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 9/1/2011 **, and ending** 8/31/2012

Name of foundation: ESTELLA MONTAGUE MISSION TR

A Employer identification number: 56-6036900

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

Room/suite:

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)* ▶ $ 47,804

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	1,489	1,476		
	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	1,005			
	b Gross sales price for all assets on line 6a 22,438				
	7 Capital gain net income (from Part IV, line 2)		1,005		
	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	2,494	2,481	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	78	58		19
	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)	755	0	0	755
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	166	17	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)	0	0	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	999	75	0	774
	25 Contributions, gifts, grants paid	1,725			1,725
	26 **Total expenses and disbursements** Add lines 24 and 25	2,724	75	0	2,499
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-230			
	b Net investment income (if negative, enter -0-)		2,406		
	c Adjusted net income (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	0	
	2	Savings and temporary cash investments		250	5,757	5,757
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		45,358	39,596	42,047
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		45,608	45,353	47,804
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		45,608	45,353	
	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)		45,608	45,353	
	31	**Total liabilities and net assets/fund balances** (see instructions)		45,608	45,353	

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	45,608
2	Enter amount from Part I, line 27a	2	-230
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	45,378
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	25
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,353

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,005
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	1,842	48,230	0 038192
2009	1,794	43,293	0 041439
2008	1,835	36,619	0 050111
2007			0 000000
2006			0 000000

2	**Total** of line 1, column (d)	2	0 129742
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 043247
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	46,383
5	Multiply line 4 by line 3	5	2,006
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24
7	Add lines 5 and 6	7	2,030
8	Enter qualifying distributions from Part XII, line 4	8	2,499

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	24
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	24
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	24
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 90		
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	90
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	66
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 24 **Refunded** ▶	11	42

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933			
	Located at ▶ 101N Indepndence 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 ▶ [X] 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? [ ] Yes [X] 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 [X] No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	78	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	45,901
b	Average of monthly cash balances		1b	1,188
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	47,089
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	47,089
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	706
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	46,383
6	**Minimum investment return.** Enter 5% of line 5		6	2,319

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	2,319
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	24
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,295
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,295
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	2,295

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	2,499
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	2,499
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	24
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,475

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					2,295
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				791	
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 ▶ $ 2,499					
a	Applied to 2010, but not more than line 2a				791	
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					1,708
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					587
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	0				
e	Excess from 2011	0				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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	1,725
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,489	
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	1,005	
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		2,494	0

