210105			3/21/2007		2/10/2012	4,844	4,549				295
14	X	DODGE & COX INCOME FD C	256210105			5/10/2012		6/29/2012	8,860	8,912				-52
15	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/24/2011	19,822	21,183				-1,361
16	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		10/20/2011	1,689	1,740				-51
17	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/10/2012	3,506	3,268				238
18	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/8/2012	4,382	3,926				456
19	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		6/29/2012	2,152	1,928				224
20	X	GOLDEN LARGE CAP CORE F	34984T881			1/22/2008		8/24/2011	2,216	2,519				-303
21	X	GOLDEN LARGE CAP CORE F	34984T881			8/1/2008		8/24/2011	1,650	1,822				-172
22	X	GOLDEN LARGE CAP CORE F	34984T881			4/21/2008		8/24/2011	741	888				-147
23	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		6/29/2012	2,145	2,005				140
24	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/24/2011	21,221	18,666				2,555
25	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		10/20/2011	32,419	28,598				3,821
26	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/22/2008		8/24/2011	5,063	6,962				-1,899
27	X	ARTIO INTERNATIONAL EQ FI	04315J837			3/21/2007		8/24/2011	41,559	60,212				-18,653
28	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/4/2011		8/24/2011	4,080	4,700				-620
29	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/25/2011		8/24/2011	1,642	1,872				-230
30	X	PIMCO COMMODITY REAL RE	722005667			5/25/2011		8/24/2011	2,796	3,015				-219
31	X	PIMCO COMMODITY REAL RE	722005667			1/21/2009		8/24/2011	8,065	5,608				2,457
32	X	PIMCO COMMODITY REAL RE	722005667			1/21/2009		10/20/2011	2,862	2,318				544
33	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		10/20/2011	31,619	24,361				7,258
34	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		6/29/2012	5,164	5,004				160
35	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		10/20/2011	30,776	31,031				-255
36	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		5/8/2012	21,826	21,871				-45
37	X	T ROWE PRICE SHORT TERM	77957P105			2/15/2012		5/8/2012	20,529	20,486				43
38	X	T ROWE PRICE SHORT TERM	77957P105			2/15/2012		6/29/2012	7,289	7,289				0
39	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		6/29/2012	3,077	3,330				-253
40	X	GOLDEN LARGE CAP CORE F	34984T881			3/21/2007		8/24/2011	49,632	60,149				-10,517
41	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		8/24/2011	13,722	12,118				1,604
42	X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008		10/20/2011	14,339	12,253				2,086
43	X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		10/20/2011	19,319	13,114				6,205
44	X	GOLDEN LARGE CAP CORE F	34984T881			1/21/2009		10/20/2011	9,050	6,829				2,221
45	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		8/24/2011	17,547	12,708				4,839
46	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		10/20/2011	3,320	2,332				988
47	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/21/2009		4/10/2012	18,603	9,557				9,046
48	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	27,334	17,277				10,057
49	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/24/2011	13,766	12,422				1,344
50	X	GOLDMAN SACHS L/C VALUE	38142Y773			1/21/2009		10/20/2011	5,369	4,101				1,268
51	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		10/20/2011	12,268	10,779				1,489

