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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 GEORGE S & CHRISTINE T BLOSS		A Employer identification number 94-6278318
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,697,205		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> 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	754,166	730,741		
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	-125,528			
b	Gross sales price for all assets on line 6a	4,250,195			
7	Capital gain net income (from Part IV, line 2)		0		
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)	1,380	1,380	0	
12	Total. Add lines 1 through 11	630,018	732,121	0	
13	Compensation of officers, directors, trustees, etc	119,315	89,486		29,829
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)	1,163	0	0	1,163
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see instructions)	42,705	4,080	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)	3,157	3,147	0	10
24	Total operating and administrative expenses. Add lines 13 through 23	166,340	96,713	0	31,002
25	Contributions, gifts, grants paid	1,513,644			1,513,644
26	Total expenses and disbursements. Add lines 24 and 25	1,679,984	96,713	0	1,544,646
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,049,966			
b	Net investment income (if negative, enter -0-)		635,408		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

15NE

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	1,411,835	293,953	293,953
	3	Accounts receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	20,485,284	20,420,833	22,403,252
	14	Land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,897,119	20,714,786	22,697,205
	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	21,897,119	20,714,786	
	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)	21,897,119	20,714,786	
	31	Total liabilities and net assets/fund balances (see instructions)	21,897,119	20,714,786	

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	21,897,119
2	Enter amount from Part I, line 27a	2	-1,049,966
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	9,232
4	Add lines 1, 2, and 3	4	20,856,385
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	141,599
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,714,786

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-125,528
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	622,087	23,066,165	0.026970
2009	777,559	21,638,705	0.035934
2008	915,196	20,137,366	0.045448
2007			0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.108352
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	0.036117
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,695,571
5 Multiply line 4 by line 3	5	819,696
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,354
7 Add lines 5 and 6	7	826,050
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,544,646

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	6,354
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	6,354
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	6,354
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	37,704	
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	37,704	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	31,350	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 6,354 Refunded <input type="checkbox"/>	11	24,996	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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**

If "Yes" to 6b, file Form 8870

X

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 Phil	Trustee 4 00	119,315	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	21,986,777
b	Average of monthly cash balances	1b	1,054,412
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	23,041,189
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	23,041,189
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	345,618
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,695,571
6	Minimum investment return. Enter 5% of line 5	6	1,134,779

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	1,134,779
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,354
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	6,354
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,128,425
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,128,425
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	1,128,425

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	1,544,646
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	1,544,646
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	6,354
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,538,292

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				1,128,425
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			856,546	
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. ► \$ 1,544,646				
a Applied to 2010, but not more than line 2a			856,546	
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				688,100
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				440,325
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

N/A

- ▶

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

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

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

- a "Assets" alternative test—enter**

- (1) Value of all assets**

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

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

- c "Support" alternative test—enter

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

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

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	1,513,644
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Salento SVP Wells Fargo Bank N.A.

