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 8/1/2011 **, and ending** 7/31/2012

Name of foundation
ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.c/oWELLS FARGO BANK

A Employer identification number 35-6250066

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

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

City or town, state, and ZIP code
Winston Salem NC 27101-3818

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 608,528

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	18,029	17,735		
	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	9,509			
	b	Gross sales price for all assets on line 6a 119,172				
	7	Capital gain net income (from Part IV, line 2)		9,509		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	27,538	27,244	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	8,796	6,597		2,199
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	545	0	0	545
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	352	352	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	3	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,696	6,952	0	2,744
	25	Contributions, gifts, grants paid	30,000			30,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	39,696	6,952	0	32,744
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,158			
	b	**Net investment income** (if negative, enter -0-)		20,292		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
(HTA)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	0
	2	Savings and temporary cash investments	3,837	11,056	11,056
	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	0
	9	Prepaid expenses and deferred charges		0	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)	588,995	569,263	597,472
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	592,832	580,319	608,528
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	592,832	580,319	
	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)	592,832	580,319	
	31	**Total liabilities and net assets/fund balances** (see instructions)	592,832	580,319	

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	592,832
2	Enter amount from Part I, line 27a	2	-12,158
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	580,674
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	355
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	580,319

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	9,509
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	40,084	650,251	0 061644
2009	29,000	621,222	0 046682
2008	38,267	594,689	0 064348
2007	41,181	782,400	0 052634
2006	36,063	801,165	0 045013

2 **Total** of line 1, column (d)	2	0.270321
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	0.054064
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	610,860
5 Multiply line 4 by line 3	5	33,026
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	203
7 Add lines 5 and 6	7	33,229
8 Enter qualifying distributions from Part XII, line 4	8	32,744

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	406
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	406
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	406
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 931		
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	931
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	525
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 525 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____, 20_____, 20_____, 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____, 20_____, 20_____, 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4.00	8,796	0	0
	.00	0	0	0
	00	0	0	0
	.00	0	0	0

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	601,307
b	Average of monthly cash balances	1b	18,855
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	620,162
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	620,162
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	9,302
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	610,860
6	**Minimum investment return.** Enter 5% of line 5	6	30,543

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	30,543
2a	Tax on investment income for 2011 from Part VI, line 5	2a	406		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	406
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	30,137
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	30,137
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	30,137

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	32,744
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	32,744
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,744

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					30,137
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				19,425	
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 ▶ $ 32,744					
a	Applied to 2010, but not more than line 2a				19,425	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)		0			
d	Applied to 2011 distributable amount					13,319
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					16,818
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	0				
e	Excess from 2011	0				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JENNY KING 111 E WAYNE ST FORT WAYNE IN 46801 (260) 461-6458

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

SEE ATTACHED STATEMENT

c Any submission deadlines

APPLICATIONS SHOULD BE SUBMITTED BY MAY 31

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	30,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,029	
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	9,509	
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		27,538	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 27,538

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

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

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

John N Salente SVP Wells Fargo Bank N.A. | 2/4/2014 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		2/4/2014		P01251603
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
AUDIENCES UNLIMITED INC.
Street
227 E WASHINGTON BLVD #301

City	State	Zip Code	Foreign Country
FORT WAYNE	IN	46802	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,000

Name
COLE CENTER FAMILY YMCA
Street
700 S. GARDEN STREET

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
SCHOLARSHIP	1,000

Name
COMMON GRACE-LOVE INC.
Street
P O BOX 203

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,000

Name
COMMUNITY HARVEST FOOD BANK
Street
999 EAST TILLMAN ROAD

City	State	Zip Code	Foreign Country
FORT WAYNE	IN	46816	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,000

Name
FORT WAYNE PHILHARMONIC ORCHESTRA
Street
4901 FULLER DRIVE

City	State	Zip Code	Foreign Country
FORT WAYNE	IN	46835	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,000

Name
GIRL SCOUTS OF NORTHERN INDIANA-MICHIANA
Street
10008 DUPONT CIRCLE DRIVE EAST

City	State	Zip Code	Foreign Country
FORT WAYNE	IN	46825	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,000

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

Recipient(s) paid during the year

Name
HUMANE SOCIETY OF NOBLE COUNTY INC.
Street
P O BOX 471

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,000

Name
HUNTINGTON UNIVERSITY INC
Street
3202 COLLEGE AVENUE

City	State	Zip Code	Foreign Country
HUNTINGTON	IN	46759	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
SCHOLARSHIP	1,000