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

	Amount
Long Term CG Distributions	5,096
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,160,720	1,122,201	38,519
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		10/20/2011	8,789	9,268				-479
53	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		2/10/2012	2,709	2,570				139
54	X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		6/29/2012	3,562	3,915				-353
55	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		2/10/2012	2,691	2,437				254
56	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		5/8/2012	24,488	21,933				2,555
57	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		6/29/2012	1,090	975				115
58	X	ISHARES S & P 500 INDEX FU	464287200			8/24/2011		6/29/2012	817	704				113
59	X	JPMORGAN HIGH YIELD FUN	4812C0803			8/1/2007		8/24/2011	29,344	31,059				-1,715
60	X	JPMORGAN HIGH YIELD FUN	4812C0803			4/21/2008		8/24/2011	3,299	3,312				-13
61	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/5/2008		8/24/2011	61,152	61,946				-794
62	X	JPMORGAN HIGH YIELD FUN	4812C0803			2/4/2011		8/24/2011	6,632	7,200				-568
63	X	JPMORGAN HIGH YIELD FUN	4812C0803			5/25/2011		8/24/2011	1,697	1,847				-150
64	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		8/24/2011	9,084	10,142				-1,058
65	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		10/20/2011	3,098	3,439				-341
66	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/10/2012	3,427	3,314				113
67	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/20/2011		6/29/2012	3,034	3,201				-167
68	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		10/20/2011	37,553	41,728				-4,175
69	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		6/29/2012	2,311	2,334				-23
70	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		2/10/2012	25,636	24,376				1,260
71	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		5/8/2012	2,013	1,907				106
72	X	MERGER FD SH BEN INT #26(	589509108			10/20/2011		6/29/2012	2,397	2,406				-9
73	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		10/20/2011	27,316	28,027				-711
74	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	4,372	4,341				31
75	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	54,017	53,337				680
76	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011		2/10/2012	949	921				28
77	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		6/29/2012	10,294	10,249				45
78	X	PIMCO FOREIGN BD FD USD	693390882			2/14/2012		6/29/2012	3,197	3,144				53
79	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		6/29/2012	1,768	1,734				34
80	X	PIMCO EMERG MKTS BD-INS	693391559			4/21/2008		8/24/2011	3,528	3,312				216
81	X	PIMCO EMERG MKTS BD-INS	693391559			7/23/2007		8/24/2011	950	904				46
82	X	PIMCO EMERG MKTS BD-INS	693391559			3/21/2007		8/24/2011	28,575	27,716				859
83	X	PIMCO EMERG MKTS BD-INS	693391559			2/4/2011		8/24/2011	3,436	3,362				74
84	X	PIMCO COMMODITY REAL RE	722005667			3/21/2007		8/24/2011	5,697	9,277				-3,580
85	X	PIMCO COMMODITY REAL RE	722005667			10/31/2008		8/24/2011	7,392	8,111				-719
86	X	PIMCO COMMODITY REAL RE	722005667			4/21/2010		8/24/2011	7,139	6,525				614
87	X	PIMCO COMMODITY REAL RE	722005667			6/26/2007		8/24/2011	398	626				-228
88	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		8/24/2011	7,083	8,163				-1,080
89	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		10/20/2011	4,183	4,714				-531
90	X	TCW SMALL CAP GROWTH F	87234N849			12/17/2010		2/10/2012	2,473	2,444				29
91	X	VANGUARD INFLAT PROTECT	922031869			4/23/2007		8/24/2011	4,099	3,517				582
92	X	VANGUARD INFLAT PROTECT	922031869			7/23/2007		8/24/2011	710	591				119
93	X	VANGUARD INFLAT PROTECT	922031869			6/26/2007		8/24/2011	355	292				63
94	X	VANGUARD INFLAT PROTECT	922031869			3/21/2007		8/24/2011	49,559	42,939				6,620
95	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/24/2011	6,294	6,107				187
96	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012	6,202	5,341				861
97	X	VANGUARD REIT VIPER	922908553			12/17/2010		6/29/2012	5,216	4,273				943
98	X	WELLS FARGO ADV INTL BON	94985D582			1/21/2010		8/24/2011	846	772				74
99	X	WELLS FARGO ADV INTL BON	94985D582			3/21/2007		8/24/2011	4,421	3,815				606
100	X	WELLS FARGO ADV INTL BON	94985D582			3/21/2007		10/20/2011	26,129	23,808				2,321
101	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		10/20/2011	4,824	4,665				159
102	X	WF ADV ENDEAVOR SELECT-	949915565			1/21/2009		8/24/2011	15,914	10,744				5,170

