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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011

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

Name of foundation HERBERT E PARKER CHAR		A Employer identification number 84-6045166
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
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) \$ 649,363	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	16,393	16,245		
	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	11,516			
	b Gross sales price for all assets on line 6a	142,200			
	7 Capital gain net income (from Part IV, line 2)		11,516		
	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	27,909	27,761	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,257	6,943		2,314
	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)	1,426	0	0	1,426
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	809	243	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)	4	4	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	11,496	7,190	0	3,740
	25 Contributions, gifts, grants paid	25,000			25,000
	26 Total expenses and disbursements. Add lines 24 and 25	36,496	7,190	0	28,740
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-8,587				
b Net investment income (if negative, enter -0-)		20,571			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

Form 990-PF (2011) HERBERT E PARKER CHAR

84-6045166 Page 2

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	34,031	33,171	33,171		
	3	Accounts receivable	0				
		Less allowance for doubtful accounts	0	0	0		
	4	Pledges receivable	0				
		Less allowance for doubtful accounts	0	0	0		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0		
	7	Other notes and loans receivable (attach schedule)	0				
		Less allowance for doubtful accounts	0	0	0		
	8	Inventories for sale or use	0	0			
	9	Prepaid expenses and deferred charges		0			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0		
	b	Investments—corporate stock (attach schedule)	0	52,050	70,764		
	c	Investments—corporate bonds (attach schedule)	0	0	0		
	Liabilities	11	Investments—land, buildings, and equipment basis	0			
		Less accumulated depreciation (attach schedule)	0	0	0		
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	531,686	472,592	545,428		
14		Land, buildings, and equipment basis	0				
		Less accumulated depreciation (attach schedule)	0	0	0		
15		Other assets (describe)	0	0	0		
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	565,717	557,813	649,363		
17		Accounts payable and accrued expenses	0	0			
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue	0	0			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
	21	Mortgages and other notes payable (attach schedule)	0	0			
	22	Other liabilities (describe)	0	0			
	23	Total liabilities (add lines 17 through 22)	0	0			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	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	565,717	557,813				
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)	565,717	557,813				
31	Total liabilities and net assets/fund balances (see instructions)	565,717	557,813				

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	565,717
2	Enter amount from Part I, line 27a	2	-8,587
3	Other increases not included in line 2 (itemize) ☐ FEDERAL GRANT RETURN	3	1,000
4	Add lines 1, 2, and 3	4	558,130
5	Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	317
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	557,813

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	11,516	
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	28,629	669,065	0.042790
2009	29,472	624,194	0.047216
2008	32,862	562,244	0.058448
2007	37,336	724,259	0.051551
2006	43,259	737,997	0.058617
2 Total of line 1, column (d)			2 0.258622
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 0.051724
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 646,613
5 Multiply line 4 by line 3			5 33,445
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 206
7 Add lines 5 and 6			7 33,651
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 28,740

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	411
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	411
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	411
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	536	
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	536	
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	125	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 125 Refunded ☐ 0	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 9,257	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	621,935
b	Average of monthly cash balances	1b	34,525
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	656,460
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	656,460
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,847
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	646,613
6	Minimum investment return. Enter 5% of line 5	6	32,331

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	32,331
2a	Tax on investment income for 2011 from Part VI, line 5	2a	411
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	411
3	Distributable amount before adjustments Subtract line 2c from line 1	3	31,920
4	Recoveries of amounts treated as qualifying distributions	4	1,000
5	Add lines 3 and 4	5	32,920
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	32,920

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	28,740
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	28,740
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	28,740

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				32,920
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	1,006			
c From 2008	5,188			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	6,194			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 28,740				
a Applied to 2010, but not more than line 2a			0	
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				28,740
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))	4,180			4,180
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,014			
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				0
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	2,014			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	2,014			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

Form **990-PF** (2011)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	25,000
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)
		(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	16,393	
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	11,516	
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		27,909	0
13	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	27,909

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

[illegible]

Form **990-PF** (2011)

