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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning 8/1/2011, and ending 7/31/2012

Name of foundation MANOTA E SIMON FOUNDATION		A Employer identification number 36-3990765
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 ☐
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) \$ 2,147,512	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	61,116	60,441		
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	153,140			
b Gross sales price for all assets on line 6a	646,282			
7 Capital gain net income (from Part IV, line 2)		153,140		
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	214,256	213,581	0	
13 Compensation of officers, directors, trustees, etc	30,329	22,747		7,582
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,014	0	0	1,014
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,051	627	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)	190	190	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	32,584	23,564	0	8,596
25 Contributions, gifts, grants paid	96,000			96,000
26 Total expenses and disbursements. Add lines 24 and 25	128,584	23,564	0	104,596
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	85,672			
b Net investment income (if negative, enter -0-)		190,017		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.
(HTA)Form **990-PF** (2011)
 ENVELOPE, DEC 14 2012
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 Revenue

Operating and Administrative Expenses


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Form 990-PF (2011) **MANOTA E SIMON FOUNDATION**

36-3990765

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	84,427	12,404	12,404
	3 Accounts receivable ☐ Less allowance for doubtful accounts ☐	0	0	0
	4 Pledges receivable ☐ Less allowance for doubtful accounts ☐	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐ Less allowance for doubtful accounts ☐	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	560,844	685,004
	c Investments—corporate bonds (attach schedule)	0	400,133	420,252
	11 Investments—land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,770,734	966,247	1,029,852
	14 Land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐	0	0	0
	15 Other assets (describe ☐)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,855,161	1,939,628	2,147,512
Liabilities	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ☐)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,855,161	1,939,628	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,855,161	1,939,628	
	31 Total liabilities and net assets/fund balances (see instructions)	1,855,161	1,939,628	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,855,161
2 Enter amount from Part I, line 27a	2	85,672
3 Other increases not included in line 2 (itemize) ☐ COST BASIS ADJUSTMENT	3	184
4 Add lines 1, 2, and 3	4	1,941,017
5 Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	1,389
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,939,628

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a 0	0	0	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	153,140
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	104,542	2,182,948	0.047890
2009	99,367	2,074,538	0.047898
2008	105,916	1,946,989	0.054400
2007	132,008	2,482,445	0.053177
2006	98,744	2,453,084	0.040253

2 Total of line 1, column (d)	2	0.243618
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	0.048724
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,122,905
5 Multiply line 4 by line 3	5	103,436
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,900
7 Add lines 5 and 6	7	105,336
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	104,596

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)		1	3,800
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	3,800
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	3,800
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	956	
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	956	
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	2,844	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 0 Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	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? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

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 30,329	0	0
		00 0	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

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	2,068,098
b	Average of monthly cash balances	1b	87,135
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,155,233
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	2,155,233
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,328
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,122,905
6	Minimum investment return. Enter 5% of line 5	6	106,145

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	106,145
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,800
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	3,800
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	102,345
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	102,345
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	102,345

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	104,596
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	104,596
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	104,596

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				102,345
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			95,917	
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 ▶ \$ 104,596				
a Applied to 2010, but not more than line 2a			95,917	
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				8,679
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				93,666
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)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

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

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

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
112,442,111	112,442,111			
less: 25% of the	less: 25% of the			
gross investment income	gross investment income			
28,110,528	28,110,528			
				0
84,331,583	84,331,583			
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	96,000
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	61,116	
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	153,140	
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		214,256	0
13 Total. Add line 12, columns (b), (d), and (e)				13	214,256

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

[illegible]