13 Total. Add line 12, columns (b), (d), and (e) 13 2,494

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ John N Schulz SVP Wells Fargo Bank N A. | 12/14/2012 | ▶ SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	JOSEPH J CASTRIANO		12/14/2012		P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp In	1019005601	56-6066887	VP0528308	FEDERATED TREAS OBL FD 68	8,425	8,425
Savings & Temp In	1019005601	56-6066887	VP0528308	FEDERATED TREAS OBL FD 68	114	114
				Total Savings & Temporary Investments	**8,539**	**8,539**
Invest - Other	1019005601	56-6066887	04314H204	ARTISAN INTERNATIONAL FUND #661	12,171	10,926
Invest - Other	1019005601	56-6066887	256210105	DODGE & COX INCOME FD COM #147	24,987	22,891
Invest - Other	1019005601	56-6066887	411511504	HARBOR CAPITAL APRCTION-INST #2012	16,385	14,571
Invest - Other	1019005601	56-6066887	589509108	MERGER FD SH BEN INT #260	3,959	3,937
Invest - Other	1019005601	56-6066887	693390700	PIMCO TOTAL RET FD-INST #35	24,993	22,714
Invest - Other	1019005601	56-6066887	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5,947	5,425
Invest - Other	1019005601	56-6066887	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5,786	5,777
Invest - Other	1019005601	56-6066887	04314H600	ARTISAN MID CAP FUND-INS #1333	7,268	7,203
Invest - Other	1019005601	56-6066887	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	7,343	7,770
Invest - Other	1019005601	56-6066887	464287200	ISHARES S & P 500 INDEX FUND	9,506	8,360
Invest - Other	1019005601	56-6066887	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	5,948	5,903
Invest - Other	1019005601	56-6066887	256206103	DODGE & COX INT'L STOCK FD #1048	12,225	11,932
Invest - Other	1019005601	56-6066887	552983694	MFS VALUE FUND-CLASS I #893	12,294	11,503
Invest - Other	1019005601	56-6066887	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	12,860	12,938
Invest - Other	1019005601	56-6066887	262028855	DRIEHAUS ACTIVE INCOME FUND	3,948	3,937
Invest - Other	1019005601	56-6066887	339128100	JP MORGAN MID CAP VALUE-I #758	6,129	5,290
Invest - Other	1019005601	56-6066887	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	5,234	5,248
Invest - Other	1019005601	56-6066887	922908553	VANGUARD REIT VIPER	9,209	7,277
Invest - Other	1019005601	56-6066887	922042858	VANGUARD MSCI EMERGING MARKETS ETF	7,981	9,060
Invest - Other	1019005601	56-6066887	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	7,742	8,309
Invest - Other	1019005601	56-6066887	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	9,336	9,430
Invest - Other	1019005601	56-6066887	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	6,575	6,560
Invest - Other	1019005601	56-6066887	76628T645	RIDGEWORTH SEIX HY BD-I #5855	14,235	13,581
Invest - Other	1019005601	56-6066887	367829884	GATEWAY FUND - Y #1986	6,586	6,560
Invest - Other	1019005601	56-6066887	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	13,468	13,997
Invest - Other	1019005601	56-6066887	487300808	KEELEY SMALL CAP VAL FD CL I #2251	6,956	6,604
				Total Other Investments	**259,070**	**247,702**
Cash	1019005601	56-6066887			-	-
				Total Cash	-	-