11/1/2012

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

11/1/2012

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

GEORGE S & CHRISTINE T BLOSS

94-6278318 Page 1 of 1

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

Recipient(s) paid during the year

Name

NONNEWAUG HIGH SCHOOL

Street

PO BOX 469

City

WOODBURY

State

CT

Zip Code

06798

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

75,682

Name

MERCED UNION HIGH SCHOOL DISTRICT

Street

PO BOX 2147

City

MERCED

State

CA

Zip Code

95340

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

639,818

Name

LEGRAND UNION HIGH SCHOOL DISTRICT

Street

12961 LE GRAND RD

City

LE GRAND

State

CA

Zip Code

95333-9737

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

41,322

Name

BLOSS MEMORIAL HEALTHCARE DISTRICT

Street

3605 HOSPITAL RD STE H

City

ATWATER

State

CA

Zip Code

95301-5173

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

756,822

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		Totals					
Long Term CG Distributions												Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions														4,250,195		-125,528	
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			
															Other sales		0
1	X	ROSS STORES INC	778296103			12/15/2010		7/18/2011	166,103	134,075				32,028			
2	X	TEXAS INSTRUMENTS INC	882508104			3/17/2004		6/11/2012	19,452	20,766				-1,314			
3	X	TEXAS INSTRUMENTS INC	882508104			5/4/2004		6/11/2012	7,664	6,864				800			
4	X	TEXAS INSTRUMENTS INC	882508104			2/1/2005		6/11/2012	18,922	16,004				2,918			
5	X	TEXAS INSTRUMENTS INC	882508104			3/2/2010		6/11/2012	76,357	67,294				9,063			
6	X	3M CO	88579Y101			1/2/2010		10/18/2011	113,574	119,598				-6,024			
7	X	TIMKEN CO	887389104			10/18/2011		6/11/2012	140,515	121,848				18,667			
8	X	UNITED TECHNOLOGIES CORP	913017109			5/20/2005		12/21/2011	11,624	8,283				3,341			
9	X	UNITED TECHNOLOGIES CORP	913017109			3/17/2004		12/21/2011	34,357	20,711				13,646			
10	X	UNITEDHEALTH GROUP INC	91324P102			6/13/2011		7/18/2011	20,377	19,469				908			
11	X	UNUM GROUP	91529Y106			7/1/2010		6/11/2012	63,603	70,611				-7,008			
12	X	WAL MART STORES INC	931142103			7/7/2010		10/18/2011	84,704	74,189				10,515			
13	X	WYNN RESORTS LTD	983134107			5/25/2011		6/11/2012	68,996	98,919				-29,923			
14	X	TAXABLE TOTAL RETURN BONDS	991283912			7/15/1994		3/7/2012	101,652	94,183				7,469			
15	X	TYCO INTERNATIONAL LTD N	H89128104			12/15/2010		6/11/2012	182,015	144,923				37,092			
16	X	CONOCOPHILLIPS	20825C104			3/2/2010		6/11/2012	117,637	82,672				34,965			
17	X	DOW CHEMICAL CO	260543103			2/16/2011		9/12/2011	65,866	99,522				-33,656			
18	X	DOW CHEMICAL CO	260543103			6/13/2011		9/12/2011	19,380	26,829				-7,449			
19	X	FORD MOTOR COMPANY	345370860			2/23/2011		10/18/2011	30,719	39,020				-8,301			
20	X	FORD MOTOR COMPANY	345370860			2/23/2011		6/11/2012	62,131	88,803				-26,672			
21	X	HEWLETT-PACKARD CO 42	428236A17			7/30/2010		2/24/2012	300,000	316,326				-16,326			
22	X	INTERCONTINENTAL EXCHANGE	45865V100			10/18/2011		4/18/2012	127,381	120,994				6,387			
23	X	INTERNATIONAL BUSINESS MACHINES	459200101			6/5/1996		9/12/2011	14,458	2,379				12,079			
24	X	PUT OPT SPY @ 107.00	51Y991774			9/27/2011		10/27/2011	34,251	116,440				-82,189			
25	X	MCDONALDS CORP	580135101			3/2/2010		12/21/2011	58,987	38,294				20,693			
26	X	MCKESSON CORP	58155Q103			3/2/2010		9/12/2011	14,226	11,844				2,382			
27	X	MEDCO HEALTH SOLUTIONS	58405U102			8/9/2010		10/18/2011	79,728	78,562				1,166			
28	X	NATIONAL OILWELL INC COM	637071101			4/8/2011		6/11/2012	107,760	129,762				-22,002			
29	X	PIMCO EMERG MKTS BD-INS	693391559			8/26/2010		9/6/2011	225,795	225,000				795			
30	X	PHILLIPS 66	718546104			3/2/2010		5/25/2012	33,777	24,569				9,208			
31	X	T ROWE PRICE GROUP INC	74144T108			4/8/2011		9/12/2011	95,359	132,662				-37,303			
32	X	PUBLIC SVC ENTERPRISE GROUP	744573106			9/12/2011		6/11/2012	97,326	98,366				-1,040			
33	X	PUTNAM FLOATING RATE INC	746763226			7/15/2010		7/29/2011	5,000	4,875				125			
34	X	QUALCOMM INC	747525103			5/25/2011		6/11/2012	100,784	99,110				1,674			
35	X	RIDGECORP SEIX HY BD-I #	76628T645			3/2/2010		11/4/2011	134,739	131,201				3,538			
36	X	RIDGECORP SEIX HY BD-I #	76628T645			8/27/2009		11/4/2011	41,468	38,201				3,267			
37	X	RIDGECORP SEIX HY BD-I #	76628T645			8/27/2009		3/2/2012	59,748	53,578				6,170			
38	X	RIDGECORP SEIX HY BD-I #	76628T645			8/27/2009		5/25/2012	202,326	186,386				15,940			
39	X	ACCO BRANDS CORP	00081T108			2/16/2011		5/15/2012	1	1				0			
40	X	ACCO BRANDS CORP	00081T108			2/16/2011		5/21/2012	10,506	10,843				-337			
41	X	AFLAC INC	001055102			1/30/2009		12/21/2011	110,143	61,457				48,686			
42	X	AMERICAN EXPRESS CO	025816109			4/29/2010		10/18/2011	129,402	132,310				-2,908			
43	X	AMERIPRISE FINL INC	03076C106			12/15/2010		12/21/2011	157,940	177,184				-19,244			
44	X	BMC SOFTWARE INC	055921100			12/15/2010		9/12/2011	14,135	17,691				-3,556			
45	X	BMC SOFTWARE INC	055921100			12/15/2010		12/21/2011	96,591	140,093				-43,502			
46	X	BAKER HUGHES INC COM	057224107			9/12/2011		4/18/2012	71,751	98,744				-26,993			
47	X	CIGNA CORP 4 375% 12	125509BN8			12/1/2010		2/1/2012	157,046	149,481				7,565			
48	X	CENTURYLINK, INC	156700106			12/15/2010		10/18/2011	60,585	79,973				-19,388			
49	X	CIMAREX ENERGY CO	171798101			8/9/2010		9/12/2011	67,251	78,203				-10,952			
50	X	PUT OPT SPY @ 115.00	1NJ99J901			6/23/2011		8/4/2011	89,740	68,119				21,621			
51	X	PUT OPT SPY @ 115.00	1NJ99J901			6/23/2011		8/8/2011	108,748	45,413				63,335			