11/16/2012 8.49 31 AM - 25205702 - 1807 - WWS - SIMON MANOTA E FDN

SIMON MANOTA E FDN TAX PERIOD 08/01/2011 TO 07/31/2012

Security Category	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	36-3990765			\$ -	-	\$ -
Savings & Temp Inv	36-3990765	VP0528308	FEDERATED TREAS OBL FD 68	\$ 12,404.22	12404.2200	\$ 12,404.22
TOTALS				\$ 12,404.22		\$ 12,404.22
Invest - Corp Bonds	36-3990765	244217BK0	JOHN DEERE CAPITAL 5 100% 1/15/13	\$ 102,176.00	100000.0000	\$ 100,640.00
Invest - Corp Bonds	36-3990765	369550AM0	GENERAL DYNAMICS COR 5 375% 8/15/15	\$ 113,715.00	100000.0000	\$ 98,803.00
Invest - Corp Bonds	36-3990765	72447XAA5	PITNEY BOWES INC GLO 4 750% 1/15/16	\$ 102,810.00	100000.0000	\$ 99,999.00
Invest - Corp Bonds	36-3990765	002819AA8	ABBOTT LABORATORIES 5.150% 11/30/12	\$ 101,551.00	100000.0000	\$ 100,691.00
TOTALS				\$ 420,252.00		\$ 400,133.00
Invest - Corp Stock	36-3990765	001055102	AFLAC INC	\$ 13,177.78	301.0000	\$ 12,634.82
Invest - Corp Stock	36-3990765	002824100	ABBOTT LABS	\$ 11,471.63	173.0000	\$ 7,354.23
Invest - Corp Stock	36-3990765	008252108	AFFILIATED MANAGERS GROUP, INC COM	\$ 17,073.27	153.0000	\$ 9,163.19
Invest - Corp Stock	36-3990765	037411105	APACHE CORP	\$ 22,218.96	258.0000	\$ 25,373.51
Invest - Corp Stock	36-3990765	037833100	APPLE INC	\$ 42,753.20	70.0000	\$ 26,888.38
Invest - Corp Stock	36-3990765	097023105	BOEING CO	\$ 13,155.98	178.0000	\$ 11,952.70
Invest - Corp Stock	36-3990765	126650100	CVS/CAREMARK CORPORATION	\$ 15,385.00	340.0000	\$ 13,331.33
Invest - Corp Stock	36-3990765	14040H105	CAPITAL ONE FINANCIAL CORP	\$ 13,840.05	245.0000	\$ 13,667.03
Invest - Corp Stock	36-3990765	17275R102	CISCO SYSTEMS INC	\$ 20,097.00	1260.0000	\$ 25,490.75
Invest - Corp Stock	36-3990765	25243Q205	DIAGEO PLC - ADR	\$ 16,141.90	151.0000	\$ 12,449.73
Invest - Corp Stock	36-3990765	254687106	WALT DISNEY CO	\$ 22,456.98	457.0000	\$ 6,026.22
Invest - Corp Stock	36-3990765	268648102	E M C CORP MASS	\$ 14,258.24	544.0000	\$ 13,507.96
Invest - Corp Stock	36-3990765	375558103	GILEAD SCIENCES INC	\$ 12,876.21	237.0000	\$ 9,261.96
Invest - Corp Stock	36-3990765	428236103	HEWLETT PACKARD CO	\$ 6,675.84	366.0000	\$ 17,754.29
Invest - Corp Stock	36-3990765	458140100	INTEL CORP	\$ 16,165.30	629.0000	\$ 17,633.09
Invest - Corp Stock	36-3990765	478366107	JOHNSON CONTROLS INC	\$ 13,064.50	530.0000	\$ 16,865.43
Invest - Corp Stock	36-3990765	594918104	MICROSOFT CORP	\$ 12,731.04	432.0000	\$ 11,685.60
Invest - Corp Stock	36-3990765	641069406	NESTLE S A REGISTERED SHARES - ADR	\$ 15,037.72	244.0000	\$ 10,936.08
Invest - Corp Stock	36-3990765	66987V109	NOVARTIS AG - ADR	\$ 10,317.12	176.0000	\$ 9,581.42
Invest - Corp Stock	36-3990765	68389X105	ORACLE CORPORATION	\$ 14,677.20	486.0000	\$ 15,845.98
Invest - Corp Stock	36-3990765	806857108	SCHLUMBERGER LTD	\$ 17,244.92	242.0000	\$ 18,442.41
Invest - Corp Stock	36-3990765	872540109	TJX COS INC NEW	\$ 15,276.60	345.0000	\$ 8,902.60
Invest - Corp Stock	36-3990765	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	\$ 13,698.15	335.0000	\$ 16,424.94
Invest - Corp Stock	36-3990765	883556102	THERMO FISHER SCIENTIFIC INC	\$ 14,418.53	259.0000	\$ 10,096.77
Invest - Corp Stock	36-3990765	89151E109	TOTAL S A - ADR	\$ 13,325.50	290.0000	\$ 13,090.31
Invest - Corp Stock	36-3990765	907818108	UNION PACIFIC CORP	\$ 27,464.64	224.0000	\$ 6,369.44
Invest - Corp Stock	36-3990765	38141G104	GOLDMAN SACHS GROUP INC	\$ 8,778.30	87.0000	\$ 10,488.64
Invest - Corp Stock	36-3990765	911312106	UNITED PARCEL SERVICE-CL B	\$ 13,609.80	180.0000	\$ 11,739.71
Invest - Corp Stock	36-3990765	87612E106	TARGET CORP	\$ 19,529.30	322.0000	\$ 8,464.52

