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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 10/1/2011, and ending 9/30/2012

Name of foundation MILDRED R MCMAHAN		A Employer identification number 59-6802975
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 <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 518,438	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	12,280	12,213		
	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	15,999			
	b Gross sales price for all assets on line 6a	271,521			
	7 Capital gain net income (from Part IV, line 2)		15,999		
	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	28,279	28,212	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,019	6,014		2,005
	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)	805	0	0	805
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,553	162	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	10,377	6,176	0	2,810
	25 Contributions, gifts, grants paid	21,003			21,003
26 Total expenses and disbursements Add lines 24 and 25	31,380	6,176	0	23,813	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,101				
b Net investment income (if negative, enter -0-)		22,036			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		0	0	
	2	Savings and temporary cash investments		10,102	14,729	14,729
	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)		481,648	473,578	503,709	
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)		491,750	488,307	518,438	
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		491,750	488,307	
	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)		491,750	488,307		
31	Total liabilities and net assets/fund balances (see instructions)		491,750	488,307		

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	491,750
2	Enter amount from Part I, line 27a	2	-3,101
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	488,649
5	Decreases not included in line 2 (itemize) See Attached Statement	5	342
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	488,307

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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	15,999
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			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2006			0.000000
2 Total of line 1, column (d)			2 0.000000
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 0.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
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 0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	441
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	441
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	441
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	804	
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	804	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	363	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 363 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> FL		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870**6b**

X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	8,019	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	494,438
b	Average of monthly cash balances	1b	20,181
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	514,619
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	514,619
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,719
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	506,900
6	Minimum investment return. Enter 5% of line 5	6	25,345

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	25,345
2a	Tax on investment income for 2011 from Part VI, line 5	2a	441
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	441
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,904
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,904
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	24,904

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	23,813
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	23,813
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	23,813

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				24,904
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			23,644	
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 ▶ \$ 23,813				
a Applied to 2010, but not more than line 2a			23,644	
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				169
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				24,735
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			

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

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	21,003
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	12,280	
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	15,999	
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		28,279	0
13 Total. Add line 12, columns (b), (d), and (e)				13	28,279

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

[illegible]

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

- | | | | |
|--|--------------|------------|-----------|
| 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? | | Yes | No |
| 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 | | | |

[illegible]

- 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 A. Salento SVP Wells Fargo Bank N.A.

1/9/2013

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

PTIN

[Signature]

1/9/2013

Check ☒ if
self-employed

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
----------	--------------

Account MILDRED R MCMAHAN
 EIN 59-6802975
 FYE 9

Cash	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	04314H204	CASH	-	-
Invest - Other	256210105	ARTISAN INTERNATIONAL FUND #661	23,466	20,395
Invest - Other	411511504	DODGE & COX INCOME FD COM #147	48,750	45,650
Invest - Other	589509108	HARBOR CAPITAL APRCTION-INST #2012	31,109	26,932
Invest - Other	693390700	MERGER FD SH BEN INT #260	7,813	7,827
Invest - Other	693390882	PIMCO TOTAL RET FD-INST #35	49,256	45,031
Invest - Other	77957P105	PIMCO FOREIGN BD FD USD H-INST #103	11,906	10,758
Invest - Other	04314H600	T ROWE PRICE SHORT TERM BD FD #55	11,428	11,381
Invest - Other	87234N849	ARTISAN MID CAP FUND-INS #1333	14,261	14,044
Invest - Other	464287200	TCW SMALL CAP GROWTH FUND-I #4724	13,539	13,493
Invest - Other	51855Q655	ISHARES S & P 500 INDEX FUND	18,050	15,552
Invest - Other	256206103	LAUDUS MONDRIAN INTL FI-INST #2940	11,851	11,692
Invest - Other	552983694	DODGE & COX INT'L STOCK FD #1048	23,421	20,873
Invest - Other	261980494	MFS VALUE FUND-CLASS I #893	23,538	21,351
Invest - Other	262028855	DREYFUS EMG MKT DEBT LOC C-I #6083	25,740	25,106
Invest - Other	339128100	DRIEHAUS ACTIVE INCOME FUND	7,822	7,778
Invest - Other	448108100	JP MORGAN MID CAP VALUE-I #758	11,577	9,780
Invest - Other	922908553	HUSSMAN STRATEGIC GROWTH FUND #601	10,140	11,733
Invest - Other	922042858	VANGUARD REIT VIPER	17,607	14,265
Invest - Other	683974505	VANGUARD MSCI EMERGING MARKETS ETF	15,270	16,692
Invest - Other	78463X863	OPPENHEIMER DEVELOPING MKT-Y #788	15,729	16,110
Invest - Other	25264S833	SPDR DJ WILSHIRE INTERNATIONAL REAL	18,330	17,315
Invest - Other	76628T645	DIAMOND HILL LONG-SHORT FD CL I #11	12,883	11,915
Invest - Other	367829884	RIDGEWORTH SEIX HY BD-I #5855	27,763	26,194
Invest - Other	22544R305	GATEWAY FUND - Y #1986	13,002	12,954
Invest - Other	487300808	CREDIT SUISSE COMM RT ST-CO #2156	26,283	26,715
Savings & Temp Inv	99999Y944	KEELEY SMALL CAP VAL FD CL I #2251	13,179	12,041
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11,898	11,898
		SECURED MARKET DEPOSIT ACCOUNT	2,831	2,831
TOTAL Cash			-	-
TOTAL Invest - Other			503,709	473,578
TOTAL Savings & Temp Inv			14,729	14,729
GRAND TOTAL			518,438	488,307