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals							
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss			
52	X	LT CAP GAIN DIVIDENDS							7,042							
53	X	ST CTF GAIN							3,266							
54	X	LT CTF GAIN							10,730							
55	X	Partnership k-1 Gain							16,557							
56	X	Expired Put Option	1NJ99J901							153,079						
									Securities							
									Other sales							
									Totals					4,250,195	4,375,723	-125,528

Line 11 (990-PF) - Other Income

		1,380	1,380	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	From Partnership K-1	796	796	
2	Other Taxable Income	584	584	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16b (990-PF) - Accounting Fees

		1,163	0	0	1,163
	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	1,163			1,163
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	921			
2	ESTIMATED EXCISE TAX PAID	37,704			
3	FOREIGN TAX WITHHELD	4,080	4,080		
4					
5					
6					
7					
8					
9					
10					

42,705 4,080 0

Line 23 (990-PF) - Other Expenses

		3,157	3,147	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	63	63		
3	STATE AG FEES	10			10
4	PARTNERSHIP EXPENSES	3,084	3,084		
5					
6					
7					
8					
9					

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

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

1	CTF Income Timing Difference	1	858
2	Undistributed CTF Capital Gain	2	5,509
3	Cost Basis Adjustment	3	2,865
4	Total	4	9,232

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

1	Loss on PY Sales Settled in CY	1	109,517
2	CTF Book to Tax Difference	2	16,751
3	Partnership Income Adjustment	3	14,747
4	PY Return of Capital Adjustment	4	584
5	Total	5	141,599

[illegible]

119.315

119.315

Part

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

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment		2 9,426
3 Second quarter estimated tax payment		3 9,426
4 Third quarter estimated tax payment		4 9,426
5 Fourth quarter estimated tax payment		5 9,426
6 Other payments		6 0
7 Total		7 37,704

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	856,546
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	856,546