Invest - Corp Stock	36-3990765	91324P102	UNITEDHEALTH GROUP INC	\$	15,888.99	311.0000	\$	14,700.51
Invest - Corp Stock	36-3990765	088606108	BHP BILLITON LIMITED - ADR	\$	10,349.04	156.0000	\$	12,171.79
Invest - Corp Stock	36-3990765	46625H100	JPMORGAN CHASE & CO	\$	17,784.00	494.0000	\$	23,752.51
Invest - Corp Stock	36-3990765	902973304	US BANCORP DEL NEW	\$	16,113.50	481.0000	\$	12,412.70
Invest - Corp Stock	36-3990765	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	\$	21,547.84	272.0000	\$	15,727.63
Invest - Corp Stock	36-3990765	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	\$	11,860.20	165.0000	\$	9,033.75
Invest - Corp Stock	36-3990765	166764100	CHEVRON CORP	\$	23,230.96	212.0000	\$	4,819.68
Invest - Corp Stock	36-3990765	88579Y101	3M CO	\$	16,238.94	178.0000	\$	4,141.04
Invest - Corp Stock	36-3990765	084670702	BERKSHIRE HATHAWAY INC.	\$	23,246.16	274.0000	\$	17,398.74
Invest - Corp Stock	36-3990765	20030N101	COMCAST CORP CLASS A	\$	20,050.80	616.0000	\$	13,896.54
Invest - Corp Stock	36-3990765	38259P508	GOOGLE INC	\$	12,026.43	19.0000	\$	10,888.99
Invest - Corp Stock	36-3990765	150870103	CELANESE CORP	\$	10,142.58	266.0000	\$	11,715.52
Invest - Corp Stock	36-3990765	92857W209	VODAFONE GROUP PLC NEW ADR	\$	11,787.50	410.0000	\$	10,718.66
Invest - Corp Stock	36-3990765	12572Q105	CME GROUP INC	\$	7,816.50	150.0000	\$	8,043.30
TOTALS				\$	685,004.10		\$	560,844.40

Invest - Other	36-3990765	464287655	ISHARES RUSSELL 2000	\$	82,267.50	1050.0000	\$	80,793.00
Invest - Other	36-3990765	464287465	ISHARES MSCI EAFE	\$	42,500.00	850.0000	\$	53,115.93
Invest - Other	36-3990765	78467X107	SPDR S&P MIDCAP 400 ETF TRUST	\$	132,726.50	775.0000	\$	122,535.25
Invest - Other	36-3990765	72201E516	PIMCO EMERGING LOCAL BOND IS #332	\$	28,749.07	2788.1040	\$	30,000.00
Invest - Other	36-3990765	464287242	ISHARES IBOX \$ INV GR CORP BD FD	\$	107,332.80	885.0000	\$	99,026.07
Invest - Other	36-3990765	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	\$	28,680.98	2191.0600	\$	25,000.00
Invest - Other	36-3990765	464287234	ISHARES TR MSCI EMERGING MARKETS	\$	25,428.00	650.0000	\$	21,442.17
Invest - Other	36-3990765	885215566	THORNBURG INTL VALUE FUND-CL I #209	\$	145,632.41	5638.1110	\$	117,086.41
Invest - Other	36-3990765	464287468	ISHARES DOW JONES SELECT DIVIDEND FD	\$	34,398.00	600.0000	\$	36,748.00
Invest - Other	36-3990765	722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	\$	43,663.76	3930.1310	\$	45,000.00
Invest - Other	36-3990765	922908553	VANGUARD REIT VIPER	\$	100,110.00	1500.0000	\$	68,581.65
Invest - Other	36-3990765	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$	74,961.64	2383.5180	\$	79,200.00
Invest - Other	36-3990765	73935S105	POWERSHARES DB COMMODITY INDEX	\$	17,712.50	650.0000	\$	24,580.73
Invest - Other	36-3990765	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$	8,733.10	230.0000	\$	9,411.60
Invest - Other	36-3990765	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$	44,199.64	4510.1670	\$	45,000.00
Invest - Other	36-3990765	367829884	GATEWAY FUND - Y #1986	\$	111,756.10	4095.1300	\$	108,725.73
TOTALS				\$	1,029,852.00		\$	966,246.54

GRAND TOTALS					\$ 2,147,512.32			\$ 1,939,628.16
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MANOTA E SIMON FOUNDATION

36-3990765 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

ESSENTIAL PREGNANCY SERVICES

Street

6220 MAPLE STREET

City

OMAHA

State

NE

Zip Code

68108

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

RADIO TALKING BOOKS SERVICES

Street

7101 NEWPORT AVE #205

City

OMAHA

State

NE

Zip Code

68152

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

SIENA FRANCIS HOUSE

Street

1702 NICHOLAS STREET

City

OMAHA

State

NE

Zip Code

68101

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

OPEN DOOR MISSION

Street

2828 N 23RD ST EAST

City

OMAHA

State

NE

Zip Code

68110

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CHILDREN'S HOSPITAL & MEDICAL CTR FN