PARKER, H E CHAR

101625200				FMV	Cost
Invest - Corp Stock	0101625200	001055102	AFLAC INC	1,532 30	1,338 50
Invest - Corp Stock	0101625200	002824100	ABBOTT LABS	1,193 58	915 78
Invest - Corp Stock	0101625200	008252108	AFFILIATED MANAGERS GROUP, INC COM	1,897 03	1,085 25
Invest - Corp Stock	0101625200	037411105	APACHE CORP	1,894 64	2,062 89
Invest - Corp Stock	0101625200	037833100	APPLE INC	4,275 32	668 08
Invest - Corp Stock	0101625200	097023105	BOEING CO	1,330 38	1,247 52
Invest - Corp Stock	0101625200	126650100	CVS/CAREMARK CORPORATION	1,629 00	433 26
Invest - Corp Stock	0101625200	14040H105	CAPITAL ONE FINANCIAL CORP	1,355 76	748 35
Invest - Corp Stock	0101625200	17275R102	CISCO SYSTEMS INC	1,882 10	2,000 38
Invest - Corp Stock	0101625200	25243Q205	DIAGEO PLC - ADR	1,710 40	764 12
Invest - Corp Stock	0101625200	254687106	WALT DISNEY CO	2,358 72	1,384 84
Invest - Corp Stock	0101625200	268648102	E M C CORP MASS	1,415 34	695 43
Invest - Corp Stock	0101625200	375558103	GILEAD SCIENCES INC	1,358 25	973 97
Invest - Corp Stock	0101625200	428236103	HEWLETT PACKARD CO	839 04	1,510 98
Invest - Corp Stock	0101625200	458140100	INTEL CORP	1,644 80	1,039 20
Invest - Corp Stock	0101625200	478366107	JOHNSON CONTROLS INC	1,355 75	2,095 34
Invest - Corp Stock	0101625200	594918104	MICROSOFT CORP	1,385 09	1,007 99
Invest - Corp Stock	0101625200	641069406	NESTLE S A REGISTERED SHARES - ADR	1,479 12	866 63
Invest - Corp Stock	0101625200	66987V109	NOVARTIS AG - ADR	1,231 02	1,011 54
Invest - Corp Stock	0101625200	68389X105	ORACLE CORPORATION	1,540 20	1,149 60
Invest - Corp Stock	0101625200	806857108	SCHLUMBERGER LTD	1,567 72	1,076 59
Invest - Corp Stock	0101625200	872540109	TJX COS INC NEW	1,638 36	963 33
Invest - Corp Stock	0101625200	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	1,431 15	1,760 57
Invest - Corp Stock	0101625200	883556102	THERMO FISHER SCIENTIFIC INC	1,614 43	1,284 35
Invest - Corp Stock	0101625200	89151E109	TOTAL S A - ADR	1,332 55	1,309 03
Invest - Corp Stock	0101625200	907818108	UNION PACIFIC CORP	2,697 42	1,588 86
Invest - Corp Stock	0101625200	38141G104	GOLDMAN SACHS GROUP INC	908 10	1,451 08
Invest - Corp Stock	0101625200	911312106	UNITED PARCEL SERVICE-CL B	1,360 98	1,175 87
Invest - Corp Stock	0101625200	87612E106	TARGET CORP	2,001 45	1,142 27
Invest - Corp Stock	0101625200	91324P102	UNITEDHEALTH GROUP INC	1,685 97	1,049 33
Invest - Corp Stock	0101625200	088606108	BHP BILLITON LIMITED - ADR	1,061 44	1,461 52
Invest - Corp Stock	0101625200	46625H100	JPMORGAN CHASE & CO	1,908 00	1,242 41
Invest - Corp Stock	0101625200	902973304	US BANCORP DEL NEW	1,876 00	1,522 83
Invest - Corp Stock	0101625200	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	2,138 94	1,470 33
Invest - Corp Stock	0101625200	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	1,150 08	507 22
Invest - Corp Stock	0101625200	166764100	CHEVRON CORP	2,410 76	711 92
Invest - Corp Stock	0101625200	88579Y101	3M CO	1,733 37	1,644 50
Invest - Corp Stock	0101625200	084670702	BERKSHIRE HATHAWAY INC	2,460 36	2,031 57