Name
KENDALLVILLE DAY CARE CENTER
Street
342 EAST LISLE STREET

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
SCHOLARSHIP	4,000

Name
KENDALLVILLE PARKS AND RECREATION
Street
IDDINGS STREET

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,000

Name
LIFE AND FAMILY SERVICES
Street
201 SOUTH PARK AVENUE

City	State	Zip Code	Foreign Country
KENDALLVILLE	IN	46755	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
TRINE UNIVERSITY
Street
1 UNIVERSITY AVENUE

City	State	Zip Code	Foreign Country
ANGOLA	IN	46703	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
SCHOLARSHIP	1,000

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

Recipient(s) paid during the year

Name				
UNIVERSITY OF SAINT FRANCIS OF FORT WAYNE, INDIANA				
Street: 2701 SPRING STREET				
City: FORT WAYNE	State: IN	Zip Code: 46804	Foreign Country:	
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: SCHOLARSHIP				Amount: 1,000

Name				
YWCA NORTHEAST INDIANA INC				
Street: 1610 SPY RUN AVENUE				
City: FORT WAYNE	State: IN	Zip Code: 46816	Foreign Country:	
Relationship: NONE	Foundation Status: 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				Amount: 1,000

Name				
Street:				
City:	State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status:			
Purpose of grant/contribution:				Amount: 0

Name				
Street:				
City:	State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status:			
Purpose of grant/contribution:				Amount: 0

Name				
Street:				
City:	State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status:			
Purpose of grant/contribution:				Amount: 0

Name				
Street:				
City:	State:	Zip Code:	Foreign Country:	
Relationship:	Foundation Status:			
Purpose of grant/contribution:				Amount: 0

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

	Amount
Long Term CG Distributions	674
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	119,172	109,663	9,509
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
1	X	DIAMOND HILL LONG-SHORT	25264S833			6/2/2011		5/4/2012	174	166				8
2	X	DIAMOND HILL LONG-SHORT	25264S833			12/17/2010		5/4/2012	1,761	1,608				153
3	X	WALT DISNEY CO	254687106			12/28/2009		5/4/2012	431	322				109
4	X	E M C CORP MASS	268648102			12/15/2010		5/4/2012	556	453				103
5	X	FISERV INC	337738108			12/28/2009		5/4/2012	2,178	1,563				615
6	X	GOLDMAN SACHS GROUP IN(	38141G104			12/15/2010		5/4/2012	547	829				-282
7	X	HEWLETT PACKARD CO	428236103			12/28/2009		5/4/2012	364	789				-425
8	X	INTEL CORP	458140100			11/26/1997		5/4/2012	560	387				173
9	X	ISHARES S & P 500 INDEX FU	464287200			12/28/2009		5/4/2012	8,286	6,784				1,502
10	X	ISHARES MSCI EAFE	464287465			3/29/2010		5/4/2012	523	558				-35
11	X	ISHARES MSCI EAFE	464287465			12/28/2009		5/4/2012	4,970	5,301				-331
12	X	JPMORGAN CHASE & CO	46625H100			3/29/2010		5/4/2012	210	226				-16