BLOSS, CHRISTINE T T/UW
808875
FYE 6-30-12

Security Category	Account #	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Corp Stock	808875	94-6278318	008252108	AFFILIATED MANAGERS GROUP, INC COM	1580.0000	162024 11	172931.00
Invest - Corp Stock	808875	94-6278318	031162100	AMGEN INC	1470.0000	85446 84	107177.70
Invest - Corp Stock	808875	94-6278318	037411105	APACHE CORP	735.0000	67891 8	64599.15
Invest - Corp Stock	808875	94-6278318	037833100	APPLE INC	460.0000	126081.25	268640.00
Invest - Corp Stock	808875	94-6278318	110122108	BRISTOL MYERS SQUIBB CO	4510.0000	121117 66	162134.50
Invest - Corp Stock	808875	94-6278318	14040H105	CAPITAL ONE FINANCIAL CORP	2730.0000	113301 6	149221.80
Invest - Corp Stock	808875	94-6278318	14149Y108	CARDINAL HEALTH INC COM	3500.0000	127536 5	147000.00
Invest - Corp Stock	808875	94-6278318	17275R102	CISCO SYSTEMS INC	5060.0000	133704 93	86880.20
Invest - Corp Stock	808875	94-6278318	235851102	DANAHER CORP	3120.0000	111270.75	162489 60
Invest - Corp Stock	808875	94-6278318	254687106	WALT DISNEY CO	4515.0000	207854 8	218977 50
Invest - Corp Stock	808875	94-6278318	278865100	ECOLAB INC	2195.0000	123208.2	150423 35
Invest - Corp Stock	808875	94-6278318	369604103	GENERAL ELECTRIC CO	7940.0000	135729 01	165469 60
Invest - Corp Stock	808875	94-6278318	375558103	GILEAD SCIENCES INC	2995.0000	122209 78	153583.60
Invest - Corp Stock	808875	94-6278318	437076102	HOME DEPOT INC	4320.0000	136296	228916 80
Invest - Corp Stock	808875	94-6278318	458140100	INTEL CORP	6275.0000	127381.87	167228 75
Invest - Corp Stock	808875	94-6278318	459200101	INTERNATIONAL BUSINESS MACHS CORP	981.0000	25929 06	191863 98
Invest - Corp Stock	808875	94-6278318	461202103	INTUIT COM	2255.0000	119661.12	133834 25
Invest - Corp Stock	808875	94-6278318	478160104	JOHNSON & JOHNSON	1775.0000	102848 65	119919 00
Invest - Corp Stock	808875	94-6278318	478366107	JOHNSON CONTROLS INC	3450.0000	98500 6	95599.50
Invest - Corp Stock	808875	94-6278318	580135101	MCDONALDS CORP	1600.0000	102976	141648.00
Invest - Corp Stock	808875	94-6278318	594918104	MICROSOFT CORP	4690.0000	133048.27	143467 10
Invest - Corp Stock	808875	94-6278318	674599105	OCCIDENTAL PETE CORP	1265.0000	96136 2	108499 05
Invest - Corp Stock	808875	94-6278318	68389X105	ORACLE CORPORATION	4165.0000	123993 38	123700.50
Invest - Corp Stock	808875	94-6278318	742718109	PROCTER & GAMBLE CO	2337.0000	66443 71	143141.25
Invest - Corp Stock	808875	94-6278318	806857108	SCHLUMBERGER LTD	1900.0000	133309.51	123329 00
Invest - Corp Stock	808875	94-6278318	907818108	UNION PACIFIC CORP	2135.0000	235707 2	254726 85
Invest - Corp Stock	808875	94-6278318	913017109	UNITED TECHNOLOGIES CORP	1733.0000	76858.55	130893 49
Invest - Corp Stock	808875	94-6278318	191216100	COCA COLA CO	1845.0000	117009.05	144260 55
Invest - Corp Stock	808875	94-6278318	58155Q103	MCKESSON CORP	1580.0000	95969.2	148125 00
Invest - Corp Stock	808875	94-6278318	156700106	CENTURYLINK, INC	3255.0000	130356 65	128539 95
Invest - Corp Stock	808875	94-6278318	22160K105	COSTCO WHOLESALE CORP	1475.0000	125356 71	140125 00
Invest - Corp Stock	808875	94-6278318	30231G102	EXXON MOBIL CORPORATION	1565.0000	102867 45	133917 05
Invest - Corp Stock	808875	94-6278318	438516106	HONEYWELL INTERNATIONAL INC	1720.0000	98166 07	96044 80
Invest - Corp Stock	808875	94-6278318	87612E106	TARGET CORP	1500.0000	80604.9	87285 00
Invest - Corp Stock	808875	94-6278318	91324P102	UNITEDHEALTH GROUP INC	2515.0000	99417 72	147127 50