Invest - Corp Stock	0101625200	20030N101	COMCAST CORP CLASS A	1,953 00	1,229 24
Invest - Corp Stock	0101625200	38259P508	GOOGLE INC	1,265 94	1,159 08
Invest - Corp Stock	0101625200	150870103	CELANESE CORP	953 25	1,077 80
Invest - Corp Stock	0101625200	92857W209	VODAFONE GROUP PLC NEW ADR	1,265 00	1,118 16
Invest - Corp Stock	0101625200	12572Q105	CME GROUP INC	1,042 20	1,072 44
Invest - Other	0101625200	589509108	MERGER FD SH BEN INT #260	12,798 32	12,744 80
Invest - Other	0101625200	693390882	PIMCO FOREIGN BD FD USD H-INST #103	20,933 06	20,192 71
Invest - Other	0101625200	464287804	ISHARES TR SMALLCAP 600 INDEX FD	31,988 00	22,466 30
Invest - Other	0101625200	464287705	ISHARES S&P MIDCAP 400 VALUE	14,085 66	11,561 68
Invest - Other	0101625200	464287200	ISHARES S & P 500 INDEX FUND	23,259 60	16,463 67
Invest - Other	0101625200	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	20,800 07	20,095 58
Invest - Other	0101625200	464287606	ISHARES S&P MIDCAP 400 GROWTH	16,955 20	13,012 47
Invest - Other	0101625200	464287465	ISHARES MSCI EAFE	61,900 00	45,370 76
Invest - Other	0101625200	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	21,029 60	21,658 73
Invest - Other	0101625200	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	25,248 11	30,003 18
Invest - Other	0101625200	922908553	VANGUARD REIT VIPER	23,025 30	8,754 37
Invest - Other	0101625200	922042858	VANGUARD MSCI EMERGING MARKETS ETF	34,408 60	27,213 60
Invest - Other	0101625200	921937827	VANGUARD SHORT TERM BOND ETF	92,178 76	88,596 88
Invest - Other	0101625200	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	22,819 97	20,656 95
Invest - Other	0101625200	921937819	VANGUARD INTERMEDIATE TERM B	42,835 50	37,519 26
Invest - Other	0101625200	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	12,517 98	11,483 23
Invest - Other	0101625200	76628T645	RIDGEWORTH SEIX HY BD-I #5855	35,734 73	29,443 82
Invest - Other	0101625200	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	32,909 67	35,354 00
Savings & Temp Inv	0101625200	VP0528308	FEDERATED TREAS OBL FD 68	21,122 10	21,122 10
Savings & Temp Inv	0101625200	VP0528308	FEDERATED TREAS OBL FD 68	12,048 64	12,048 64
			Total Cash Equivalents	33,170 74	33,170 74
			Total Other Investments	545,428 13	472,591 99
			Total Corp Stock Investments	70,764 31	52,049 95
			Total	649,363 18	557,812 68

HERBERT E PARKER CHAR

84-6045166 Page 1 of 2

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

Recipient(s) paid during the year

Name

CASA OF THE PIKES PEAK REGION

Street

701 S CASCADE AVE

City

COLORADO SPRINGS

State

CO

Zip Code

80903

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CITYWILD

Street

PO BOX 883

City

DENVER

State

CO

Zip Code

80201

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

COLORADO MOUNTAIN CLUB

Street

710 10TH ST 200

City

GOLDEN

State

CO

Zip Code

80401

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

DEVELOPMENTAL DISABILITIES CENTER

Street

11177 WEST 8TH AVENUE

City

LAKEWOOD

State

CO

Zip Code

80215

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,500

Name

EASTER SEALS

Street

5755 WEST ALAMEDA AVENUE

City

LAKEWOOD

State

CO

Zip Code

80226

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

FREEDOM SERVICE DOGS

Street

2000 WEST UNION AVENUE

City

ENGLEWOOD

State

CO

Zip Code

80110

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

HERBERT E PARKER CHAR

84-6045166 Page 2 of 2

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

Recipient(s) paid during the year

Name

LARADON HALL SOCIETY

Street

5100 LINCOLN STREET

City

DENVER

State

CO

Zip Code

80216

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SEWALL CHILD DEVELOPMENT CENTER