13	X	KRAFT FOODS INC	50075N104			12/15/2010		5/4/2012	1,541	1,231				310
14	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2011		5/4/2012	1,469	1,444				25
15	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			12/17/2010		5/4/2012	20,734	20,121				613
16	X	MERGER FD SH BEN INT 260	589509108			12/17/2010		5/4/2012	720	731				-11
17	X	MICROSOFT CORP	594918104			12/28/2009		5/4/2012	625	620				5
18	X	NESTLE S A REGISTERED SH	641069406			12/28/2009		5/4/2012	905	735				170
19	X	NOVARTIS AG - ADR	66987V109			12/28/2009		5/4/2012	271	274				-3
20	X	ORACLE CORPORATION	68389X105			12/15/2010		5/4/2012	575	610				-35
21	X	PHILLIPS 66	718546104			1/19/2006		5/4/2012	433	0				433
22	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2011		5/4/2012	3,291	3,689				-398
23	X	TJX COS INC NEW	872540109			6/30/2011		5/4/2012	1,265	797				468
24	X	TARGET CORP	87612E106			6/30/2011		5/4/2012	558	467				91
25	X	AFLAC INC	001055102			1/16/2008		5/4/2012	432	640				-208
26	X	ABBOTT LABS	002824100			12/28/2009		5/4/2012	934	813				121
27	X	AFFILIATED MANAGERS GRO	008252108			12/15/2010		5/4/2012	1,070	974				96
28	X	APPLE INC	037833100			12/28/2009		5/4/2012	2,848	1,064				1,784
29	X	BAKER HUGHES INC COM	057224107			12/28/2009		4/13/2012	1,687	1,690				-3
30	X	BANK NEW YORK MELLON C(	064058100			12/28/2009		5/4/2012	1,292	1,547				-255
31	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		5/4/2012	358	506				-148
32	X	BOEING CO	097023105			3/18/2011		5/4/2012	379	347				32
33	X	CVS/CAREMARK CORPORATI	126650100			12/15/2010		5/4/2012	1,368	1,017				351
34	X	CAPITAL ONE FINANCIAL COF	14040H105			12/28/2009		5/4/2012	542	387				155
35	X	CARNIVAL CORP	143658300			12/28/2009		5/4/2012	936	944				-8
36	X	CHEVRON CORP	166764100			12/28/2009		5/4/2012	520	388				132
37	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/4/2012	385	373				12
38	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/4/2012	288	280				8
39	X	COMCAST CORP CLASS A	20030N101			12/28/2009		5/4/2012	742	427				315
40	X	CONOCOPHILLIPS	20825C104			1/19/2006		5/4/2012	1,492	1,796				-304
41	X	DIAGEO PLC - ADR	25243Q205			12/28/2009		5/4/2012	2,063	1,390				673
42	X	TARGET CORP	87612E106			8/1/2003		5/4/2012	279	191				88
43	X	TARGET CORP 5 875%	87612EAH9			10/23/2008		3/1/2012	35,000	34,867				133
44	X	TEVA PHARMACEUTICAL IND	881624209			12/28/2009		5/4/2012	668	842				-174
45	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		5/4/2012	544	559				-15
46	X	3M CO	88579Y101			12/15/2010		5/4/2012	443	429				14
47	X	US BANCORP DEL NEW	902973304			2/10/2011		5/4/2012	631	556				75
48	X	UNION PACIFIC CORP	907818108			12/15/2010		5/4/2012	1,140	918				222
49	X	UNITEDHEALTH GROUP INC	91324P102			12/28/2009		5/4/2012	834	468				366
50	X	VANGUARD REIT VIPER	922908553			12/15/2010		5/4/2012	3,327	2,698				629
51	X	VANGUARD REIT VIPER	922908553			12/28/2009		5/4/2012	4,175	2,956				1,219