Street

8401 W DODGE RD STE 160

City

OMAHA

State

NE

Zip Code

68114

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

NEBRASKA HUMANE SOCIETY

Street

8929 FORT ST

City

OMAHA

State

NE

Zip Code

68134

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

MANOTA E SIMON FOUNDATION

36-3990765 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

UNIVERSITY OF NE FOUNDATION

Street

1010 LINCOLN MALL STE 300

City

LINCOLN

State

NE

Zip Code

68508

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

GESU HOUSING INC

Street

5008 1/2

City

OMAHA

State

NE

Zip Code

68132

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

COMPLETELY KIDS

Street

2566 ST MARYS AVE

City

OMAHA

State

NE

Zip Code

68105

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

CARE-A-VAN

Street

208 WEST MEIGS ST

City

VALLEY

State

NE

Zip Code

68064

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

PROJECT KINDLE

Street

PO BOX 81147

City

LINCOLN

State

NE

Zip Code

68501

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

RESPECT2

Street

820 S 75TH STREET

City

OMAHA

State

NE

Zip Code

68114

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

MANOTA E SIMON FOUNDATION

36-3990765 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

STEPHEN CENTER, INC

Street

2723 Q STREET

City

OMAHA

State

NE

Zip Code

68108

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE FOOD BANK

Street

10525 J STREET

City

OMAHA

State

NE

Zip Code

68127

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

HOPE CENTER FOR KIDS

Street

2200 NORTH 20TH STREET

City

OMAHA

State

NE

Zip Code

68110

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

OMAHA STREET SCHOOL

Street

3223 N 45TH STREET

City

OMAHA

State

NE

Zip Code

68104

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CASA FOR DOUGLAS COUNTY

Street

2412 ST MARY'S AVE

City

OMAHA

State

NE

Zip Code

68105

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

ANGELS AMONG US

Street

11918 POPPLETON PLAZE STE 2

City

OMAHA

State

NE

Zip Code

68144

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

MANOTA E SIMON FOUNDATION

36-3990765 Page 4 of 4

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

Recipient(s) paid during the year

Name

OHAMA TENNIS BUDDIES

Street

510 S. 157TH CIRCLE

City

OHAMA

State

NE

Zip Code

68118

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

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		Short Term CG Distributions						Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		173										Securities		646,282		493,142		153,140	
		0										Other sales		0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss					
1	X	ABBOTT LABS	002824100			11/11/2011		4/23/2012	3,590	3,275				315					
2	X	ABBOTT LABS	002824100			11/11/2011		6/7/2012	3,068	2,729				339					
3	X	ABBOTT LABS	002824100			11/11/2011		7/5/2012	5,702	4,804				898					
4	X	ABBOTT LABS	002824100			2/10/2006		7/5/2012	4,989	3,273				1,716					
5	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		11/11/2011	3,339	3,150				189					
6	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		11/11/2011	2,412	1,557				855					
7	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		1/25/2012	8,527	5,091				3,436					
8	X	AFFILIATED MANAGERS GRO	008252108			2/8/2012		4/23/2012	2,084	2,035				49					
9	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		4/23/2012	2,303	1,258				1,045					
10	X	ANHEUSER-BUSCH INBEV SP	03524A108			1/25/2012		4/23/2012	4,661	4,015				646					
11	X	ANHEUSER-BUSCH INBEV SP	03524A108			1/25/2012		7/5/2012	78	62				16					
12	X	ANHEUSER-BUSCH INBEV SP	03524A108			11/30/2011		7/5/2012	3,059	2,322				737					
13	X	APPLE INC	037833100			11/11/2011		1/25/2012	1,790	1,536				254					
14	X	APPLE INC	037833100			11/11/2011		2/8/2012	949	768				181					
15	X	APPLE INC	037833100			11/11/2011		4/23/2012	11,431	7,682				3,749					
16	X	BAKER HUGHES INC COM	057224107			4/11/2007		2/8/2012	8,724	12,163				-3,439					
17	X	BAKER HUGHES INC COM	057224107			11/11/2011		2/8/2012	7,976	9,312				-1,336					
18	X	AFLAC INC	001055102			11/11/2011		1/25/2012	1,022	942				80					
19	X	AFLAC INC	001055102			11/11/2011		4/23/2012	2,060	2,242				-182					
20	X	BAKER HUGHES INC COM	057224107			12/5/2012		2/8/2012	1,047	1,003				44					
21	X	BANK NEW YORK MELLON CO	064058100			3/1/2005		10/12/2011	6,398	10,697				-4,299					
22	X	BERKSHIRE HATHAWAY INC	084670702			5/6/2009		11/11/2011	462	370				92					
23	X	BERKSHIRE HATHAWAY INC	084670702			4/20/2012		6/7/2012	8,113	7,906				207					
24	X	BHP BILLITON LIMITED - ADR	088606108			11/11/2011		1/25/2012	478	468				10					
25	X	BHP BILLITON LIMITED - ADR	088606108			11/11/2011		4/23/2012	2,517	2,731				-214					
26	X	BOEING CO	097023105			11/11/2011		4/23/2012	2,544	2,350				194					
27	X	CVS/CAREMARK CORPORATI	126650100			2/8/2012		3/12/2012	499	480				19					
28	X	CVS/CAREMARK CORPORATI	126650100			11/11/2011		3/12/2012	7,895	6,822				1,073					
29	X	CVS/CAREMARK CORPORATI	126650100			11/11/2011		4/23/2012	2,602	2,353				249					
30	X	CAPITAL ONE FINANCIAL CO	14040H105			2/26/2007		4/23/2012	4,048	5,972				-1,924					
31	X	CELANESE CORP	150870103			11/11/2011		2/8/2012	404	352				52					
32	X	CELANESE CORP	150870103			11/11/2011		4/23/2012	2,353	2,202				151					
33	X	CARNIVAL CORP	143658300			2/27/2006		11/30/2011	6,599	10,426				-3,827					
34	X	CARNIVAL CORP	143658300			11/11/2011		11/30/2011	1,617	1,644				-27					
35	X	CHEVRON CORP	166764100			4/19/1994		11/11/2011	3,318	705				2,613					
36	X	CHEVRON CORP	166764100			2/8/2012		4/23/2012	3,382	3,519				-137					
37	X	CHEVRON CORP	166764100			4/19/1994		4/23/2012	717	159				558					
38	X	CISCO SYSTEMS INC	17275R102			12/28/2009		4/23/2012	2,950	3,604				-654					
39	X	COMCAST CORP CLASS A	20030N101			11/11/2011		2/8/2012	649	541				108					
40	X	COMCAST CORP CLASS A	20030N101			11/11/2011		4/23/2012	2,908	2,256				652					
41	X	CONOCOPHILLIPS	20825C104			11/11/2011		4/20/2012	12,849	12,723				126					
42	X	DIAGEO PLC - ADR	25243Q205			7/24/2008		9/2/2011	4,790	4,354				436					
43	X	DIAGEO PLC - ADR	25243Q205			11/11/2011		1/25/2012	442	427				15					
44	X	DIAGEO PLC - ADR	25243Q205			7/24/2008		4/23/2012	3,014	2,177				837					
45	X	WALT DISNEY CO	254687106			10/27/1994		11/11/2011	10,820	3,864				6,956					
46	X	WALT DISNEY CO	254687106			11/30/2011		1/25/2012	1,065	955				110					
47	X	WALT DISNEY CO	254687106			11/30/2011		2/8/2012	745	636				109					
48	X	WALT DISNEY CO	254687106			11/30/2011		4/23/2012	2,934	2,475				459					
49	X	E M C CORP MASS	268648102			11/11/2011		1/25/2012	1,583	1,540				43					
50	X	E M C CORP MASS	268648102			11/11/2011		4/23/2012	691	621				70					
51	X	ECOLAB INC	278865100			3/25/2010		11/11/2011	7,161	5,571				1,590					