Street

1360 VINE STREET

City

DENVER

State

CO

Zip Code

80206

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

SPECIAL OLYMPICS

Street

384 INVERNESS PARKWAY SUITE 100

City

ENGLEWOOD

State

CO

Zip Code

80110

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

TINY TIM CENTER

Street

611 KORTE WAY

City

LONGMONT

State

CO

Zip Code

80501

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

TREBOL SOCCER CLUB

Street

800 JEFFERSON AVENUE

City

LOUISVILLE

State

CO

Zip Code

80027

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

TRIPS FOR KIDS

Street

2840 S ELATI STREET

City

ENGLEWOOD

State

CO

Zip Code

80110

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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
									Gross Sales		Cost, Other Basis and Expenses		
									Price	Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
1	X	ABBOTT LABS	002824100			4/2/2008		7/5/2012	454	385		69	
2	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		1/24/2012	608	364		244	
3	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		5/9/2012	414	350		64	
4	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		5/9/2012	499	419		80	
5	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	471	359		112	
6	X	AFLAC INC	001055102			3/26/2007		2/9/2012	396	380		16	
7	X	ABBOTT LABS	002824100			3/26/2007		2/9/2012	387	399		-12	
8	X	APPLE INC	037833100			3/17/2009		8/9/2011	724	191		533	
9	X	APPLE INC	037833100			3/17/2009		4/11/2012	1,875	286		1,589	
10	X	BAKER HUGHES INC COM	057224107			4/2/2008		2/9/2012	1,343	1,936		-593	
11	X	BAKER HUGHES INC COM	057224107			3/17/2009		2/9/2012	497	303		194	
12	X	BANK NEW YORK MELLON CO	064058100			3/26/2007		10/12/2011	430	951		-521	
13	X	BANK NEW YORK MELLON CO	064058100			3/17/2009		10/12/2011	98	113		-15	
14	X	BANK NEW YORK MELLON CO	064058100			12/21/2009		10/12/2011	509	708		-199	
15	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		6/29/2012	325	506		-181	
16	X	BOEING CO	097023105			3/18/2011		5/9/2012	371	347		24	
17	X	CVS/CAREMARK CORPORATI	126650100			12/18/2003		2/9/2012	475	187		288	
18	X	CVS/CAREMARK CORPORATI	126650100			12/18/2003		3/12/2012	318	119		199	
19	X	CVS/CAREMARK CORPORATI	126650100			4/9/2003		3/12/2012	635	168		467	
20	X	CAPITAL ONE FINANCIAL CO	14040H105			4/2/2008		2/9/2012	388	430		-42	
21	X	CAPITAL ONE FINANCIAL CO	14040H105			4/2/2008		6/29/2012	162	161		1	
22	X	CAPITAL ONE FINANCIAL CO	14040H105			8/31/2009		6/29/2012	162	108		54	
23	X	CARNIVAL CORP	143658300			4/9/2003		12/1/2011	528	412		116	
24	X	CARNIVAL CORP	143658300			3/17/2009		12/1/2011	330	205		125	
25	X	CELANESE CORP	150870103			6/13/2011		6/29/2012	346	462		-116	
26	X	CHEVRON CORP	166764100			4/9/2003		8/9/2011	366	129		237	
27	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/9/2012	370	373		-3	
28	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/9/2012	56	56		0	
29	X	COMCAST CORP CLASS A	20030N101			3/26/2007		2/9/2012	408	394		14	
30	X	COMCAST CORP CLASS A	20030N101			3/26/2007		6/29/2012	318	262		56	
31	X	CONOCOPHILLIPS	20825C104			3/26/2007		9/2/2011	265	277		-12	
32	X	CONOCOPHILLIPS	20825C104			3/26/2007		4/16/2012	1,109	1,040		69	
33	X	CONOCOPHILLIPS	20825C104			3/17/2009		4/16/2012	370	182		188	
34	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		6/29/2012	968	1,136		-168	
35	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		9/2/2011	563	434		129	
36	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		5/9/2012	397	248		149	
37	X	DIAGEO PLC - ADR	25243Q205			4/15/2009		5/9/2012	99	48		51	
38	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		6/29/2012	975	902		73	
39	X	WALT DISNEY CO	254687106			3/26/2007		5/9/2012	491	381		110	
40	X	DREYFUS EMG MKT DEBT LO	261980494			8/11/2011		10/21/2011	678	729		-51	
41	X	E M C CORP MASS	268648102			3/26/2007		5/9/2012	484	246		238	
42	X	FISERV INC	337738108			3/17/2009		8/12/2011	1,765	1,081		684	
43	X	GILEAD SCIENCES INC	375558103			12/8/2011		6/29/2012	359	273		86	
44	X	GOLDMAN SACHS GROUP INC	38141G104			7/8/2011		6/29/2012	191	268		-77	
45	X	GOLDMAN SACHS GROUP INC	38141G104			12/8/2010		6/29/2012	191	324		-133	
46	X	HUSSMAN STRATEGIC GROW	448108100			9/5/2008		10/21/2011	4,430	5,704		-1,274	
47	X	HUSSMAN STRATEGIC GROW	448108100			9/5/2008		6/29/2012	770	1,089		-319	
48	X	INTEL CORP	458140100			4/9/2003		5/9/2012	458	291		167	
49	X	ISHARES S & P 500 INDEX FU	464287200			9/5/2008		8/9/2011	2,864	3,100		-236	
50	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		8/9/2011	916	885		31	
51	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		5/9/2012	1,357	1,107		250	
Long Term CG Distributions									142,200		130,684		11,516
Short Term CG Distributions									0		0		0
Amount									1,040		11,516		0