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

	Amount
Long Term CG Distributions	5,096
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,160,720	1,122,201	38,519
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 Improve-ments	Depreciation	Net Gain or Loss
103	X	WF ADV ENDEAVOR SELECT-	949915565			10/21/2008		8/24/2011	13,203	10,650				2,553
104	X	WF ADV ENDEAVOR SELECT-	949915565			1/22/2008		8/24/2011	8,412	9,379				-967
105	X	WF ADV ENDEAVOR SELECT-	949915565			3/21/2007		8/24/2011	1,517	1,783				-266

Line 16b (990-PF) - Accounting Fees

	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)
		3,060	0	0	3,060
1	TAX PREP FEES	3,060			3,060
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
		6,418	538	0	0
1	PY FED EXCISE TAX	2,566			
2	ESTIMATED EXCISE TAX PAID	3,314			
3	FOREIGN TAX WITHHELD	538	538		
4					
5					
6					
7					
8					
9					
10					

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

			1,654,643	1,661,665	1,680,426
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		1,654,643	1,661,665	1,680,426
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		Amount
Long Term CG Distributions		5,096
Short Term CG Distributions		0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,155,624	0	1,122,201	33,423	0	0	0	33,423
1	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/21/2010	8/24/2011	290	0	313	-23			0	-23
2	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		10/31/2008	10/20/2011	7,102	0	7,243	-141			0	-141
3	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/21/2010	10/20/2011	4,811	0	5,607	-796			0	-796
4	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/27/2009	10/20/2011	2,743	0	2,185	558			0	558
5	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/21/2009	10/20/2011	920	0	816	104			0	104
6	CREDIT SUISSE COMM RT ST-CO #215	22544R305		8/26/2011	6/29/2012	2,140	0	2,570	-430			0	-430
7	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		10/20/2011	6/29/2012	2,072	0	1,949	123			0	123
8	DODGE & COX INT'L STOCK FD #1048	256206103		3/21/2007	8/24/2011	1,814	0	2,665	-851			0	-851
9	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	10/20/2011	14,163	0	14,419	-256			0	-256
10	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	10/20/2011	14,296	0	14,425	-129			0	-129
11	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012	14,402	0	14,000	402			0	402
12	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012	39,317	0	38,711	606			0	606
13	DODGE & COX INCOME FD COM #147	256210105		3/21/2007	2/10/2012	4,844	0	4,549	295			0	295
14	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	6/29/2012	8,860	0	8,912	-52			0	-52
15	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/24/2011	19,822	0	21,183	-1,361			0	-1,361
16	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	10/20/2011	1,689	0	1,740	-51			0	-51
17	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/10/2012	3,506	0	3,268	238			0	238
18	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/8/2012	4,382	0	3,926	456			0	456
19	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	6/29/2012	2,152	0	1,928	224			0	224
20	GOLDEN LARGE CAP CORE FUND-I	34984T881		1/22/2008	8/24/2011	2,216	0	2,519	-303			0	-303
21	GOLDEN LARGE CAP CORE FUND-I	34984T881		8/1/2008	8/24/2011	1,650	0	1,822	-172			0	-172
22	GOLDEN LARGE CAP CORE FUND-I	34984T881		4/21/2008	8/24/2011	741	0	888	-147			0	-147
23	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	6/29/2012	2,145	0	2,005	140			0	140
