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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 HELEN E GILBERT T/U/W		A Employer identification number 95-6024818
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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 100,417		
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)
Revenue	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	2,721	2,694		
	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	449			
	b Gross sales price for all assets on line 6a	20,985			
	7 Capital gain net income (from Part IV, line 2)		449		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
Operating and Administrative Expenses	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	3,170	3,143	0	
	13 Compensation of officers, directors, trustees, etc	1,990	1,492		498
	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)	616	0	0	616
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	165	35	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)	10	0	0	10
	24 Total operating and administrative expenses. Add lines 13 through 23	2,781	1,527	0	1,124
	25 Contributions, gifts, grants paid	4,545			4,545
	26 Total expenses and disbursements. Add lines 24 and 25	7,326	1,527	0	5,669
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,156			
	b Net investment income (if negative, enter -0-)		1,616		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

P 1314

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	3,470	6,176	6,176
	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)	95,385	88,529	94,241
	14 Land, buildings, and equipment basis 0			
	Less accumulated depreciation (attach schedule) 0	0	0	0
	15 Other assets (describe 0)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	98,855	94,705	100,417
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	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. <input type="checkbox"/>			
	24 Unrestricted			
	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	98,855	94,705	
	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)	98,855	94,705	
	31 Total liabilities and net assets/fund balances (see instructions)	98,855	94,705	

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	98,855
2 Enter amount from Part I, line 27a	2	-4,156
3 Other increases not included in line 2 (itemize) See Attached Statement	3	158
4 Add lines 1, 2, and 3	4	94,857
5 Decreases not included in line 2 (itemize) See Attached Statement	5	152
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	94,705

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
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	449
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,364	105,603	0.031855
2009	4,248	99,882	0.042530
2008	3,941	93,585	0.042111
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.116496
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 0.038832
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 100,320
5 Multiply line 4 by line 3			5 3,896
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16
7 Add lines 5 and 6			7 3,912
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 5,669

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	16
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	16
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	16
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	117	
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	117	
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	101	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 16 Refunded	11	85	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	1,990	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	98,788
b	Average of monthly cash balances	1b	3,060
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	101,848
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	101,848
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,528
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	100,320
6	Minimum investment return. Enter 5% of line 5	6	5,016

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	5,016
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	16
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,000
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,000
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	5,000

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	5,669
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	5,669
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	16
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,653

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				5,000
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,004	
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 ▶ \$ 5,669				
a Applied to 2010, but not more than line 2a			3,004	
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				2,665
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				2,335
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 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	4,545
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	2,721	
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	449	
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		3,170	0
13	Total. Add line 12, columns (b), (d), and (e)				13	3,170

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

[illegible]