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

		Amount		Totals									
				Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss					
				646,282		493,142		153,140					
				0		0		0					
				0		0		0					
				0		0		0					
				0		0		0					
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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
									Securities		Other sales		
									Gross Sales	Cost, Other Basis and Expenses	Valuation Method	Depreciation	
103	X	US BANCORP DEL NEW	902973304			2/3/2011		4/23/2012	4,662	4,093			569
104	X	UNION PACIFIC CORP	907818108			8/26/2010		11/11/2011	17,589	12,401			5,188
105	X	UNION PACIFIC CORP	907818108			8/26/2010		4/23/2012	978	653			325
106	X	UNION PACIFIC CORP	907818108			8/27/2004		4/23/2012	2,827	739			2,088
107	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		11/11/2011	8,859	8,153			706
108	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		4/23/2012	2,366	1,957			409
109	X	UNITEDHEALTH GROUP INC	91324P102			11/11/2011		4/23/2012	3,551	2,836			715
110	X	VANGUARD REIT VIPER	922908553			1/31/2005		7/11/2012	13,100	9,796			3,304
111	X	VANGUARD REIT VIPER	922908553			3/30/2005		7/11/2012	2,424	1,818			606
112	X	VANGUARD REIT VIPER	922908553			4/2/2004		7/11/2012	4,127	3,033			1,094
113	X	VERIZON COMMUNICATIONS	92343V104			4/19/1994		11/11/2011	449	274			175
114	X	VERIZON COMMUNICATIONS	92343V104			10/11/1994		11/11/2011	18,261	11,036			7,225
115	X	VODAFONE GROUP PLC NEW	92857W209			11/11/2011		4/23/2012	2,076	2,176			-100
116	X	COOPER INDUSTRIES PLC NE	G24140108			11/11/2011		1/25/2012	481	438			43
117	X	COOPER INDUSTRIES PLC NE	G24140108			11/11/2011		4/23/2012	1,528	1,369			159
118	X	1256 GAIN FROM K-1							140				140
119	X	S-T LOSS FROM K-1								88			-88
120	X	L-T GAIN FROM K-1							270				270
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									646,282		493,142		153,140
									0		0		0
									0		0		0

Line 16b (990-PF) - Accounting Fees

		1,014	0	0	1,014
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,014			1,014
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	424			
3	FOREIGN TAX WITHHELD	627	627		
4					
5					
6					
7					
8					
9					
10					

1,051 627 0 0

Line 23 (990-PF) - Other Expenses

		190	190	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	190	190		
2	ADR FEES				
3	STATE AG FEES				
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	COST BASIS ADJUSTMENT	1	184
2	Total	2	184