24	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/24/2011	21,221	0	18,666	2,555			0	2,555
25	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	10/20/2011	32,419	0	28,598	3,821			0	3,821
26	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/22/2008	8/24/2011	5,063	0	6,962	-1,899			0	-1,899
27	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		3/21/2007	8/24/2011	41,559	0	60,212	-18,653			0	-18,653
28	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/4/2011	8/24/2011	4,080	0	4,700	-620			0	-620
29	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/25/2011	8/24/2011	1,642	0	1,872	-230			0	-230
30	PIMCO COMMODITY REAL RET STRAT-	722005667		5/25/2011	8/24/2011	2,796	0	3,015	-219			0	-219
31	PIMCO COMMODITY REAL RET STRAT-	722005667		1/21/2009	8/24/2011	8,065	0	5,608	2,457			0	2,457
32	PIMCO COMMODITY REAL RET STRAT-	722005667		1/21/2009	10/20/2011	2,862	0	2,318	544			0	544
33	PIMCO COMMODITY REAL RET STRAT-	722005667		2/27/2009	10/20/2011	31,619	0	24,361	7,258			0	7,258
34	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	6/29/2012	5,164	0	5,004	160			0	160
35	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	10/20/2011	30,776	0	31,031	-255			0	-255
36	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	5/8/2012	21,826	0	21,871	-45			0	-45
37	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/15/2012	5/8/2012	20,529	0	20,486	43			0	43
38	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/15/2012	6/29/2012	7,289	0	7,289	0			0	0
39	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		5/23/2011	6/29/2012	3,077	0	3,330	-253			0	-253
40	GOLDEN LARGE CAP CORE FUND-I	34984T881		3/21/2007	8/24/2011	49,632	0	60,149	-10,517			0	-10,517
41	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	8/24/2011	13,722	0	12,118	1,604			0	1,604
42	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	10/20/2011	14,339	0	12,253	2,086			0	2,086
43	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/27/2009	10/20/2011	19,319	0	13,114	6,205			0	6,205
44	GOLDEN LARGE CAP CORE FUND-I	34984T881		1/21/2009	10/20/2011	9,050	0	6,829	2,221			0	2,221
45	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	8/24/2011	17,547	0	12,708	4,839			0	4,839
46	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	10/20/2011	3,320	0	2,332	988			0	988
47	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		1/21/2009	4/10/2012	18,603	0	9,557	9,046			0	9,046
48	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	4/10/2012	27,334	0	17,277	10,057			0	10,057
49	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/24/2011	13,766	0	12,422	1,344			0	1,344
50	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		1/21/2009	10/20/2011	5,369	0	4,101	1,268			0	1,268
51	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	10/20/2011	12,268	0	10,779	1,489			0	1,489
52	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	10/20/2011	8,789	0	9,268	-479			0	-479
53	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	2/10/2012	2,709	0	2,570	139			0	139
54	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	6/29/2012	3,562	0	3,915	-353			0	-353
55	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	2/10/2012	2,691	0	2,437	254			0	254
56	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	5/8/2012	24,488	0	21,933	2,555			0	2,555
57	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	6/29/2012	1,090	0	975	115			0	115
58	ISHARES S & P 500 INDEX FUND	464287200		8/24/2011	6/29/2012	817	0	704	113			0	113