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

Recipient(s) paid during the year

Name FIRST BAPTIST CHURCH				
Street 501 WEST 5TH STREET				
City WINSTON SALEM	State NC	Zip Code 27101	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 1,725
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	208
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	22,438	21,433	1,005
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	JPMORGAN HIGH YIELD FUN	4812C0803			8/1/2007		4/19/2012	475	491				-16
2	X	JPMORGAN HIGH YIELD FUN	4812C0803			2/4/2011		4/19/2012	132	140				-8
3	X	ING INTERNATIONAL REAL ES	44980Q518			1/15/2009		8/29/2012	31	21				10
4	X	ING INTERNATIONAL REAL ES	44980Q518			7/15/2008		8/29/2012	122	136				-14
5	X	ING INTERNATIONAL REAL ES	44980Q518			7/15/2008		7/12/2012	28	33				-5
6	X	ING INTERNATIONAL REAL ES	44980Q518			6/16/2008		7/12/2012	4	6				-2
7	X	ING INTERNATIONAL REAL ES	44980Q518			3/17/2008		7/12/2012	53	69				-16
8	X	ING INTERNATIONAL REAL ES	44980Q518			1/15/2008		7/12/2012	97	135				-38
9	X	ING INTERNATIONAL REAL ES	44980Q518			1/15/2008		6/8/2012	9	13				-4
10	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		6/8/2012	53	97				-44
11	X	ING INTERNATIONAL REAL ES	44980Q518			11/15/2007		6/8/2012	19	33				-14
12	X	ING INTERNATIONAL REAL ES	44980Q518			4/15/2008		6/8/2012	48	72				-24
13	X	ING INTERNATIONAL REAL ES	44980Q518			12/17/2007		6/8/2012	60	94				-34
14	X	ING INTERNATIONAL REAL ES	44980Q518			11/1/2007		4/19/2012	192	334				-142
15	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		8/29/2012	234	177				57
16	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		7/12/2012	287	234				53
17	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		6/8/2012	320	262				58
18	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		4/19/2012	310	243				67
19	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	1,080	683				397
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/15/2009		4/10/2012	231	119				112
21	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/17/2008		4/10/2012	268	141				127
22	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		3/8/2012	676	422				254
23	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/29/2012	163	141				22
24	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		7/12/2012	156	141				15
25	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		6/8/2012	180	165				15
26	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		4/19/2012	130	118				12
27	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		3/8/2012	472	433				39
28	X	JP MORGAN MID CAP VALUE-	339128100			2/4/2011		3/8/2012	159	150				9
29	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		3/8/2012	460	454				6
30	X	ARTIO INTERNATIONAL EQ FI	04315J837			5/17/2010		8/29/2012	167	179				-12
31	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/15/2007		8/29/2012	22	34				-12
32	X	ARTIO INTERNATIONAL EQ FI	04315J837			2/15/2008		8/29/2012	104	161				-57
33	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/15/2007		7/12/2012	25	41				-16
34	X	ARTIO INTERNATIONAL EQ FI	04315J837			7/30/2007		7/12/2012	298	520				-222
35	X	ARTIO INTERNATIONAL EQ FI	04315J837			8/1/2007		7/12/2012	3	6				-3
36	X	ARTIO INTERNATIONAL EQ FI	04315J837			9/17/2007		7/12/2012	5	8				-3
37	X	ARTIO INTERNATIONAL EQ FI	04315J837			1/15/2008		7/12/2012	33	57				-24
38	X	ARTIO INTERNATIONAL EQ FI	04315J837			7/30/2007		6/8/2012	402	704				-302
39	X	ARTIO INTERNATIONAL EQ FI	04315J837			7/30/2007		4/19/2012	412	653				-241
40	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/29/2012	391	342				49
41	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		7/12/2012	487	427				60
42	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		6/8/2012	534	476				58
43	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		4/19/2012	508	451				57
44	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		3/8/2012	69	62				7
45	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		3/8/2012	258	250				8
46	X	ARTIO TOTAL RETURN BD FD	04315J209			8/17/2009		3/8/2012	63	60				3
47	X	ARTIO TOTAL RETURN BD FD	04315J209			5/15/2009		3/8/2012	104	96				8
48	X	ARTIO TOTAL RETURN BD FD	04315J209			4/15/2009		3/8/2012	192	176				16
49	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		8/29/2012	160	159				1
50	X	WF ADV ENDEAVOR SELECT-	949915565			10/15/2008		8/29/2012	464	282				182
51	X	WF ADV ENDEAVOR SELECT-	949915565			3/17/2008		8/29/2012	63	56				7