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

										Amount		Totals	
										1,040		Gross Sales	
										0		142,200	
										0		130,684	
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Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
												Gross Sales	Depreciation	
Long Term CG Distributions										142,200	130,684			11,516
Short Term CG Distributions										0	0			0
Amount										1,040				
										0				
103	X	VANGUARD REIT VIPER	922908553			11/19/2010		8/9/2011	251	263				-12
104	X	VANGUARD REIT VIPER	922908553			2/5/2004		8/9/2011	2,355	2,043				312
105	X	VANGUARD REIT VIPER	922908553			10/21/2011		2/9/2012	2,378	2,060				318
106	X	VANGUARD REIT VIPER	922908553			2/5/2004		2/9/2012	313	219				94
107	X	VANGUARD REIT VIPER	922908553			2/5/2004		5/9/2012	849	569				280
108	X	VANGUARD REIT VIPER	922908553			2/5/2004		6/29/2012	652	438				214
109	X	VODAFONE GROUP PLC NEW	92857W209			3/26/2007		5/9/2012	385	390				-5
110	X	COOPER INDUSTRIES PLC NEW	G24140108			9/5/2008		6/29/2012	340	225				115
111	X	ABBOTT LABS	002824100			3/26/2007		6/7/2012	552	512				40
112	X	ABBOTT LABS	002824100			3/26/2007		7/5/2012	648	569				79
113	X	LONG TERM WASH SALE ADJ								3				-3

Line 16b (990-PF) - Accounting Fees

		1,426	0	0	1,426
	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	1,426			1,426
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		809	243	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	30			
2	ESTIMATED EXCISE TAX PAID	536			
3	FOREIGN TAX WITHHELD	243	243		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	4	4		
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	FEDERAL GRANT RETURN	1	1,000
2	Total	2	1,000