GILBERT, HELEN E. T/U/W
802061
FYE 6/30/12

Security Category	Account	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Invest - Other	802061	95-6024818	589509108	MERGER FD SH BEN INT #260	127.2620	1998 01	2006.92
Invest - Other	802061	95-6024818	693390882	PIMCO FOREIGN BD FD USD H-INST #103	169.6840	1805 44	1839.37
Invest - Other	802061	95-6024818	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	46 0000	1302 12	1599 42
Invest - Other	802061	95-6024818	81369Y605	AMEX FINANCIAL SELECT SPDR	136 0000	2187 29	1990 36
Invest - Other	802061	95-6024818	81369Y100	AMEX MATERIALS SPDR	8.0000	278 27	282.32
Invest - Other	802061	95-6024818	81369Y803	AMEX TECHNOLOGY SELECT SPDR	103.0000	2483	2958 67
Invest - Other	802061	95-6024818	81369Y506	AMEX ENERGY SELECT SPDR	21.0000	1273	1393.77
Invest - Other	802061	95-6024818	999612906	TAXABLE SHORT-TERM BOND FUND	228 6178	1862 94	1844 95
Invest - Other	802061	95-6024818	999708902	TAXABLE INTERMEDIATE TERM BD FD	425 8355	4191 54	4373.33
Invest - Other	802061	95-6024818	991283912	TAXABLE TOTAL RETURN BOND FUND	545 5988	3877 77	4266.58
Invest - Other	802061	95-6024818	464287804	ISHARES TR SMALLCAP 600 INDEX FD	84.0000	5177 64	6154.68
Invest - Other	802061	95-6024818	464287705	ISHARES S&P MIDCAP 400 VALUE	38.0000	2916 92	3101 56
Invest - Other	802061	95-6024818	464287606	ISHARES S&P MIDCAP 400 GROWTH	30 0000	2850 01	3175.80
Invest - Other	802061	95-6024818	464287465	ISHARES MSCI EAFE	236 0000	11887 89	11790.56
Invest - Other	802061	95-6024818	81369Y704	AMEX INDUSTRIAL SPDR	40.0000	1327 31	1426 80
Invest - Other	802061	95-6024818	81369Y209	AMEX HEALTH CARE SPDR	41 0000	1286 75	1558.20
Invest - Other	802061	95-6024818	81369Y407	AMEX CONSUMER DISCR SPDR	32.0000	1117 23	1400.96
Invest - Other	802061	95-6024818	140995127	CORE EQUITY FUND	422.8145	4623 27	4959 61
Invest - Other	802061	95-6024818	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	305.4450	4580 72	4334 26
Invest - Other	802061	95-6024818	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	344.0050	4520 92	3952 62
Invest - Other	802061	95-6024818	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	157 8880	1779 4	1776.24
Invest - Other	802061	95-6024818	922908553	VANGUARD REIT VIPER	65.0000	1924 71	4252.95
Invest - Other	802061	95-6024818	922042858	VANGUARD MSCI EMERGING MARKETS ETF	187 0000	7172 63	7466 91
Invest - Other	802061	95-6024818	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	112 0000	3631 85	4119.36
Invest - Other	802061	95-6024818	25264S833	DIAMOND HILL LONG-SHORT FD CLI #11	175 0100	2980 42	3046.92
Invest - Other	802061	95-6024818	949917538	WELLS FARGO ADV HI INC-INS #3110	589.4080	3965 97	4444 14
Invest - Other	802061	95-6024818	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	604 8770	5526 13	4724.09
						88529 15	94241.35
Savings & Temp Inv	802061	95-6024818	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	5714 2400	5714 24	5714 24
Savings & Temp Inv	802061	95-6024818	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	462 0300	462 03	462 03
						6176 27	6176.27
Total Cash and Securities						94705 42	100417 62

HELEN E GILBERT T/U/W

95-6024818 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

TOWN OF WEST BROOKFIELD

Street

PO BOX 583

City

WEST BROOKFIELD

State

MA

Zip Code

01585-0583

Foreign Country

Relationship

NONE

Foundation Status

170 (C)(1) GOVERNMENT ENTITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,545