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

	Amount
Long Term CG Distributions	674
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	119,172	109,663	9,509
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	VODAFONE GROUP PLC NEW	92857W209			12/28/2009		5/4/2012	554	460				94
53	X	COOPER INDUSTRIES PLC NE	G24140108			12/28/2009		5/4/2012	620	431				189

Line 16a (990-PF) - Legal Fees

		545	0	0	545
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	545			545
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		352	352	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	352	352		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

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

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

			588,995	569,263	597,472
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		588,995	569,263	597,472
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	COST BASIS ADJUSTMENT	1	51
2	PY RETURN OF CAPITAL AJUSTMENT	2	304
3	Total	3	355

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

	Amount
Long Term CG Distributions	674
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	118,498	0	109,663	8,835	0	0	0	8,835
1	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		6/2/2011	5/4/2012	174	0	166	8			0	8
2	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		12/17/2010	5/4/2012	1,761	0	1,608	153			0	153
3	WALT DISNEY CO	254687106		12/28/2009	5/4/2012	431	0	322	109			0	109
4	E M C CORP MASS	268648102		12/15/2010	5/4/2012	556	0	453	103			0	103
5	FISERV INC	337738108		12/28/2009	5/4/2012	2,178	0	1,563	615			0	615
6	GOLDMAN SACHS GROUP INC	38141G104		12/15/2010	5/4/2012	547	0	829	-282			0	-282
7	HEWLETT PACKARD CO	428236103		12/28/2009	5/4/2012	364	0	789	-425			0	-425
8	INTEL CORP	458140100		11/26/1997	5/4/2012	560	0	387	173			0	173
9	ISHARES S & P 500 INDEX FUND	464287200		12/28/2009	5/4/2012	8,286	0	6,784	1,502			0	1,502
10	ISHARES MSCI EAFE	464287465		3/29/2010	5/4/2012	523	0	558	-35			0	-35
11	ISHARES MSCI EAFE	464287465		12/28/2009	5/4/2012	4,970	0	5,301	-331			0	-331
12	JPMORGAN CHASE & CO	46625H100		3/29/2010	5/4/2012	210	0	226	-16			0	-16
13	KRAFT FOODS INC	50075N104		12/15/2010	5/4/2012	1,541	0	1,231	310			0	310
14	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		2/14/2011	5/4/2012	1,469	0	1,444	25			0	25
15	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		12/17/2010	5/4/2012	20,734	0	20,121	613			0	613
16	MERGER FD SH BEN INT 260	589509108		12/17/2010	5/4/2012	720	0	731	-11			0	-11
17	MICROSOFT CORP	594918104		12/28/2009	5/4/2012	625	0	620	5			0	5
18	NESTLE S A REGISTERED SHARES - A	641069406		12/28/2009	5/4/2012	905	0	735	170			0	170
19	NOVARTIS AG - ADR	66987V109		12/28/2009	5/4/2012	271	0	274	-3			0	-3
20	ORACLE CORPORATION	68389X105		12/15/2010	5/4/2012	575	0	610	-35			0	-35
21	PHILLIPS 66	718546104		1/19/2006	5/4/2012	433	0	0	433			0	433
22	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/31/2011	5/4/2012	3,291	0	3,689	-398			0	-398
23	TJX COS INC NEW	872540109		6/30/2011	5/4/2012	1,265	0	797	468			0	468
24	TARGET CORP	87612E106		6/30/2011	5/4/2012	558	0	467	91			0	91
25	AFLAC INC	001055102		1/16/2008	5/4/2012	432	0	640	-208			0	-208
26	ABBOTT LABS	002824100		12/28/2009	5/4/2012	934	0	813	121			0	121
27	AFFILIATED MANAGERS GROUP, INC C	008252108		12/15/2010	5/4/2012	1,070	0	974	96			0	96
28	APPLE INC	037833100		12/28/2009	5/4/2012	2,848	0	1,064	1,784			0	1,784
29	BAKER HUGHES INC COM	057224107		12/28/2009	4/13/2012	1,687	0	1,690	-3			0	-3
30	BANK NEW YORK MELLON CORP COM	064058100		12/28/2009	5/4/2012	1,292	0	1,547	-255			0	-255
31	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	5/4/2012	358	0	506	-148			0	-148
32	BOEING CO	097023105		3/18/2011	5/4/2012	379	0	347	32			0	32
33	CVS/CAREMARK CORPORATION	126650100		12/15/2010	5/4/2012	1,368	0	1,017	351			0	351
34	CAPITAL ONE FINANCIAL CORP	14040H105		12/28/2009	5/4/2012	542	0	387	155			0	155
35	CARNIVAL CORP	143658300		12/28/2009	5/4/2012	936	0	944	-8			0	-8
36	CHEVRON CORP	166764100		12/28/2009	5/4/2012	520	0	388	132			0	132
37	CISCO SYSTEMS INC	17275R102		2/17/2011	5/4/2012	385	0	373	12			0	12
38	CISCO SYSTEMS INC	17275R102		2/17/2011	5/4/2012	288	0	280	8			0	8
39	COMCAST CORP CLASS A	20030N101		12/28/2009	5/4/2012	742	0	427	315			0	315
40	CONOCOPHILLIPS	20825C104		1/19/2006	5/4/2012	1,492	0	1,796	-304			0	-304
41	DIAGEO PLC - ADR	25243Q205		12/28/2009	5/4/2012	2,063	0	1,390	673			0	673
42	TARGET CORP	87612E106		8/1/2003	5/4/2012	279	0	191	88			0	88
43	TARGET CORP 5 875% 3/01/12	87612EAH9		10/23/2008	3/1/2012	35,000	0	34,867	133			0	133
44	TEVA PHARMACEUTICAL INDUSTRIES -	881624209		12/28/2009	5/4/2012	668	0	842	-174			0	-174
45	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	5/4/2012	544	0	559	-15			0	-15
46	3M CO	88579Y101		12/15/2010	5/4/2012	443	0	429	14			0	14
47	US BANCORP DEL NEW	902973304		2/10/2011	5/4/2012	631	0	556	75			0	75
48	UNION PACIFIC CORP	907818108		12/15/2010	5/4/2012	1,140	0	918	222			0	222
49	UNITEDHEALTH GROUP INC	91324P102		12/28/2009	5/4/2012	834	0	468	366			0	366
50	VANGUARD REIT VIPER	922908553		12/15/2010	5/4/2012	3,327	0	2,698	629			0	629
51	VANGUARD REIT VIPER	922908553		12/28/2009	5/4/2012	4,175	0	2,956	1,219			0	1,219
52	VODAFONE GROUP PLC NEW ADR	92857W209		12/28/2009	5/4/2012	554	0	460	94			0	94
53	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/28/2009	5/4/2012	620	0	431	189			0	189