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

1	COST BASIS ADJUSTMENT	1	57
2	PY RETURN OF CAPITAL ADJUSTMENT	2	260
3	Total	3	317

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

Amount													
Long Term CG Distributions 1,040													
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
1	ABBOTT LABS	002824100		4/2/2008	7/5/2012	454	0	385	69			0	10,476
2	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	1/24/2012	608	0	364	244			0	244
3	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	5/9/2012	414	0	350	64			0	64
4	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	499	0	419	80			0	80
5	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	471	0	359	112			0	112
6	AFLAC INC	001055102		3/26/2007	2/9/2012	396	0	380	16			0	16
7	ABBOTT LABS	002824100		3/26/2007	2/9/2012	387	0	399	-12			0	-12
8	APPLE INC	037833100		3/17/2009	8/9/2011	724	0	191	533			0	533
9	APPLE INC	037833100		3/17/2009	4/11/2012	1,875	0	286	1,589			0	1,589
10	BAKER HUGHES INC COM	057224107		4/2/2008	2/9/2012	1,343	0	1,936	-593			0	-593
11	BAKER HUGHES INC COM	057224107		3/17/2009	2/9/2012	497	0	303	194			0	194
12	BANK NEW YORK MELLON CORP COM	064058100		3/26/2007	10/12/2011	430	0	951	-521			0	-521
13	BANK NEW YORK MELLON CORP COM	064058100		3/17/2009	10/12/2011	98	0	113	-15			0	-15
14	BANK NEW YORK MELLON CORP COM	064058100		12/21/2009	10/12/2011	509	0	708	-199			0	-199
15	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	6/29/2012	325	0	506	-181			0	-181
16	BOEING CO	097023105		3/18/2011	5/9/2012	371	0	347	24			0	24
17	CVS/CAREMARK CORPORATION	126650100		12/18/2003	2/9/2012	475	0	187	288			0	288
18	CVS/CAREMARK CORPORATION	126650100		12/18/2003	3/12/2012	318	0	119	199			0	199
19	CVS/CAREMARK CORPORATION	126650100		4/9/2003	3/12/2012	635	0	168	467			0	467
20	CAPITAL ONE FINANCIAL CORP	14040H105		4/2/2008	2/9/2012	388	0	430	-42			0	-42
21	CAPITAL ONE FINANCIAL CORP	14040H105		4/2/2008	6/29/2012	162	0	161	1			0	1
22	CAPITAL ONE FINANCIAL CORP	14040H105		8/31/2009	6/29/2012	162	0	108	54			0	54
23	CARNIVAL CORP	143658300		4/9/2003	12/1/2011	528	0	412	116			0	116
24	CARNIVAL CORP	143658300		3/17/2009	12/1/2011	330	0	205	125			0	125
25	CELANESE CORP	150870103		6/13/2011	6/29/2012	346	0	462	-116			0	-116
26	CHEVRON CORP	166764100		4/9/2003	8/9/2011	366	0	129	237			0	237
27	CISCO SYSTEMS INC	17275R102		2/17/2011	5/9/2012	370	0	373	-3			0	-3
28	CISCO SYSTEMS INC	17275R102		2/17/2011	5/9/2012	56	0	56	0			0	0
29	COMCAST CORP CLASS A	20030N101		3/26/2007	2/9/2012	408	0	394	14			0	14
30	COMCAST CORP CLASS A	20030N101		3/26/2007	6/29/2012	318	0	262	56			0	56
31	CONOCOPHILLIPS	20825C104		3/26/2007	9/2/2011	285	0	277	-12			0	-12
32	CONOCOPHILLIPS	20825C104		3/26/2007	4/16/2012	1,109	0	1,040	69			0	69
33	CONOCOPHILLIPS	20825C104		3/17/2009	4/16/2012	370	0	182	188			0	188
34	CREDIT SUISSE COMM RT ST-CO #215622544R305	25244R305		8/11/2011	6/29/2012	988	0	1,136	-168			0	-168
35	DIAGEO PLC - ADR	25243Q205		8/31/2009	9/2/2011	563	0	434	129			0	129
36	DIAGEO PLC - ADR	25243Q205		8/31/2009	5/9/2012	397	0	248	149			0	149
37	DIAGEO PLC - ADR	25243Q205		4/15/2009	5/9/2012	99	0	48	51			0	51
38	DIAMOND HILL LONG-SHORT FD CL I #25264S833	25264S833		5/3/2010	6/29/2012	975	0	902	73			0	73
39	WALT DISNEY CO	254687106		3/26/2007	5/9/2012	491	0	381	110			0	110
40	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/11/2011	10/21/2011	678	0	729	-51			0	-51
41	E M C CORP MASS	268648102		3/26/2007	5/9/2012	484	0	246	238			0	238
42	FISERV INC	337738108		3/17/2009	8/12/2011	1,765	0	1,081	684			0	684
43	GILEAD SCIENCES INC	375558103		12/8/2011	6/29/2012	359	0	273	86			0	86
44	GOLDMAN SACHS GROUP INC	38141G104		7/8/2011	6/29/2012	191	0	268	-77			0	-77
45	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010	6/29/2012	191	0	324	-133			0	-133
46	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/5/2008	10/21/2011	4,430	0	5,704	-1,274			0	-1,274
47	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/5/2008	6/29/2012	770	0	1,089	-319			0	-319
48	INTEL CORP	458140100		4/9/2003	5/9/2012	458	0	291	167			0	167
49	ISHARES S & P 500 INDEX FUND	464287200		9/5/2008	8/9/2011	2,864	0	3,100	-236			0	-236
50	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	8/9/2011	916	0	885	31			0	31
51	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	5/9/2012	1,357	0	1,107	250			0	250
52	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	6/29/2012	681	0	553	128			0	128
53	ISHARES MSCI EAFE	464287465		11/19/2010	8/9/2011	2,575	0	2,859	-284			0	-284
54	ISHARES MSCI EAFE	464287465		3/17/2009	8/9/2011	4,841	0	3,320	1,521			0	1,521
55	ISHARES MSCI EAFE	464287465		10/21/2011	6/29/2012	1,198	0	1,241	-43			0	-43
56	ISHARES S&P MIDCAP 400 GROWTH	464287606		10/21/2011	2/9/2012	1,206	0	1,078	128			0	128
57	ISHARES S&P MIDCAP 400 GROWTH	464287606		5/9/2012	6/29/2012	740	0	758	-18			0	-18
58	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	2/9/2012	2,179	0	1,708	471			0	471