Invest - Corp Stock	808875	94-6278318	46625H100	JPMORGAN CHASE & CO	2750 0000	117611 4	98257 50
Invest - Corp Stock	808875	94-6278318	902973304	US BANCORP DEL NEW	4955 0000	149238.65	159352.80
Invest - Corp Stock	808875	94-6278318	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	2100.0000	123865.77	167265 00
Invest - Corp Stock	808875	94-6278318	G1151C101	ACCENTURE PLC	1980.0000	97578.16	118978 20
Invest - Corp Stock	808875	94-6278318	50075N104	KRAFT FOODS INC	4680 0000	132194 09	180741 60
Invest - Corp Stock	808875	94-6278318	166764100	CHEVRON CORP	1319.0000	58121.73	139154 50
Invest - Corp Stock	808875	94-6278318	583334107	MEADWESTVACO CORP	3250 0000	87866 3	93437.50
Invest - Corp Stock	808875	94-6278318	084670702	BERKSHIRE HATHAWAY INC	2695 0000	218120 36	224574 35
Invest - Corp Stock	808875	94-6278318	20030N101	COMCAST CORP CLASS A	4010 0000	98229.76	128199 70
Invest - Corp Stock	808875	94-6278318	04351G101	ASCENA RETAIL GROUP INC	7830.0000	130523 75	145794 60
Invest - Corp Stock	808875	94-6278318	H0023R105	ACE LIMITED	1370 0000	70705 7	101558 10
Invest - Other	808875	94-6278318	464287804	ISHARES TR SMALLCAP 600 INDEX FD	10666 0000	649292.39	781497 82
Invest - Other	808875	94-6278318	464287507	ISHARES TR S & P MIDCAP 400 ID FD	10185.0000	933351.37	959121 45
Invest - Other	808875	94-6278318	464287465	ISHARES MSCI EAFE	30388 0000	1588042 44	1518184.48
Invest - Other	808875	94-6278318	464287564	ISHARES TR COHEN & STEERS REALTY	3850.0000	278798.14	302764 00
Invest - Other	808875	94-6278318	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	85646.5230	1079423.99	984078 55
Invest - Other	808875	94-6278318	464287234	ISHARES TR MSCI EMERGING MARKETS	19459.0000	529375 38	761527 96
Invest - Other	808875	94-6278318	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	39121 8470	340800	251162 26
Invest - Other	808875	94-6278318	25537M100	DIVIDEND CAPITAL TOTAL REALTY TRUST	79787 2340	645329.08	674202.13
Invest - Other	808875	94-6278318	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	23955 0000	793332 55	881064.90
Invest - US & State	808875	94-6278318	REX533765	FARMERS RICE MKT BS CAP PN	1 0000	1167 32	1167 32
Other Assets	808875	94-6278318	MIX082405	FRESNO CO , CA UNKNOWN INT	1 0000	800	1 00
Other Assets	808875	94-6278318	MIX082413	FRESNO CO., CA	1.0000	10	1 00
Other Assets	808875	94-6278318	MIX082421	MERCED CO., CA	1 0000	1	1.00
Other Assets	808875	94-6278318	MIX082439	TUOLUME CO , CA	1 0000	1	1 00
Other Assets	808875	94-6278318	MI0193281	MERCED CO , CA 100% MINERAL INTEREST	1 0000	1	1 00
							<u>12189996 4</u>
							<u>13813810 09</u>
Savings & Temp Inv	808875	94-6278318	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	127910.5800	127910 58	127910 58
Savings & Temp Inv	808875	94-6278318	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	120945.5600	120945 56	120945 56
							<u>248856 14</u>
							<u>248856.14</u>
Invest - Corp Bonds	80887501	94-6278318	66989HAA6	NOVARTIS CAPITAL COR 4 125% 2/10/14	300000.0000	323319	316704 00
Invest - Corp Bonds	80887501	94-6278318	532457AX6	ELI LILLY & CO 4 500% 3/15/18	300000 0000	327075	339978 00
Invest - Corp Bonds	80887501	94-6278318	2515A0Q30	DEUTSCHE BANK AG 3 875% 8/18/14	300000 0000	316875	312336 00
Invest - Corp Bonds	80887501	94-6278318	263534BY4	EI DU PONT DE NEMOUR 3 250% 1/15/15	300000.0000	312570	319101 00
Invest - Corp Bonds	80887501	94-6278318	09247XAE1	BLACKROCK INC 5 000% 12/10/19	300000 0000	326301	342912 00
Invest - Corp Bonds	80887501	94-6278318	713448BM9	PEPSICO INC 3 100% 1/15/15	300000 0000	317823	315963 00
Invest - Corp Bonds	80887501	94-6278318	3133XXYX9	FED HOME LN BK 1 875% 6/21/13	300000 0000	308604 9	304695 00
Invest - Corp Bonds	80887501	94-6278318	134429AV1	CAMPBELL SOUP CO 3 050% 7/15/17	300000.0000	307296	323481 00