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

1	PARTNERSHIP INCOME ADJUSTMENT	1	174
2	PY RETURN OF CAPITAL ADJUSTMENT	2	1,215
3	Total	3	1,389

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

Long Term CG Distributions				Amount										
Short Term CG Distributions				173	0									
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	646,109	0	493,142	152,967	0	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	ABBOTT LABS	002824100		11/11/2011	4/23/2012		3,590	0	3,275	315		0		315
2	ABBOTT LABS	002824100		11/11/2011	6/7/2012		3,068	0	2,729	339		0		339
3	ABBOTT LABS	002824100		11/11/2011	7/5/2012		5,702	0	4,804	898		0		898
4	ABBOTT LABS	002824100		2/10/2006	7/5/2012		4,989	0	3,273	1,716		0		1,716
5	AFFILIATED MANAGERS GROUP, INC C 008252108			10/12/2011	11/11/2011		3,339	0	3,150	189		0		189
6	AFFILIATED MANAGERS GROUP, INC C 008252108			7/2/2010	11/11/2011		2,412	0	1,557	855		0		855
7	AFFILIATED MANAGERS GROUP, INC C 008252108			7/2/2010	1/25/2012		8,527	0	5,091	3,436		0		3,436
8	AFFILIATED MANAGERS GROUP, INC C 008252108			2/8/2012	4/23/2012		2,084	0	2,035	49		0		49
9	AFFILIATED MANAGERS GROUP, INC C 008252108			7/2/2010	4/23/2012		2,303	0	1,258	1,045		0		1,045
10	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		1/25/2012	4/23/2012		4,661	0	4,015	646		0		646
11	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		1/25/2012	7/5/2012		78	0	62	16		0		16
12	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		11/30/2011	7/5/2012		3,059	0	2,322	737		0		737
13	APPLE INC	037833100		11/11/2011	1/25/2012		1,790	0	1,536	254		0		254
14	APPLE INC	037833100		11/11/2011	2/8/2012		949	0	768	181		0		181
15	APPLE INC	037833100		11/11/2011	4/23/2012		11,431	0	7,682	3,749		0		3,749
16	BAKER HUGHES INC COM	057224107		4/11/2007	2/8/2012		8,724	0	12,163	-3,439		0		-3,439
17	BAKER HUGHES INC COM	057224107		11/11/2011	2/8/2012		7,976	0	9,312	-1,336		0		-1,336
18	AFLAC INC	001055102		11/11/2011	1/25/2012		1,022	0	942	80		0		80
19	AFLAC INC	001055102		11/11/2011	4/23/2012		2,060	0	2,242	-182		0		-182
20	BAKER HUGHES INC COM	057224107		1/25/2012	2/8/2012		1,047	0	1,003	44		0		44
21	BANK NEW YORK MELLON CORP COM	064058100		3/12/2005	10/12/2011		6,398	0	10,697	-4,299		0		-4,299
22	BERKSHIRE HATHAWAY INC	084670702		5/6/2009	11/11/2011		462	0	370	92		0		92
23	BERKSHIRE HATHAWAY INC	084670702		4/20/2012	6/7/2012		8,113	0	7,906	207		0		207
24	BHP BILLITON LIMITED - ADR	088606108		11/11/2011	1/25/2012		478	0	468	10		0		10
25	BHP BILLITON LIMITED - ADR	088606108		11/11/2011	4/23/2012		2,517	0	2,731	-214		0		-214
26	BOEING CO	097023105		11/11/2011	4/23/2012		2,544	0	2,350	194		0		194
27	CVS/CAREMARK CORPORATION	126650100		2/8/2012	3/12/2012		499	0	480	19		0		19
28	CVS/CAREMARK CORPORATION	126650100		11/11/2011	3/12/2012		7,895	0	6,822	1,073		0		1,073
29	CVS/CAREMARK CORPORATION	126650100		11/11/2011	4/23/2012		2,602	0	2,353	249		0		249
30	CAPITAL ONE FINANCIAL CORP	14040H105		2/26/2007	4/23/2012		4,048	0	5,972	-1,924		0		-1,924
31	CELANESE CORP	150870103		11/11/2011	2/8/2012		404	0	352	52		0		52
32	CELANESE CORP	150870103		11/11/2011	4/23/2012		2,353	0	2,202	151		0		151
33	CARNIVAL CORP	143658300		2/27/2006	11/30/2011		6,599	0	10,426	-3,827		0		-3,827
34	CARNIVAL CORP	143658300		11/11/2011	11/30/2011		1,617	0	1,644	-27		0		-27
35	CHEVRON CORP	166764100		4/19/1994	11/11/2011		3,318	0	705	2,613		0		2,613
36	CHEVRON CORP	166764100		2/8/2012	4/23/2012		3,382	0	3,519	-137		0		-137
37	CHEVRON CORP	166764100		4/19/1994	4/23/2012		717	0	159	558		0		558
38	CISCO SYSTEMS INC	17275R102		12/28/2009	4/23/2012		2,950	0	3,604	-654		0		-654
39	COMCAST CORP CLASS A	20030N101		11/11/2011	2/8/2012		649	0	541	108		0		108
40	COMCAST CORP CLASS A	20030N101		11/11/2011	4/23/2012		2,908	0	2,256	652		0		652
41	CONOCOPHILLIPS	20825C104		11/11/2011	4/20/2012		12,849	0	12,723	126		0		126
42	DIAGEO PLC - ADR	25243Q205		7/24/2008	9/2/2011		4,790	0	4,354	436		0		436
43	DIAGEO PLC - ADR	25243Q205		11/11/2011	1/25/2012		442	0	427	15		0		15
44	DIAGEO PLC - ADR	25243Q205		7/24/2008	4/23/2012		3,014	0	2,177	837		0		837
45	WALT DISNEY CO	254667106		10/27/1994	11/11/2011		10,820	0	3,864	6,956		0		6,956
46	WALT DISNEY CO	254667106		11/30/2011	1/25/2012		1,065	0	955	110		0		110
47	WALT DISNEY CO	254667106		11/30/2011	2/8/2012		745	0	636	109		0		109
48	WALT DISNEY CO	254667106		11/30/2011	4/23/2012		2,934	0	2,475	459		0		459
49	E M C CORP MASS	268648102		11/11/2011	1/25/2012		1,583	0	1,540	43		0		43
50	E M C CORP MASS	268648102		11/11/2011	4/23/2012		691	0	621	70		0		70
51	ECOLAB INC	278865100		3/25/2010	11/11/2011		7,161	0	5,571	1,590		0		1,590
52	ECOLAB INC	278865100		3/25/2010	11/11/2011		19,918	0	15,503	4,415		0		4,415
53	EXXON MOBIL CORPORATION	30231G102		4/19/1994	11/11/2011		17,897	0	3,305	14,592		0		14,592
54	FISERV INC	337738108		4/1/2009	8/12/2011		10,999	0	7,352	3,647		0		3,647
55	FISERV INC	337738108		5/15/2009	8/12/2011		10,999	0	8,056	2,943		0		2,943
56	GATEWAY FUND - Y #1986	367829884		4/26/2012	7/11/2012		10,000	0	10,074	-74		0		-74
57	GENERAL MILLS INC	370334104		4/19/1994	11/11/2011		19,802	0	5,282	14,520		0		14,520
58	GILEAD SCIENCES INC	375558103		12/9/2011	4/23/2012		3,850	0	2,931	919		0		919