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															1,040	
															0	
	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	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	
59	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	5/9/2012			1,564	0	1,248	316			0	316	
60	ISHARES S&P MIDCAP 400 VALUE	464287705		10/21/2011	6/29/2012			652	0	585	67			0	67	
61	ISHARES TR SMALLCAP 600 INDEX FD	464287804		9/5/2008	2/9/2012			5,378	0	4,383	995			0	995	
62	JPMORGAN CHASE & CO	46625H100		1/25/2010	5/9/2012			41	0	40	1			0	1	
63	JPMORGAN CHASE & CO	46625H100		10/12/2011	5/9/2012			408	0	334	74			0	74	
64	KRAFT FOODS INC	50075N104		3/23/2010	12/8/2011			1,377	0	1,135	242			0	242	
65	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		10/8/2010	8/9/2011			21,856	0	21,114	742			0	742	
66	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		7/23/2010	8/9/2011			5,537	0	4,938	599			0	599	
67	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		7/23/2010	10/21/2011			2,009	0	1,831	178			0	178	
68	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		5/11/2012	6/29/2012			642	0	647	-5			0	-5	
69	MICROSOFT CORP	594918104		4/9/2003	5/9/2012			454	0	378	76			0	76	
70	NESTLE SA REGISTERED SHARES - A	641069406		3/26/2007	8/12/2011			443	0	277	166			0	166	
71	NESTLE SA REGISTERED SHARES - A	641069406		3/26/2007	6/29/2012			358	0	238	120			0	120	
72	NOVARTIS AG - ADR	66987V109		4/2/2008	2/9/2012			339	0	310	29			0	29	
73	ORACLE CORPORATION	68389X105		6/4/2010	5/9/2012			387	0	316	71			0	71	
74	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	10/21/2011			2,281	0	2,283	-2			0	-2	
75	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/11/2012	6/29/2012			629	0	630	-1			0	-1	
76	RIDGEWORTH SEIX HY BD-1 #5855	76628T645		5/11/2012	6/29/2012			1,073	0	1,081	-8			0	-8	
77	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		9/5/2008	8/9/2011			2,596	0	3,095	-499			0	-499	
78	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		9/5/2008	5/9/2012			1,011	0	1,171	-160			0	-160	
79	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		9/5/2008	6/29/2012			659	0	753	-94			0	-94	
80	TJX COS INC NEW	872540109		6/29/2011	2/9/2012			345	0	260	85			0	85	
81	TJX COS INC NEW	872540109		6/29/2011	4/11/2012			752	0	495	257			0	257	
82	TARGET CORP	87612E106		4/2/2008	5/9/2012			442	0	428	14			0	14	
83	TARGET CORP	87612E106		6/29/2011	5/9/2012			55	0	47	8			0	8	
84	TEVA PHARMACEUTICAL INDUSTRIES	881624209		4/20/2010	5/9/2012			130	0	188	-58			0	-58	
85	TEVA PHARMACEUTICAL INDUSTRIES	881624209		9/27/2010	5/9/2012			346	0	436	-90			0	-90	
86	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	2/9/2012			393	0	391	2			0	2	
87	3M CO	88579Y101		12/15/2010	5/9/2012			346	0	346	0			0	0	
88	US BANCORP DEL NEW	902973304		2/4/2011	5/9/2012			500	0	439	61			0	61	