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

	Amount
Long Term CG Distributions	208
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	22,438	21,433	1,005
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	WF ADV ENDEAVOR SELECT-	949915565			3/17/2008		7/12/2012	7	7				0
53	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2007		4/19/2012	37	36				1
54	X	WF ADV ENDEAVOR SELECT-	949915565			7/30/2007		4/19/2012	675	674				1
55	X	WF ADV ENDEAVOR SELECT-	949915565			7/15/2008		7/12/2012	69	71				-2
56	X	WF ADV ENDEAVOR SELECT-	949915565			2/15/2008		7/12/2012	116	118				-2
57	X	WF ADV ENDEAVOR SELECT-	949915565			1/15/2008		7/12/2012	119	123				-4
58	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		7/12/2012	327	341				-14
59	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2008		6/8/2012	173	178				-5
60	X	WF ADV ENDEAVOR SELECT-	949915565			8/1/2007		6/8/2012	535	557				-22
61	X	WELLS FARGO ADV INTL BON	94985D582			7/30/2007		8/29/2012	150	141				9
62	X	WELLS FARGO ADV INTL BON	94985D582			7/30/2007		7/12/2012	203	196				7
63	X	WELLS FARGO ADV INTL BON	94985D582			7/30/2007		6/8/2012	173	166				7
64	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		6/8/2012	53	54				-1
65	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		4/19/2012	66	66				0
66	X	WELLS FARGO ADV INTL BON	94985D582			9/15/2009		4/19/2012	17	17				0
67	X	WELLS FARGO ADV INTL BON	94985D582			11/16/2009		4/19/2012	18	19				-1
68	X	WELLS FARGO ADV INTL BON	94985D582			1/15/2010		4/19/2012	115	117				-2
69	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/29/2012	134	105				29
70	X	VANGUARD REIT VIPER	922908553			12/17/2010		7/12/2012	131	107				24
71	X	VANGUARD REIT VIPER	922908553			12/17/2010		6/8/2012	127	107				20
72	X	VANGUARD REIT VIPER	922908553			12/17/2010		4/19/2012	63	53				10
73	X	VANGUARD REIT VIPER	922908553			2/2/2011		4/19/2012	63	57				6
74	X	VANGUARD INFLAT PROTECT	922031869			7/30/2007		8/29/2012	355	283				72
75	X	VANGUARD INFLAT PROTECT	922031869			7/30/2007		7/12/2012	458	366				92
76	X	VANGUARD INFLAT PROTECT	922031869			7/30/2007		6/8/2012	443	356				87
77	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		6/8/2012	71	59				12
78	X	VANGUARD INFLAT PROTECT	922031869			8/17/2009		4/19/2012	205	175				30
79	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		4/19/2012	268	240				28
80	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		8/29/2012	138	146				-8
81	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		7/12/2012	127	146				-19
82	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		8/29/2012	170	106				64