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

	Long Term CG Distributions Short Term CG Distributions	Amount		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
		173	0						648,109	0	493,142	152,967	0	0	0	0	0	152,967
59	GOLDMAN SACHS GROUP INC	38141G104					7/7/2011	1/25/2012			645		0	811	-166		0	-166
60	GOLDMAN SACHS GROUP INC	38141G104					7/7/2011	4/23/2012			2,787		0	3,379	-592		0	-592
61	GOOGLE INC	38259P508					2/8/2012	4/23/2012			2,985		0	3,048	-63		0	-63
62	HALLIBURTON CO	406216101					2/13/2007	11/11/2011			15,392		0	12,072	3,320		0	3,320
63	HEWLETT PACKARD CO	428236103					12/28/2009	11/11/2011			666		0	1,267	-601		0	-601
64	HEWLETT PACKARD CO	428236103					12/28/2009	4/23/2012			1,461		0	3,167	-1,706		0	-1,706
65	INTEL CORP	458140100					7/30/2001	11/11/2011			7,104		0	8,354	-1,250		0	-1,250
66	INTEL CORP	458140100					7/30/2001	4/23/2012			2,324		0	2,483	-159		0	-159
67	INTERNATIONAL BUSINESS MACHS CO	459200101					11/9/2000	11/11/2011			37,499		0	19,754	17,745		0	17,745
68	ISHARES IBOX \$ INV GR CORP BD FD	464287242					10/8/2010	7/11/2012			16,654		0	15,898	756		0	756
69	JPMORGAN CHASE & CO	46625H100					3/13/2000	1/25/2012			822		0	1,189	-367		0	-367
70	JPMORGAN CHASE & CO	46625H100					3/13/2000	4/23/2012			4,278		0	5,405	-1,127		0	-1,127
71	JOHNSON & JOHNSON	478160104					4/8/1996	11/11/2011			26,172		0	9,096	17,076		0	17,076
72	JOHNSON CONTROLS INC	478366107					11/11/2011	1/25/2012			667		0	689	-2		0	-2
73	MICROSOFT CORP	594918104					11/11/2011	4/23/2012			3,213		0	2,705	508		0	508
74	NESTLE S A REGISTERED SHARES - A	641069406					3/10/2010	11/11/2011			17,618		0	15,646	1,972		0	1,972
75	NESTLE S A REGISTERED SHARES - A	641069406					3/10/2010	1/25/2012			580		0	503	77		0	77
76	NESTLE S A REGISTERED SHARES - A	641069406					3/10/2010	4/23/2012			2,680		0	2,214	466		0	466
77	NESTLE S A REGISTERED SHARES - A	641069406					9/13/2007	4/23/2012			269		0	269	96		0	96
78	NOVARTIS AG - ADR	66987V109					8/7/2007	11/11/2011			1,732		0	1,688	44		0	44
79	NOVARTIS AG - ADR	66987V109					8/7/2007	1/25/2012			437		0	436	1		0	1
80	NOVARTIS AG - ADR	66987V109					8/7/2007	4/23/2012			1,194		0	1,905	-43		0	-43
81	ORACLE CORPORATION	68389X105					11/11/2011	4/23/2012			2,990		0	3,424	-434		0	-434
82	PEPSICO INC	713448108					10/25/1994	11/11/2011			15,824		0	3,959	11,865		0	11,865
83	PROCTER & GAMBLE CO	742718109					3/25/2010	11/11/2011			5,557		0	5,571	-14		0	-14
84	PUBLIC SVC ENTERPRISE GROUP INC	744573106					9/10/1996	11/11/2011			3,400		0	1,336	2,064		0	2,064
85	PUBLIC SVC ENTERPRISE GROUP INC	744573106					4/4/1997	11/11/2011			13,600		0	5,149	8,451		0	8,451
86	SCHLUMBERGER LTD	806857108					2/8/2012	4/23/2012			5,359		0	5,869	-510		0	-510
87	TJX COS INC NEW	872540109					6/29/2011	11/11/2011			9,984		0	8,412	1,572		0	1,572
88	TJX COS INC NEW	872540109					6/29/2011	1/25/2012			406		0	310	96		0	96