89	UNION PACIFIC CORP	907818108		5/14/2010	2/9/2012			344	0	225	119			0	119	
90	UNION PACIFIC CORP	907818108		5/14/2010	6/29/2012			356	0	225	131			0	131	
91	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	5/9/2012			385	0	327	58			0	58	
92	UNITEDHEALTH GROUP INC	91324P102		4/2/2008	5/9/2012			496	0	328	168			0	168	
93	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	8/9/2011			695	0	653	42			0	42	
94	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	10/21/2011			5,897	0	5,549	348			0	348	
95	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	5/9/2012			5,375	0	5,337	38			0	38	
96	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	6/29/2012			1,331	0	1,312	19			0	19	
97	VANGUARD BD INDEX FD INC	921937827		3/17/2009	10/21/2011			8,598	0	8,282	316			0	316	
98	VANGUARD SHORT TERM BOND ETF	921937827		3/17/2009	2/9/2012			1,298	0	1,250	48			0	48	
99	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	6/29/2012			2,838	0	2,842	-4			0	-4	
100	VANGUARD MSCI EMERGING MARKETS	922042858		4/29/2010	2/9/2012			2,603	0	2,501	102			0	102	
101	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2011	6/29/2012			1,033	0	1,070	-37			0	-37	
102	VANGUARD REIT VIPER	922908553		9/5/2008	8/9/2011			802	0	950	-148			0	-148	
103	VANGUARD REIT VIPER	922908553		11/19/2010	8/9/2011			251	0	263	-12			0	-12	
104	VANGUARD REIT VIPER	922908553		2/5/2004	8/9/2011			2,355	0	2,043	312			0	312	
105	VANGUARD REIT VIPER	922908553		10/21/2011	2/9/2012			2,378	0	2,060	318			0	318	
106	VANGUARD REIT VIPER	922908553		2/5/2004	2/9/2012			313	0	219	94			0	94	
107	VANGUARD REIT VIPER	922908553		2/5/2004	5/9/2012			849	0	569	280			0	280	
108	VANGUARD REIT VIPER	922908553		2/5/2004	6/29/2012			652	0	438	214			0	214	
109	VODAFONE GROUP PLC NEW ADR	92857W209		3/26/2007	5/9/2012			385	0	390	-5			0	-5	
110	COOPER INDUSTRIES PLC NEW IRELAND	G24140108		9/5/2008	6/29/2012			340	0	225	115			0	115	
111	ABBOTT LABS	002824100		3/26/2007	6/7/2012			552	0	512	40			0	40	
112	ABBOTT LABS	002824100		3/26/2007	7/5/2012			648	0	569	79			0	79	
113	LONG TERM WASH SALE ADJUSTMENT							0	0	3	-3			0	-3	

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

	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	101N Independence Mall E	MACY13 Philadelphia	PA	19106-2112		TRUSTEE	4.00	9,257
2										
3										
4										
5										
6										
7										
8										
9										
10										

9,257

Part

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

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	12/9/2011	2	134
3 Second quarter estimated tax payment	1/11/2012	3	134
4 Third quarter estimated tax payment	4/11/2012	4	134
5 Fourth quarter estimated tax payment	7/11/2012	5	134
6 Other payments		6	0
7 Total		7	536