1/9/2013 5 21 08 PM - 4019863299 - 6428 - WWS - MILDRED R MCMAHAN

Statement A

HIGHLANDS LITTLE LEAGUE TRUST

EIN: 59-6802975

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

MILDRED R MCMAHAN

59-6802975 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

UNIVERSITY OF CENTRAL FLORIDA

Street

PO BOX 160114

City

ORLANDO

State

FL

Zip Code

32816-0114

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

4,813

Name

FRAGLER COLLEGE

Street

PO BOX 10207

City

ST AUGUSTINE

State

FL

Zip Code

32085-1027

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,313

Name

UNIVERSITY OF FLORIDA

Street

222 CRISER HALL BOX 11400

City

GAINSVILLE

State

FL

Zip Code

32611

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

3,063

Name

FLORIDA STATE UNIVERSITY

Street

A1500 UNIVERSITY CENTER

City

TALLAHASSEE

State

FL

Zip Code

32306-2395

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

3,938

Name

SEMINOLE STATE COLLEGE

Street

100 WELDON BLVD

City

SANFORD

State

FL

Zip Code

32773

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

4,813

Name

UNIVERSITY OF MIAMI

Street

PO BOX 248106

City

CORAL GABLES

State

FL

Zip Code

33124

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,313

MILDRED R MCMAHAN

59-6802975 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

UNIVERSITY OF SOUTH FLORIDA

Street

4202 E FOWLER AVENUE

City

TAMPA

State

FL

Zip Code

33620

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP AWARD

Amount

1,750

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

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Foundation Status

Purpose of grant/contribution

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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