83	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		7/12/2012	199	130				69
84	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		6/8/2012	157	103				54
85	X	SSGA EMERGING MARKETS F	784924425			9/15/2008		6/8/2012	77	82				-5
86	X	SSGA EMERGING MARKETS F	784924425			9/15/2008		4/19/2012	242	231				11
87	X	T ROWE PRICE SHORT TERM	77957P105			7/16/2012		8/29/2012	344	344				0
88	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		8/29/2012	237	199				38
89	X	PIMCO COMMODITY REAL RE	722005667			2/27/2009		7/12/2012	222	196				26
90	X	PIMCO COMMODITY REAL RE	722005667			12/15/2008		7/12/2012	70	63				7
91	X	PIMCO COMMODITY REAL RE	722005667			12/15/2008		6/8/2012	233	226				7
92	X	PIMCO COMMODITY REAL RE	722005667			10/15/2008		6/8/2012	63	110				-47
93	X	PIMCO COMMODITY REAL RE	722005667			10/15/2008		4/19/2012	16	27				-11
94	X	PIMCO COMMODITY REAL RE	722005667			8/15/2007		4/19/2012	9	20				-11
95	X	PIMCO COMMODITY REAL RE	722005667			7/30/2007		4/19/2012	274	607				-333
96	X	PIMCO EMERG MKTS BD-INST	693391559			12/17/2007		8/29/2012	19	16				3
97	X	PIMCO EMERG MKTS BD-INST	693391559			7/30/2007		8/29/2012	139	120				19
98	X	PIMCO EMERG MKTS BD-INST	693391559			7/30/2007		7/12/2012	215	188				27
99	X	PIMCO EMERG MKTS BD-INST	693391559			7/30/2007		6/8/2012	221	199				22
100	X	PIMCO EMERG MKTS BD-INST	693391559			7/30/2007		4/19/2012	210	188				22
101	X	PIMCO FOREIGN BD FD USD	693390882			7/16/2012		8/29/2012	100	99				1
102	X	MAINSTAY EP US EQUITY-INS	56063J302			7/16/2012		8/29/2012	41	40				1

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

	Amount
Long Term CG Distributions	208
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	22,438	21,433	1,005
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
103	X	MAINSTAY EP US EQUITY-INS	56063J302			4/23/2012		8/29/2012	146	144				2
104	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		8/29/2012	132	125				7
105	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		7/12/2012	124	125				-1
106	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		6/8/2012	121	125				-4
107	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		4/19/2012	126	125				1
108	X	JPMORGAN HIGH YIELD FUN[	4812C0803			5/5/2008		8/29/2012	459	445				14
109	X	JPMORGAN HIGH YIELD FUN[	4812C0803			5/5/2008		7/12/2012	578	569				9
110	X	JPMORGAN HIGH YIELD FUN[	4812C0803			5/5/2008		6/8/2012	346	348				-2
111	X	JPMORGAN HIGH YIELD FUN[	4812C0803			5/15/2008		6/8/2012	11	11				0
112	X	JPMORGAN HIGH YIELD FUN[	4812C0803			1/15/2008		6/8/2012	33	33				0
113	X	JPMORGAN HIGH YIELD FUN[	4812C0803			8/1/2007		6/8/2012	239	251				-12
114	X	COST BASIS ADJUSTMENT							8					8