89	TJX COS INC NEW	872540109					6/29/2011	4/20/2012			7,062		0	4,438	2,624		0	2,624
90	JOHNSON CONTROLS INC	478366107					11/11/2011	4/23/2012			2,185		0	2,230	-45		0	-45
91	KRAFT FOODS INC	50075N104					11/11/2011	1/25/2012			12,302		0	11,939	363		0	363
92	TJX COS INC NEW	872540109					6/29/2011	4/23/2012			2,215		0	1,419	796		0	796
93	TARGET CORP	87612E106					11/11/2011	4/23/2012			1,526		0	1,430	96		0	96
94	TARGET CORP	87612E106					4/14/2000	4/23/2012			1,583		0	958	625		0	625
95	TEVA PHARMACEUTICAL INDUSTRIES	881624209					4/29/2010	4/23/2012			2,940		0	3,792	-852		0	-852
96	THERMO FISHER SCIENTIFIC INC	883556102					11/11/2011	1/25/2012			798		0	732	66		0	66
97	THERMO FISHER SCIENTIFIC INC	883556102					11/11/2011	4/23/2012			1,873		0	1,709	164		0	164
98	3M CO	88579Y101					12/16/2010	11/11/2011			11,772		0	12,246	-474		0	-474
99	3M CO	88579Y101					3/9/2011	11/11/2011			12,760		0	14,421	-1,661		0	-1,661
100	3M CO	88579Y101					4/19/1994	11/11/2011			15,806		0	4,467	11,339		0	11,339
101	3M CO	88579Y101					4/19/1994	4/23/2012			2,611		0	698	1,913		0	1,913
102	US BANCORP DEL NEW	902973304					2/3/2011	11/11/2011			3,016		0	3,193	-177		0	-177
103	US BANCORP DEL NEW	902973304					2/3/2011	4/23/2012			4,662		0	4,093	569		0	569
104	UNION PACIFIC CORP	907818108					8/26/2010	11/11/2011			17,589		0	12,401	5,188		0	5,188
105	UNION PACIFIC CORP	907818108					8/26/2010	4/23/2012			978		0	653	325		0	325
106	UNION PACIFIC CORP	907818108					8/26/2010	4/23/2012			2,827		0	739	2,088		0	2,088
107	UNITED PARCEL SERVICE-CL B	911312106					8/12/2011	11/11/2011			8,859		0	8,153	706		0	706
108	UNITED PARCEL SERVICE-CL B	911312106					8/12/2011	4/23/2012			2,366		0	1,957	409		0	409
109	UNITEDHEALTH GROUP INC	91324P102					11/11/2011	4/23/2012			3,551		0	2,836	715		0	715
110	VANGUARD REIT VIPER	922908553					1/31/2005	7/11/2012			13,100		0	9,796	3,304		0	3,304
111	VANGUARD REIT VIPER	922908553					3/30/2005	7/11/2012			4,127		0	3,033	1,094		0	1,094
112	VANGUARD REIT VIPER	922908553					4/2/2004	11/11/2012			449		0	274	175		0	175
113	VERIZON COMMUNICATIONS	92343V104					4/19/1994	11/11/2011			18,261		0	11,036	7,225		0	7,225
114	VERIZON COMMUNICATIONS	92343V104					10/11/1994	11/11/2011			2,076		0	2,176	-100		0	-100
115	VODAFONE GROUP PLC NEW ADR	92857W209					11/11/2011	4/23/2012			481		0	438	43		0	43
116	COOPER INDUSTRIES PLC NEW IRELAND	G24140108					11/11/2011	1/25/2012					0				0	

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

	Date		Amount
1 Credit from prior year return	12/31/2010	1	532
2 First quarter estimated tax payment	4/11/2012	2	185
3 Second quarter estimated tax payment	7/11/2012	3	239
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	956

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	95,917
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	95,917