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		
									Amount						
									Long Term CG Distributions						
Short Term CG Distributions									981				15,999	0	
									0						
									Gross Sales				Cost, Other Basis and Expenses		Net Gain or Loss
									271,521				255,522		
Other sales									0				0		0
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
1	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		8/21/2012	658	698				-40	
2	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		12/6/2011	1,907	2,037				-130	
3	X	SPDR DJ WILSHIRE INTERNATIONAL	78463X863			5/23/2011		8/8/2012	1,706	1,744				-38	
4	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	18,619	18,581				38	
5	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	6,056	6,043				13	
6	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		5/8/2012	6,525	6,525				0	
7	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		12/6/2011	1,706	1,720				-14	
8	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		12/6/2011	16,452	16,623				-171	
9	X	RIDGEMORTH SEIX HY BD-I #	76628T645			8/26/2011		8/21/2012	511	487				24	
10	X	RIDGEMORTH SEIX HY BD-I #	76628T645			8/26/2011		8/8/2012	807	768				39	
11	X	PIMCO COMMODITY REAL RETURN	722005667			2/26/2009		12/6/2011	10,792	8,090				2,702	
12	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	2,831	2,724				107	
13	X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/8/2012	335	317				18	
14	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		8/8/2012	1,806	1,700				106	
15	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		8/21/2012	512	515				-3	
16	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011		2/10/2012	179	173				6	
17	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	2,084	2,069				15	
18	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	15,547	15,351				196	
19	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		12/6/2011	7,398	7,527				-129	
20	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		12/6/2011	2,033	2,069				-36	
21	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		8/21/2012	517	559				-42	
22	X	MERGER FUND SH BEN INT #260	589509108			12/8/2011		8/8/2012	2,622	2,637				-15	
23	X	MAINSTAY EP US EQUITY-INST	56063J302			12/8/2011		8/8/2012	7,285	6,463				822	
24	X	MAINSTAY EP US EQUITY-INST	56063J302			12/8/2011		5/8/2012	523	475				48	
25	X	MAINSTAY EP US EQUITY-INST	56063J302			12/8/2011		2/10/2012	8,450	7,704				746	
26	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/21/2012	806	774				32	
27	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/8/2012	951	919				32	
28	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		12/6/2012	12,690	13,546				-856	
29	X	LAUDUS MONDRIAN INTL FUND	51855Q655			12/8/2011		8/8/2012	4,795	4,840				-45	
30	X	KEELEY SMALL CAP VAL FUND	487300808			12/17/2010		8/21/2012	632	598				34	
31	X	KEELEY SMALL CAP VAL FUND	487300808			5/10/2012		8/8/2012	568	556				12	
32	X	KEELEY SMALL CAP VAL FUND	487300808			12/17/2010		2/10/2012	567	548				19	
33	X	KEELEY SMALL CAP VAL FUND	487300808			12/17/2010		12/6/2011	1,794	1,869				-75	
34	X	ISHARES S & P 500 INDEX FUND	464287200			8/8/2012		8/21/2012	568	562				6	
35	X	ISHARES S & P 500 INDEX FUND	464287200			8/24/2011		5/8/2012	136	117				19	
36	X	ISHARES S & P 500 INDEX FUND	464287200			12/6/2011		5/8/2012	7,483	6,999				484	
37	X	HUSSMAN STRATEGIC GROWTH	448108100			12/8/2011		8/8/2012	9,071	10,432				-1,361	
38	X	HARBOR CAPITAL APRECTION	411511504			5/25/2011		8/21/2012	1,091	1,012				79	
39	X	HARBOR CAPITAL APRECTION	411511504			5/25/2011		2/10/2012	780	740				40	
40	X	HARBOR CAPITAL APRECTION	411511504			5/25/2011		12/6/2011	3,617	3,699				-82	
41	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		12/6/2011	4,859	4,137				722	
42	X	GOLDMAN SACHS L/C VALUE	38142Y773			2/26/2009		12/6/2011	651	441				210	
43	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/26/2008		4/10/2012	9,469	5,985				3,484	
44	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		12/6/2011	3,341	1,852				1,489	
45	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/26/2009		12/6/2011	2,154	1,408				746	
46	X	GOLDEN LARGE CAP CORE FUND	34984T881			10/31/2008		12/6/2011	7,855	5,191				2,664	
47	X	GOLDEN LARGE CAP CORE FUND	34984T881			10/31/2008		12/6/2011	5,679	4,642				1,037	
48	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/21/2012	518	447				71	
49	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/8/2012	730	635				95	
50	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		12/6/2012	1,574	1,411				163	
51	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		12/6/2011	1,671	1,646				25	

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

										Amount		Totals		Net Gain or Loss					
										Long Term CG Distributions		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
										Short Term CG Distributions		981		271,521		255,522		15,999	
										0				0		0		0	
										Amount									
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Line 16b (990-PF) - Accounting Fees

		805	0	0	805
	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	805			805
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	587			
2	ESTIMATED EXCISE TAX PAID	804			
3	FOREIGN TAX WITHHELD	162	162		
4					
5					
6					
7					
8					
9					
10					

1,553 162 0 0

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

		481,648		473,578		503,709	
		Book Value		Book Value		FMV	
		Beg. of Year		End of Year		End of Year	
1	Item or Category	481,648		473,578		503,709	
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	PY RETURN OF CAPITAL ADJUSTMENT	1	197
2	COST BASIS ADJUSTMENT	2	145
3	Total	3	342