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

	Amount
Long Term CG Distributions	5,096
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,155,624	0	1,122,201	33,423	0	0	0	33,423
59	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	8/24/2011	29,344	0	31,059	-1,715			0	-1,715
60	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		4/21/2008	8/24/2011	3,299	0	3,312	-13			0	-13
61	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/24/2011	61,152	0	61,946	-794			0	-794
62	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	8/24/2011	6,632	0	7,200	-568			0	-568
63	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/25/2011	8/24/2011	1,697	0	1,847	-150			0	-150
64	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/24/2011	9,084	0	10,142	-1,058			0	-1,058
65	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	10/20/2011	3,098	0	3,439	-341			0	-341
66	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	3,427	0	3,314	113			0	113
67	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		10/20/2011	6/29/2012	3,034	0	3,201	-167			0	-167
68	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	10/20/2011	37,553	0	41,728	-4,175			0	-4,175
69	MFS VALUE FUND-CLASS I #893	552983694		5/10/2012	6/29/2012	2,311	0	2,334	-23			0	-23
70	MAINSTAY EP US EQUITY-INS #1204	56063J302		10/20/2011	2/10/2012	25,636	0	24,376	1,260			0	1,260
71	MAINSTAY EP US EQUITY-INS #1204	56063J302		10/20/2011	5/8/2012	2,013	0	1,907	106			0	106
72	MERGER FD SH BEN INT #260	589509108		10/20/2011	6/29/2012	2,397	0	2,406	-9			0	-9
73	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	10/20/2011	27,316	0	28,027	-711			0	-711
74	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012	4,372	0	4,341	31			0	31
75	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012	54,017	0	53,337	680			0	680
76	PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	2/10/2012	949	0	921	28			0	28
77	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	6/29/2012	10,294	0	10,249	45			0	45
78	PIMCO FOREIGN BD FD USD H-INST #1	693390882		2/14/2012	6/29/2012	3,197	0	3,144	53			0	53
79	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	6/29/2012	1,768	0	1,734	34			0	34
80	PIMCO EMERG MKTS BD-INST #137	693391559		4/21/2008	8/24/2011	3,528	0	3,312	216			0	216
81	PIMCO EMERG MKTS BD-INST #137	693391559		7/23/2007	8/24/2011	950	0	904	46			0	46
82	PIMCO EMERG MKTS BD-INST #137	693391559		3/21/2007	8/24/2011	28,575	0	27,716	859			0	859
83	PIMCO EMERG MKTS BD-INST #137	693391559		2/4/2011	8/24/2011	3,436	0	3,362	74			0	74
84	PIMCO COMMODITY REAL RET STRAT-	722005667		3/21/2007	8/24/2011	5,697	0	9,277	-3,580			0	-3,580
85	PIMCO COMMODITY REAL RET STRAT-	722005667		10/31/2008	8/24/2011	7,392	0	8,111	-719			0	-719
86	PIMCO COMMODITY REAL RET STRAT-	722005667		4/21/2010	8/24/2011	7,139	0	6,525	614			0	614
87	PIMCO COMMODITY REAL RET STRAT-	722005667		6/26/2007	8/24/2011	398	0	626	-228			0	-228
88	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	8/24/2011	7,083	0	8,163	-1,080			0	-1,080
89	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	10/20/2011	4,183	0	4,714	-531			0	-531
90	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/10/2012	2,473	0	2,444	29			0	29
91	VANGUARD INFLAT PROTECT SEC FD #	922031869		4/23/2007	8/24/2011	4,099	0	3,517	582			0	582
92	VANGUARD INFLAT PROTECT SEC FD #	922031869		7/23/2007	8/24/2011	710	0	591	119			0	119
93	VANGUARD INFLAT PROTECT SEC FD #	922031869		6/26/2007	8/24/2011	355	0	292	63			0	63
94	VANGUARD INFLAT PROTECT SEC FD #	922031869		3/21/2007	8/24/2011	49,559	0	42,939	6,620			0	6,620
95	VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2011	6,294	0	6,107	187			0	187
96	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012	6,202	0	5,341	861			0	861
97	VANGUARD REIT VIPER	922908553		12/17/2010	6/29/2012	5,216	0	4,273	943			0	943
98	WELLS FARGO ADV INTL BOND-IS #470	94985D582		1/21/2010	8/24/2011	846	0	772	74			0	74
99	WELLS FARGO ADV INTL BOND-IS #470	94985D582		3/21/2007	8/24/2011	4,421	0	3,815	606			0	606
100	WELLS FARGO ADV INTL BOND-IS #470	94985D582		3/21/2007	10/20/2011	26,129	0	23,808	2,321			0	2,321
101	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	10/20/2011	4,824	0	4,665	159			0	159
102	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/21/2009	8/24/2011	15,914	0	10,744	5,170			0	5,170
103	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/21/2008	8/24/2011	13,203	0	10,650	2,553			0	2,553
104	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/22/2008	8/24/2011	8,412	0	9,379	-967			0	-967
105	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/21/2007	8/24/2011	1,517	0	1,783	-266			0	-266

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

21,509

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A. Trust T		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	21,509
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	11/9/2011	2	829
3	Second quarter estimated tax payment	12/9/2011	3	829
4	Third quarter estimated tax payment	3/9/2012	4	829
5	Fourth quarter estimated tax payment	6/11/2012	5	827
6	Other payments		6	
7	Total		7	3,314

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

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	6,550
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	6,550