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
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	
Long Term CG Distributions										20,985	20,536	449			
Short Term CG Distributions										0	0	0			
1	X	CAPITAL PARTNERS CORE E	140995127			2/7/2011		10/21/2011	266	295				-29	
2	X	CAPITAL PARTNERS CORE E	140995127			2/7/2011		12/7/2011	18	19				-1	
3	X	CAPITAL PARTNERS CORE E	140995127			3/7/2011		12/7/2011	244	256				-12	
4	X	CORE EQUITY FUND	140995127			3/7/2011		6/7/2012	841	876				-35	
5	X	CREDIT SUISSE COMM RT ST	22544R305			3/9/2011		12/1/2011	34	39				-5	
6	X	DIAMOND HILL LONG-SHORT	25264S833			3/9/2011		10/21/2011	118	124				-6	
7	X	DIAMOND HILL LONG-SHORT	25264S833			3/9/2011		10/21/2011	65	66				-1	
8	X	DIAMOND HILL LONG-SHORT	25264S833			3/9/2011		12/1/2011	152	153				-1	
9	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/15/2011	397	499				-102	
10	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		10/21/2011	139	171				-32	
11	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		12/1/2011	26	32				-6	
12	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2008		12/1/2011	166	200				-34	
13	X	ISHARES MSCI EAFE	464287465			3/7/2011		8/15/2011	751	849				-98	
14	X	ISHARES MSCI EAFE	464287465			3/7/2011		12/1/2011	102	121				-19	
15	X	VANGUARD MSCI EMERGING	922042858			3/7/2011		2/15/2012	220	234				-14	
16	X	VANGUARD REIT VIPER	922908553			3/7/2011		8/15/2011	500	514				-14	
17	X	VANGUARD REIT VIPER	922908553			2/6/2009		8/15/2011	333	176				157	
18	X	VANGUARD REIT VIPER	922908553			2/6/2009		12/1/2011	331	175				156	
19	X	VANGUARD REIT VIPER	922908553			2/6/2009		2/15/2012	309	148				161	
20	X	WELLS FARGO ADV INTL BON	94985D582			5/3/2011		8/15/2011	180	174				6	
21	X	WELLS FARGO ADV INTL BON	94985D582			7/26/2010		8/15/2011	2,520	2,283				237	
22	X	WELLS FARGO ADV HI INC-IN	949917538			5/3/2011		8/15/2011	108	115				-7	
23	X	WELLS FARGO ADV HI INC-IN	949917538			5/3/2011		12/1/2011	101	107				-6	
24	X	WELLS FARGO ADV HI INC-IN	949917538			5/3/2011		2/15/2012	30	31				-1	
25	X	WELLS FARGO ADV HI INC-IN	949917538			2/21/2006		2/15/2012	82	86				-4	
26	X	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		8/15/2011	160	154				6	
27	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		8/15/2011	940	849				91	
28	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		10/21/2011	360	329				31	
29	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		12/7/2011	123	113				10	
30	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2012		6/7/2012	148	149				-1	
31	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		6/7/2012	767	704				63	
32	X	TAXABLE SHORT-TERM BONI	999612906			7/15/2005		8/15/2011	1,222	1,228				-6	
33	X	TAXABLE SHORT-TERM BONI	999612906			7/15/2005		2/15/2012	154	155				-1	
34	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		8/15/2011	1,034	1,021				13	
35	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		10/21/2011	334	336				-2	
36	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		12/7/2011	102	102				0	
37	X	TAXABLE INTERMEDIATE TER	999708902			2/15/2012		6/7/2012	144	145				-1	
38	X	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		6/7/2012	637	641				-4	
39	X	ISHARES MSCI EAFE	464287465			3/7/2011		2/15/2012	162	182				-20	
40	X	ISHARES S&P MIDCAP 400 GR	464287606			3/7/2011		12/1/2011	201	212				-11	
41	X	ISHARES S&P MIDCAP 400 VA	464287705			3/7/2011		12/1/2011	302	335				-33	
42	X	ISHARES S&P MIDCAP 400 VA	464287705			3/7/2011		2/15/2012	167	168				-1	
43	X	ISHARES TR SMALLCAP 600 I	464287804			3/7/2011		10/21/2011	128	142				-14	
44	X	ISHARES TR SMALLCAP 600 I	464287804			3/7/2011		12/1/2011	474	496				-22	
45	X	ISHARES TR SMALLCAP 600 I	464287804			3/7/2011		2/15/2012	450	425				25	
46	X	MERGER FD SH BEN INT #260	589509108			5/4/2010		10/21/2011	159	157				2	
47	X	PIMCO FOREIGN BD FD USD	693390862			8/17/2011		10/21/2011	138	138				0	
48	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/15/2011	843	957				-114	
49	X	AMEX MATERIALS SPDR	81369Y100			3/7/2011		8/15/2011	35	38				-3	
50	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		8/15/2011	69	70				-1	
51	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		12/1/2011	69	70				-1	