Invest - Corp Bonds	80887501	94-6278318	263901AC4 DUKE ENERGY INDIANA 3 750% 7/15/20	300000 0000	299724	328035 00
Invest - Corp Bonds	80887501	94-6278318	78008KBS1 ROYAL BANK OF CANADA 2 625% 12/15/15	300000 0000	299280	312996 00
Invest - Corp Bonds	80887501	94-6278318	06051GED7 BANK OF AMERICA CORP 3 700% 9/01/15	250000 0000	249690	252562.50
Invest - Corp Bonds	80887501	94-6278318	277432AJ9 EASTMAN CHEMICAL CO 3 000% 12/15/15	145000 0000	144831.8	150273 65
Invest - Corp Bonds	80887501	94-6278318	961214BR3 WESTPAC BANKING CORP 1 850% 12/09/13	100000 0000	99948	100986 00
Invest - Corp Bonds	80887501	94-6278318	58933YAB1 MERCK & CO INC 2.250% 1/15/16	150000 0000	149638.5	156637 50
Invest - Corp Bonds	80887501	94-6278318	584836ZV5 MEDINA OHIO 4.850% 12/01/20	300000 0000	300000	335990 00
Invest - Corp Bonds	80887501	94-6278318	215723KR7 COOK CNTY ILL CMNTY 4.850% 12/01/18	300000 0000	300963	339360 00
Invest - Corp Bonds	80887501	94-6278318	037735CR6 APPALACHIAN POWER CO 4.600% 3/30/21	250000 0000	249302 5	280325 00
Invest - Corp Bonds	80887501	94-6278318	912828RR3 US TREASURY NOTE 2 000% 11/15/21	275000 0000	278974.61	285120.00
Invest - Corp Bonds	80887501	94-6278318	437076AP7 HOME DEPOT INC 5 400% 3/01/16	300000 0000	337968	345846 00
Invest - Corp Bonds	80887501	94-6278318	3135G0HWI FED NATL MTG ASSN 1 375% 3/08/17	300000 0000	299925	301632.00
Invest - Corp Bonds	80887501	94-6278318	754907AA1 RAYONIER INC 3 750% 4/01/22	100000 0000	99781	99831 00
Invest - Corp Bonds	80887501	94-6278318	36962G3U6 GENERAL ELEC CAP COR 5 625% 5/01/18	300000 0000	318735	344862 00
Invest - Other	80887501	94-6278318	991283912 TAXABLE TOTAL RETURN BOND FUND	62982 0050	457501.23	492519 28
Invest - Other	80887501	94-6278318	922031794 VANGUARD GNMA FUND-ADM #0536	40703 5700	449455.54	449774 45
Invest - Other	80887501	94-6278318	261980494 DREYFUS EMG MKT DEBT LOC C-I #6083	17717 4980	260215 06	251411 30
Invest - Other	80887501	94-6278318	880208400 TEMPLETON GLOBAL BOND FD-ADV #616	51189 4410	595845 09	655736.74
Invest - Other	80887501	94-6278318	746763226 PUTNAM FLOATING RATE INC FUND #1857	30443 2410	260124 83	265769 49
Invest - Other	80887501	94-6278318	76628T645 RIDGEWORTH SEIX HY BD-I #5855	27259 9660	239069.9	263603 87
					8230836.96	8589441.78
Savings & Temp Inv	80887501	94-6278318	99999Y944 SECURED MARKET DEPOSIT ACCOUNT	45096 7000	45096 7	45096 70
					45096.7	45096 7
Total Cash and Securities					20714786 2	22697204 71