Line 16b (990-PF) - Accounting Fees

	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)
		755	0	0	755
1	TAX PREP FEES	755			755
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		166	17	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	59			
2	ESTIMATED EXCISE TAX PAID	90			
3	FOREIGN TAX WITHHELD	17	17		
4					
5					
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			45,358	39,596	42,047
1	TOTAL OTHER INVESTMENTS		45,358	39,596	42,047
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	COST BASIS ADJUSTMENT	1	1
2	PY RETURN OF CAPITAL ADJUSTMENT	2	24
3	Total	3	25

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

	Amount
Long Term CG Distributions	208
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	22,230	0	21,433	797	0	0	0	797
1	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	4/19/2012	475	0	491	-16			0	-16
2	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		2/4/2011	4/19/2012	132	0	140	-8			0	-8
3	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/15/2009	8/29/2012	31	0	21	10			0	10
4	ING INTERNATIONAL REAL EST-I #2664	44980Q518		7/15/2008	8/29/2012	122	0	136	-14			0	-14
5	ING INTERNATIONAL REAL EST-I #2664	44980Q518		7/15/2008	7/12/2012	28	0	33	-5			0	-5
6	ING INTERNATIONAL REAL EST-I #2664	44980Q518		6/16/2008	7/12/2012	4	0	6	-2			0	-2
7	ING INTERNATIONAL REAL EST-I #2664	44980Q518		3/17/2008	7/12/2012	53	0	69	-16			0	-16
8	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/15/2008	7/12/2012	97	0	135	-38			0	-38
9	ING INTERNATIONAL REAL EST-I #2664	44980Q518		1/15/2008	6/8/2012	9	0	13	-4			0	-4
10	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	6/8/2012	53	0	97	-44			0	-44
11	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/15/2007	6/8/2012	19	0	33	-14			0	-14
12	ING INTERNATIONAL REAL EST-I #2664	44980Q518		4/15/2008	6/8/2012	48	0	72	-24			0	-24
13	ING INTERNATIONAL REAL EST-I #2664	44980Q518		12/17/2007	6/8/2012	60	0	94	-34			0	-34
14	ING INTERNATIONAL REAL EST-I #2664	44980Q518		11/1/2007	4/19/2012	192	0	334	-142			0	-142
15	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	8/29/2012	234	0	177	57			0	57
16	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	7/12/2012	287	0	234	53			0	53
17	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	6/8/2012	320	0	262	58			0	58
18	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	4/19/2012	310	0	243	67			0	67
19	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	4/10/2012	1,080	0	683	397			0	397
20	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		1/15/2009	4/10/2012	231	0	119	112			0	112
21	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		11/17/2008	4/10/2012	268	0	141	127			0	127
22	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	3/8/2012	676	0	422	254			0	254
23	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/29/2012	163	0	141	22			0	22
24	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	7/12/2012	156	0	141	15			0	15
25	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	6/8/2012	180	0	165	15			0	15
26	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	4/19/2012	130	0	118	12			0	12
27	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	3/8/2012	472	0	433	39			0	39
28	JP MORGAN MID CAP VALUE-I #758	339128100		2/4/2011	3/8/2012	159	0	150	9			0	9
29	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/17/2010	3/8/2012	460	0	454	6			0	6
30	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		5/17/2010	8/29/2012	167	0	179	-12			0	-12
31	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/15/2007	8/29/2012	22	0	34	-12			0	-12
32	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		2/15/2008	8/29/2012	104	0	161	-57			0	-57
33	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/15/2007	7/12/2012	25	0	41	-16			0	-16
34	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		7/30/2007	7/12/2012	298	0	520	-222			0	-222
35	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/1/2007	7/12/2012	3	0	6	-3			0	-3
36	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		9/17/2007	7/12/2012	5	0	8	-3			0	-3
37	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		1/15/2008	7/12/2012	33	0	57	-24			0	-24
38	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		7/30/2007	6/8/2012	402	0	704	-302			0	-302
39	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		7/30/2007	4/19/2012	412	0	653	-241			0	-241
40	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	8/29/2012	391	0	342	49			0	49
41	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	7/12/2012	487	0	427	60			0	60
42	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	6/8/2012	534	0	476	58			0	58
43	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	4/19/2012	508	0	451	57			0	57
44	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	3/8/2012	69	0	62	7			0	7
45	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	3/8/2012	258	0	250	8			0	8
46	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		8/17/2009	3/8/2012	63	0	60	3			0	3
47	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		5/15/2009	3/8/2012	104	0	96	8			0	8
48	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		4/15/2009	3/8/2012	192	0	176	16			0	16
49	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	8/29/2012	160	0	159	1			0	1
50	WF ADV ENDEAVOR SELECT-I #3124	949915565		10/15/2008	8/29/2012	464	0	282	182			0	182
51	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/17/2008	8/29/2012	63	0	56	7			0	7
52	WF ADV ENDEAVOR SELECT-I #3124	949915565		3/17/2008	7/12/2012	7	0	7	0			0	0
53	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2007	4/19/2012	37	0	36	1			0	1
54	WF ADV ENDEAVOR SELECT-I #3124	949915565		7/30/2007	4/19/2012	675	0	674	1			0	1
55	WF ADV ENDEAVOR SELECT-I #3124	949915565		7/15/2008	7/12/2012	69	0	71	-2			0	-2
56	WF ADV ENDEAVOR SELECT-I #3124	949915565		2/15/2008	7/12/2012	116	0	118	-2			0	-2
57	WF ADV ENDEAVOR SELECT-I #3124	949915565		1/15/2008	7/12/2012	119	0	123	-4			0	-4
58	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	7/12/2012	327	0	341	-14			0	-14