Totals														
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		Cost, Other Basis and Expenses		Net Gain or Loss
										Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
Long Term CG Distributions										20,985	20,536		449	
Short Term CG Distributions										0	0		0	
Amount										0	0		0	
52	X		AMEX HEALTH CARE SPDR	81369Y209			4/29/2011		8/15/2011	32	35			-3
53	X		AMEX HEALTH CARE SPDR	81369Y209			3/7/2011		8/15/2011	96	98			-2
54	X		AMEX HEALTH CARE SPDR	81369Y209			3/7/2011		10/21/2011	297	295			2
55	X		AMEX HEALTH CARE SPDR	81369Y209			3/7/2011		12/1/2011	68	66			2
56	X		CONSUMER STAPLES SECTO	81369Y308			4/30/2010		2/15/2012	230	195			35
57	X		AMEX CONSUMER DISCR SP	81369Y407			3/7/2011		8/15/2011	109	116			-7
58	X		AMEX CONSUMER DISCR SP	81369Y407			3/7/2011		12/1/2011	116	116			0
59	X		AMEX ENERGY SELECT SPDR	81369Y506			4/29/2011		8/15/2011	205	238			-33
60	X		AMEX ENERGY SELECT SPDR	81369Y506			3/7/2011		12/1/2011	71	78			-7
61	X		AMEX ENERGY SELECT SPDR	81369Y506			3/7/2011		6/4/2012	249	311			-62
62	X		AMEX FINANCIAL SELECT SP	81369Y605			3/7/2011		8/15/2011	104	131			-27
63	X		AMEX FINANCIAL SELECT SP	81369Y605			3/7/2011		12/1/2011	102	131			-29
64	X		AMEX FINANCIAL SELECT SP	81369Y605			3/7/2011		2/15/2012	292	329			-37
65	X		AMEX INDUSTRIAL SPDR	81369Y704			4/29/2011		10/21/2011	32	39			-7
66	X		AMEX INDUSTRIAL SPDR	81369Y704			3/7/2011		10/21/2011	291	328			-37
67	X		AMEX INDUSTRIAL SPDR	81369Y704			3/7/2011		12/1/2011	68	73			-5
68	X		AMEX TECHNOLOGY SELECT	81369Y803			3/7/2011		8/15/2011	317	339			-22
69	X		AMEX UTILITIES SPDR	81369Y886			4/30/2010		6/4/2012	179	152			27
70	X		AMEX UTILITIES SPDR	81369Y886			3/7/2011		6/4/2012	36	32			4
71	X		VANGUARD MSCI EMERGING	922042858			3/7/2011		12/1/2011	327	375			-48
72	X		I/T CG GAIN DIVIDENDS							35				35
73	X		S/T CG GAIN							236				236
74	X		I/T CTF GAIN							138				138

Line 16b (990-PF) - Accounting Fees

		616	0	0	616
	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	616			616
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		165	35	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	13			
2	ESTIMATED EXCISE TAX PAID	117			
3	FOREIGN TAX WITHHELD	35	35		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

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

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

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

1	CTF Income Timing Difference	1	11
2	Undistributed CTF Capital Gain	2	147
3	Total	3	158

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

1	Cost Basis Adjustment	1	28
2	CTF Book to Tax Difference	2	124
3	Total	3	152

[illegible]

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

	Long Term CG Distributions Short Term CG Distributions	Amount		Totals	20,985	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
		0	0									
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price							
59 AMEX ENERGY SELECT SPDR	81369Y506		4/29/2011	8/15/2011	205	0	238	-33			0	-33
60 AMEX ENERGY SELECT SPDR	81369Y506		3/7/2011	12/1/2011	71	0	78	-7			0	-7
61 AMEX ENERGY SELECT SPDR	81369Y506		3/7/2011	6/4/2012	249	0	311	-62			0	-62
62 AMEX FINANCIAL SELECT SPDR	81369Y605		3/7/2011	8/15/2011	104	0	131	-27			0	-27
63 AMEX FINANCIAL SELECT SPDR	81369Y605		3/7/2011	12/1/2011	102	0	131	-29			0	-29
64 AMEX FINANCIAL SELECT SPDR	81369Y605		3/7/2011	2/15/2012	292	0	329	-37			0	-37
65 AMEX INDUSTRIAL SPDR	81369Y704		4/29/2011	10/21/2011	32	0	39	-7			0	-7
66 AMEX INDUSTRIAL SPDR	81369Y704		3/7/2011	10/21/2011	291	0	328	-37			0	-37
67 AMEX INDUSTRIAL SPDR	81369Y704		3/7/2011	12/1/2011	68	0	73	-5			0	-5
68 AMEX TECHNOLOGY SELECT SPDR	81369Y803		3/7/2011	8/15/2011	317	0	339	-22			0	-22
69 AMEX UTILITIES SPDR	81369Y886		4/30/2010	6/4/2012	179	0	152	27			0	27
70 AMEX UTILITIES SPDR	81369Y886		3/7/2011	6/4/2012	36	0	32	4			0	4
71 VANGUARD MSCI EMERGING MARKETS	922042858		3/7/2011	12/1/2011	327	0	375	-48			0	-48
72 LT CG GAIN DIVIDENDS					35	0	0	0			0	35
73 ST CTF GAIN					236	0	0	236			0	236
74 LT CTF GAIN					138	0	0	138			0	138

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	0
2 First quarter estimated tax payment	2	117
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	117

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	3,004
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,004