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

Amount													
Long Term CG Distributions													981
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	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	8/21/2012	658	0	698	-40			0	15,018
2	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	12/6/2011	1,907	0	2,037	-130			0	-130
3	SPDR DJ WILSHIRE INTERNATIONAL RE #78463X863			5/23/2011	8/8/2012	1,706	0	1,744	-38			0	-38
4	T ROWE PRICE SHORT TERM BD FD #5 77957P105			2/14/2012	8/8/2012	18,619	0	18,581	38			0	38
5	T ROWE PRICE SHORT TERM BD FD #5 77957P105			2/14/2012	5/8/2012	6,056	0	6,043	13			0	13
6	T ROWE PRICE SHORT TERM BD FD #5 77957P105			8/29/2011	5/8/2012	6,525	0	6,525	0			0	0
7	T ROWE PRICE SHORT TERM BD FD #5 77957P105			8/29/2011	12/6/2011	1,706	0	1,720	-14			0	-14
8	T ROWE PRICE SHORT TERM BD FD #5 77957P105			5/25/2011	12/6/2011	16,452	0	16,623	-171			0	-171
9	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	8/21/2012	511	0	487	24			0	24
10	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	8/8/2012	807	0	768	39			0	39
11	PIMCO COMMODITY REAL RET STRAT-I	722005667		2/26/2009	12/6/2011	10,792	0	8,090	2,702			0	2,702
12	PIMCO FOREIGN BD FD USD H-INST #10	693390882		8/26/2011	8/8/2012	2,831	0	2,724	107			0	107
13	PIMCO FOREIGN BD FD USD H-INST #10	693390882		5/25/2011	8/8/2012	335	0	317	18			0	18
14	PIMCO FOREIGN BD FD USD H-INST #10	693390882		2/4/2011	8/8/2012	1,806	0	1,700	106			0	106
15	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	8/21/2012	512	0	515	-3			0	-3
16	PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	2/10/2012	179	0	173	6			0	6
17	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012	2,084	0	2,069	15			0	15
18	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012	15,547	0	15,351	196			0	196
19	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	12/6/2011	7,398	0	7,527	-129			0	-129
20	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	12/6/2011	2,033	0	2,069	-36			0	-36
21	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	8/21/2012	517	0	559	-42			0	-42
22	MERGER FD SH BEN INT #260	589509108		12/8/2011	8/8/2012	2,622	0	2,637	-15			0	-15
23	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/8/2011	8/8/2012	7,285	0	6,463	822			0	822
24	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/8/2011	5/8/2012	523	0	475	48			0	48
25	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/8/2011	2/10/2012	8,450	0	7,704	746			0	746
26	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/21/2012	806	0	774	32			0	32
27	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/8/2012	951	0	919	32			0	32
28	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	12/6/2011	12,690	0	13,546	-856			0	-856
29	LAUDUS MONDRIAN INTL FI-INST #294051855Q655			12/8/2011	8/8/2012	4,795	0	4,840	-45			0	-45
30	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/21/2012	632	0	598	34			0	34
31	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/8/2012	568	0	556	12			0	12
32	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	567	0	548	19			0	19
33	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	12/6/2011	1,794	0	1,869	-75			0	-75
34	SHARES S & P 500 INDEX FUND	464287200		8/8/2012	8/21/2012	568	0	562	6			0	6
35	SHARES S & P 500 INDEX FUND	464287200		8/24/2011	5/8/2012	136	0	117	19			0	19
36	SHARES S & P 500 INDEX FUND	464287200		12/6/2011	5/8/2012	7,483	0	6,999	484			0	484
37	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/8/2011	8/8/2012	9,071	0	10,432	-1,361			0	-1,361
38	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	8/21/2012	1,091	0	1,012	79			0	79
39	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	2/10/2012	780	0	740	40			0	40
40	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	12/6/2011	3,617	0	3,699	-82			0	-82
41	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	12/6/2011	4,859	0	4,137	722			0	722
42	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		2/26/2009	12/6/2011	651	0	441	210			0	210
43	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			10/31/2008	4/10/2012	9,469	0	5,985	3,484			0	3,484
44	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			11/26/2008	4/10/2012	3,341	0	1,852	1,489			0	1,489
45	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			10/31/2008	12/6/2011	2,154	0	1,408	746			0	746
46	GOLDEN LARGE CAP CORE FUND-I	34984T881		2/26/2009	12/6/2011	7,855	0	5,191	2,664			0	2,664
47	GOLDEN LARGE CAP CORE FUND-I	34984T881		10/31/2008	12/6/2011	5,679	0	4,642	1,037			0	1,037
48	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/21/2012	518	0	447	71			0	71
49	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	730	0	635	95			0	95
50	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/8/2012	1,574	0	1,411	163			0	163
51	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	12/6/2011	1,671	0	1,646	25			0	25
52	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	8/21/2012	578	0	579	-1			0	-1
53	DODGE & COX INCOME FD COM #147	256210105		2/9/2007	2/10/2012	1,134	0	1,052	82			0	82
54	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012	11,924	0	11,740	184			0	184
55	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012	4,526	0	4,400	126			0	126
56	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	12/6/2011	3,585	0	3,609	-24			0	-24
57	DODGE & COX INCOME FD COM #147	256210105		5/25/2011	12/6/2011	6,131	0	6,228	-97			0	-97
58	DODGE & COX INTL STOCK FD #1048	256206103		2/9/2007	8/21/2012	801	0	1,120	-319			0	-319