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

8,796

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A Trust T	X	1 W 4th St 4th Floor MAC D4000-04	Winston Salem	NC	27101-3818		TRUSTEE	4.00	8,796
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	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	931
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	931

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	19,425
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,425

Statement A

ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.c/o WELLS FARGO BANK

EIN: 35-6250066

Indiana Attorney General does not require and prefers that we do not furnish a copy of Form 990-PF to their office.

Statement B

ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.c/o WELLS FARGO BANK

EIN: 35-6250066

FORM 990-PF, PART XV, LINE 2b – APPLICATION FORMAT AND REQUIRED CONTENTS

DESCRIPTION

APPLICATIONS SHOULD BE IN THE FORM OF A LETTER OUTLINING REQUIREMENTS, AND INCLUDING NAME OF ORGANIZATION, PERSON TO CONTACT, AND ANY APPROPRIATE SUPPORTING MATERIAL OR SCHEDULES.

FORM 990-PF, PART XV, LINE 2d – AWARD RESTRICTIONS OR LIMITATIONS

DESCRIPTION

GRANTS ARE LIMITED TO CHARITABLE ORGANIZATIONS, PREFERABLY LCATED IN OR CARING FOR RESIDENTS OF NOBLE COUNTY, INDIANA.

Account #	Security Category	CUSIP	Asset Name	FMV	Fed Cost
70069302	Cash			$ -	$ -
70069302	Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	$ 9,886.42	$ 9,886.42
70069302	Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	$ 1,178.27	$ 1,178.27
			Total Cash, Savings, and Temporary Investments	$ 11,064.69	$ 11,064.69
70069302	Invest - Corp Stock	001055102	AFLAC INC	$ 1,357.18	$ 1,983.07
70069302	Invest - Corp Stock	002824100	ABBOTT LABS	$ 2,652.40	$ 2,103 52
70069302	Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	$ 1,562.26	$ 1,363 74
70069302	Invest - Corp Stock	037411105	APACHE CORP	$ 1,722.40	$ 2,021.65
70069302	Invest - Corp Stock	037833100	APPLE INC	$ 4,275.32	$ 1,489.53
70069302	Invest - Corp Stock	097023105	BOEING CO	$ 1,478.20	$ 1,386.13
70069302	Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	$ 1,629.00	$ 1,220.40
70069302	Invest - Corp Stock	14040H105	CAPITAL ONE FINANCIAL CORP	$ 1,525.23	$ 1,045.44
70069302	Invest - Corp Stock	17275R102	CISCO SYSTEMS INC	$ 1,276.00	$ 1,347.85
70069302	Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	$ 1,389.70	$ 903.24
70069302	Invest - Corp Stock	254687106	WALT DISNEY CO	$ 2,162.16	$ 1,415.48
70069302	Invest - Corp Stock	268648102	E M C CORP MASS	$ 1,310.50	$ 1,131.50
70069302	Invest - Corp Stock	375558103	GILEAD SCIENCES INC	$ 1,358.25	$ 1,270 50
70069302	Invest - Corp Stock	428236103	HEWLETT PACKARD CO	$ 656.64	$ 1,794.48
70069302	Invest - Corp Stock	458140100	INTEL CORP	$ 1,567.70	$ 1,179.01
70069302	Invest - Corp Stock	478366107	JOHNSON CONTROLS INC	$ 1,281.80	$ 2,012.57
70069302	Invest - Other	589509108	MERGER FD SH BEN INT #260	$ 12,533.20	$ 12,720.95
70069302	Invest - Corp Stock	594918104	MICROSOFT CORP	$ 1,296.68	$ 1,364 80
70069302	Invest - Corp Stock	641069406	NESTLE S A. REGISTERED SHARES - ADR	$ 1,602.38	$ 1,274.26
70069302	Invest - Corp Stock	66987V109	NOVARTIS AG - ADR	$ 1,113.78	$ 1,040.63
70069302	Invest - Corp Stock	68389X105	ORACLE CORPORATION	$ 1,479.80	$ 1,495.35
70069302	Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$ 20,380.92	$ 20,085.00
70069302	Invest - Corp Stock	806857108	SCHLUMBERGER LTD	$ 1,852.76	$ 1,806.58
70069302	Invest - Corp Stock	872540109	TJX COS INC NEW	$ 1,505.52	$ 903.47
70069302	Invest - Corp Stock	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	$ 1,349.37	$ 1,682.43
70069302	Invest - Corp Stock	883556102	THERMO FISHER SCIENTIFIC INC	$ 1,447.42	$ 1,303.53
70069302	Invest - Corp Stock	907818108	UNION PACIFIC CORP	$ 2,574.81	$ 1,927.38
70069302	Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	$ 807.20	$ 1,244.16
70069302	Invest - Corp Stock	911312106	UNITED PARCEL SERVICE-CL B	$ 1,512 20	$ 1,564.60
70069302	Invest - Corp Stock	87612E106	TARGET CORP	$ 1,819.50	$ 1,145.40
70069302	Invest - Corp Stock	91324P102	UNITEDHEALTH GROUP INC	$ 1,532.70	$ 935.25
70069302	Invest - Corp Stock	088606108	BHP BILLITON LIMITED - ADR	$ 1,194.12	$ 1,654.80
70069302	Invest - Other	464287804	ISHARES TR SMALLCAP 600 INDEX FD	$ 31,479.10	$ 24,645.91