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

	Amount
Long Term CG Distributions	208
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	22,230	0	21,433	797	0	0	0	797
59	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2008	6/8/2012	173	0	178	-5			0	-5
60	WF ADV ENDEAVOR SELECT-I #3124	949915565		8/1/2007	6/8/2012	535	0	557	-22			0	-22
61	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/30/2007	8/29/2012	150	0	141	9			0	9
62	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/30/2007	7/12/2012	203	0	196	7			0	7
63	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/30/2007	6/8/2012	173	0	166	7			0	7
64	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	6/8/2012	53	0	54	-1			0	-1
65	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	4/19/2012	66	0	66	0			0	0
66	WELLS FARGO ADV INTL BOND-IS #470	94985D582		9/15/2009	4/19/2012	17	0	17	0			0	0
67	WELLS FARGO ADV INTL BOND-IS #470	94985D582		11/16/2009	4/19/2012	18	0	19	-1			0	-1
68	WELLS FARGO ADV INTL BOND-IS #470	94985D582		1/15/2010	4/19/2012	115	0	117	-2			0	-2
69	VANGUARD REIT VIPER	922908553		12/17/2010	8/29/2012	134	0	105	29			0	29
70	VANGUARD REIT VIPER	922908553		12/17/2010	7/12/2012	131	0	107	24			0	24
71	VANGUARD REIT VIPER	922908553		12/17/2010	6/8/2012	127	0	107	20			0	20
72	VANGUARD REIT VIPER	922908553		12/17/2010	4/19/2012	63	0	53	10			0	10
73	VANGUARD REIT VIPER	922908553		2/2/2011	4/19/2012	63	0	57	6			0	6
74	VANGUARD INFLAT PROTECT SEC FD #	922031869		7/30/2007	8/29/2012	355	0	283	72			0	72
75	VANGUARD INFLAT PROTECT SEC FD #	922031869		7/30/2007	7/12/2012	458	0	366	92			0	92
76	VANGUARD INFLAT PROTECT SEC FD #	922031869		7/30/2007	6/8/2012	443	0	356	87			0	87
77	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/17/2009	6/8/2012	71	0	59	12			0	12
78	VANGUARD INFLAT PROTECT SEC FD #	922031869		8/17/2009	4/19/2012	205	0	175	30			0	30
79	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	4/19/2012	268	0	240	28			0	28
80	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	8/29/2012	138	0	146	-8			0	-8
81	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	7/12/2012	127	0	146	-19			0	-19
82	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	8/29/2012	170	0	106	64			0	64
83	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	7/12/2012	199	0	130	69			0	69
84	SSGA EMERGING MARKETS FD S #1510	784924425		10/31/2008	6/8/2012	157	0	103	54			0	54
85	SSGA EMERGING MARKETS FD S #1510	784924425		9/15/2008	6/8/2012	77	0	82	-5			0	-5
86	SSGA EMERGING MARKETS FD S #1510	784924425		9/15/2008	4/19/2012	242	0	231	11			0	11
87	T ROWE PRICE SHORT TERM BD FD #5	77957P105		7/16/2012	8/29/2012	344	0	344	0			0	0
88	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/27/2009	8/29/2012	237	0	199	38			0	38
89	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/27/2009	7/12/2012	222	0	196	26			0	26
90	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/15/2008	7/12/2012	70	0	63	7			0	7
91	PIMCO COMMODITY REAL RET STRAT-I	722005667		12/15/2008	6/8/2012	233	0	226	7			0	7
92	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/15/2008	6/8/2012	63	0	110	-47			0	-47
93	PIMCO COMMODITY REAL RET STRAT-I	722005667		10/15/2008	4/19/2012	16	0	27	-11			0	-11
94	PIMCO COMMODITY REAL RET STRAT-I	722005667		8/15/2007	4/19/2012	9	0	20	-11			0	-11
95	PIMCO COMMODITY REAL RET STRAT-I	722005667		7/30/2007	4/19/2012	274	0	607	-333			0	-333
96	PIMCO EMERG MKTS BD-INST #137	693391559		12/17/2007	8/29/2012	19	0	16	3			0	3
97	PIMCO EMERG MKTS BD-INST #137	693391559		7/30/2007	8/29/2012	139	0	120	19			0	19
98	PIMCO EMERG MKTS BD-INST #137	693391559		7/30/2007	7/12/2012	215	0	188	27			0	27
99	PIMCO EMERG MKTS BD-INST #137	693391559		7/30/2007	6/8/2012	221	0	199	22			0	22
100	PIMCO EMERG MKTS BD-INST #137	693391559		7/30/2007	4/19/2012	210	0	188	22			0	22
101	PIMCO FOREIGN BD FD USD H-INST #1	693390882		7/16/2012	8/29/2012	100	0	99	1			0	1
102	MAINSTAY EP US EQUITY-INS #1204	56063J302		7/16/2012	8/29/2012	41	0	40	1			0	1
103	MAINSTAY EP US EQUITY-INS #1204	56063J302		4/23/2012	8/29/2012	146	0	144	2			0	2
104	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/29/2012	132	0	125	7			0	7
105	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	7/12/2012	124	0	125	-1			0	-1
106	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	6/8/2012	121	0	125	-4			0	-4
107	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	4/19/2012	126	0	125	1			0	1
108	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	8/29/2012	459	0	445	14			0	14
109	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	7/12/2012	578	0	569	9			0	9
110	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/5/2008	6/8/2012	346	0	348	-2			0	-2
111	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		5/15/2008	6/8/2012	11	0	11	0			0	0
112	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		1/15/2008	6/8/2012	33	0	33	0			0	0
113	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		8/1/2007	6/8/2012	239	0	251	-12			0	-12
114	COST BASIS ADJUSTMENT					8	0	0	8			0	8

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

78

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A Trust T		101N Indepndence Mall E MACY137	Philadelphia	PA	19106-2112		TRUSTEE	4 00	78
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	1/11/2012	2	90
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	90

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	791
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	791