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	15,018
	Long Term CG Distributions	Amount														
	Short Term CG Distributions	0														
59	DODGE & COX INTL STOCK FD #1048	256206103		2/9/2007	8/8/2012		3,619		5,153	-1,534				0		15,018
60	DIAMOND HILL LONG-SHORT FD CL I #4252645833			8/10/2012	8/21/2012		521		519	2				0		2
61	CREDIT SUISSE COMM RT ST-CO #215622544R305			8/26/2011	8/21/2012		697		779	-82				0		-82
62	CREDIT SUISSE COMM RT ST-CO #215622544R305			8/26/2011	8/8/2012		896		1,013	-117				0		-117
63	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			5/26/2010	12/6/2011		647		649	-2				0		-2
64	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			2/26/2010	12/6/2011		963		1,051	-88				0		-88
65	ARTIO INTERNATIONAL EQ FD II #1529 04315J837			2/26/2009	12/6/2011		3,147		2,497	650				0		650
66	ARTIO TOTAL RETURN BD FD CL I #152 04315J209			10/31/2008	12/6/2011		9,868		8,667	1,201				0		1,201
67	ARTISAN MID CAP FUND-INS #1333 04314H600			4/10/2012	8/21/2012		513		516	-3				0		-3
68	ARTISAN INTERNATIONAL FUND #661 04314H204			8/26/2011	8/21/2012		578		512	66				0		66
69	ARTISAN INTERNATIONAL FUND #661 04314H204			8/26/2011	8/8/2012		3,849		3,437	412				0		412
70	ARTISAN INTERNATIONAL FUND #661 04314H204			8/26/2011	2/10/2012		521		491	30				0		30
71	WELLS FARGO ADV INTL BOND-IS #47094985D582			2/4/2011	12/6/2011		1,839		1,800	39				0		39
72	WELLS FARGO ADV INTL BOND-IS #47094985D582			2/9/2007	12/6/2011		7,424		6,718	706				0		706
73	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012		461		368	93				0		93
74	VANGUARD REIT VIPER	922908553		12/17/2010	5/8/2012		653		534	119				0		119
75	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012		1,737		1,495	242				0		242
76	VANGUARD REIT VIPER	922908553		12/17/2010	12/6/2011		560		529	31				0		31
77	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	8/21/2012		535		613	-78				0		-78
78	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	2/10/2012		777		848	-71				0		-71
79	DISALLOWED LOSS			9/29/2012	9/30/2012		145		0	145				0		145

[illegible]

Part

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

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	2/9/2012	2	201
3 Second quarter estimated tax payment	3/9/2012	3	201
4 Third quarter estimated tax payment	6/11/2012	4	201
5 Fourth quarter estimated tax payment	9/11/2012	5	201
6 Other payments		6	0
7 Total		7	804

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	<u>23,644</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>23,644</u>