70069302	Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	$ 1,836.00	$ 1,599.63
70069302	Invest - Corp Stock	902973304	US BANCORP DEL NEW	$ 1,775.50	$ 1,443.66
70069302	Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	$ 14,004.24	$ 11,709.24
70069302	Invest - Other	464287200	ISHARES S & P 500 INDEX FUND	$ 22,705.80	$ 18,543 48
70069302	Invest - Corp Stock	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	$ 2,376.60	$ 2,200.20
70069302	Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	$ 20,247.10	$ 19,565.38
70069302	Invest - Corp Stock	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	$ 1,006 32	$ 603.82
70069302	Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	$ 16,955.20	$ 13,592.48
70069302	Invest - Other	464287465	ISHARES MSCI EAFE	$ 60,250.00	$ 67,239.00
70069302	Invest - Corp Stock	166764100	CHEVRON CORP	$ 2,191.60	$ 1,551.00
70069302	Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	$ 20,753.64	$ 20,589.64
70069302	Invest - Corp Stock	88579Y101	3M CO	$ 1,733.37	$ 1,631.34
70069302	Invest - Corp Stock	084670702	BERKSHIRE HATHAWAY INC.	$ 2,375.52	$ 2,261.29
70069302	Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	$ 24,551.14	$ 27,076.19
70069302	Invest - Corp Stock	20030N101	COMCAST CORP CLASS A	$ 1,985.55	$ 1,041.27
70069302	Invest - Other	922908553	VANGUARD REIT VIPER	$ 22,424 64	$ 12,831.41
70069302	Invest - Corp Stock	150870103	CELANESE CORP	$ 953 25	$ 1,156.17
70069302	Invest - Other	922042858	VANGUARD MSCI EMERGING MARKETS ETF	$ 33,528.38	$ 35,291.95
70069302	Invest - Corp Stock	92857W209	VODAFONE GROUP PLC NEW ADR	$ 1,150.00	$ 919.60
70069302	Invest - Other	921937827	VANGUARD SHORT TERM BOND ETF	$ 73,531.29	$ 72,804.30
70069302	Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	$ 22,136.51	$ 22,229.26
70069302	Invest - Other	921937819	VANGUARD INTERMEDIATE TERM B	$ 31,653.18	$ 29,309.24
70069302	Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$ 12,163.90	$ 11,206.88
70069302	Invest - Corp Bonds	911312AG1	UNITED PARCEL SERVIC 4.500% 1/15/13	$ 25,486.75	$ 25,360.75
70069302	Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	$ 34,783.98	$ 33,754 18
70069302	Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	$ 32,226.06	$ 33,288.63
			Total Other Investments	$ 597,471.72	$ 569,262.60
			Total	$ 608,536.41	$ 580,327 29

NAME: ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC c/oWELLS FARGO BANK
EIN: 35-6250066

Explanation for amendment:

The income and expenses were not correctly reported on the previously filed return.