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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 MARIAN & PINKUS HAPP FUND		A Employer identification number 95-6025857
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <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 checked="" 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) \$ 1,246,894		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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	24,698	24,554		
	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	1,659			
	b Gross sales price for all assets on line 6a	471,792			
	7 Capital gain net income (from Part IV, line 2)		1,659		
	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	26,357	26,213	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,696	11,022		3,674
	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)	679	0	0	679
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,452	338	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)	167	157	0	10
	24 Total operating and administrative expenses. Add lines 13 through 23	18,994	11,517	0	4,363
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	18,994	11,517	0	4,363	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,363				
b Net investment income (if negative, enter -0-)		14,696			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

16

ENVELOPE
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Form 990-PF (2011) **MARIAN & PINKUS HAPP FUND**

95-6025857

Page **2**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	67,709	86,865	86,865
	3 Accounts receivable	0		
	Less: allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less: allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less: allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis	0		
	Less: accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,074,526	1,062,476	1,160,029
	14 Land, buildings, and equipment basis	0		
	Less: accumulated depreciation (attach schedule)	0	0	0
	15 Other assets (describe)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,142,235	1,149,341	1,246,894
	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,142,235	1,149,341	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,142,235	1,149,341	
	31 Total liabilities and net assets/fund balances (see instructions)	1,142,235	1,149,341	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,142,235
2 Enter amount from Part I, line 27a	2	7,363
3 Other increases not included in line 2 (itemize) See Attached Statement	3	617
4 Add lines 1, 2, and 3	4	1,150,215
5 Decreases not included in line 2 (itemize) See Attached Statement	5	874
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,149,341

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	1,659
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	4,396	1,176,439	0.003737
2009	82,979	1,073,112	0.077326
2008	108,944	976,168	0.111604
2007	108,701	1,342,159	0.080990
2006	124,334	1,522,407	0.081669

2 Total of line 1, column (d)	2	0.355326
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	0.071065
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,173,671
5 Multiply line 4 by line 3	5	83,407
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	147
7 Add lines 5 and 6	7	83,554
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	4,363

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax 294 Refunded

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

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.

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

CA

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ►	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?**6b** X

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4.00	14,696	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		0

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	1,106,755
b	Average of monthly cash balances	1b	84,789
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,191,544
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	1,191,544
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,873
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,173,671
6	Minimum investment return. Enter 5% of line 5	6	58,684

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	58,684
2a	Tax on investment income for 2011 from Part VI, line 5	2a	294
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	294
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,390
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,390
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	58,390

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	4,363
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	4,363
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	4,363

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				58,390
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	42,688			
c From 2008	60,882			
d From 2009	30,093			
e From 2010	0			
f Total of lines 3a through e	133,663			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,363				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				4,363
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))	54,027			54,027
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	79,636			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	79,636			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	49,543			
c Excess from 2009	30,093			
d Excess from 2010	0			
e Excess from 2011	0			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

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

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

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

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year NONE				
Total			▶ 3a	0
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	24,698	
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	1,659	
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		26,357	0
13 Total. Add line 12, columns (b), (d), and (e)				13	26,357

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. Santaric SVP Wells Fargo Bank N.A.

1/21/2013

➤ **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

JOSEPH J CASTRIANO

Alfred

1/21/2013

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
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Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	805543	95-6025857		CASH	0		0
Savings & Temp Inv	805543	95-6025857	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	33563.15	33563.1500	33563.15
Savings & Temp Inv	805543	95-6025857	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	53301.43	53301.4300	53301.43
				Total Cash, Savings, and Temp Investments	86,864.58		86,864.58
Invest - Other	805543	95-6025857	04314H204	ARTISAN INTERNATIONAL FUND #661	68948.57	2928.9960	57201.07
Invest - Other	805543	95-6025857	256210105	DODGE & COX INCOME FD COM #147	58395.47	4222.3770	55313.8
Invest - Other	805543	95-6025857	411511504	HARBOR CAPITAL APRCTN-INST #2012	86353.6	1998.0010	63769.46
Invest - Other	805543	95-6025857	589509108	MERGER FD SH BEN INT #260	23469.35	1472.3560	23497.04
Invest - Other	805543	95-6025857	693390700	PIMCO TOTAL RET FD-INST #35	69544.29	6005.5520	66141.4
Invest - Other	805543	95-6025857	693390882	PIMCO FOREIGN BD FD USD H-INST #103	10714.8	947.3740	10042.17
Invest - Other	805543	95-6025857	77957P105	T ROWE PRICE SHORT TERM BD FD #55	11684.61	2404.2410	11597.72
Invest - Other	805543	95-6025857	04314H600	ARTISAN MID CAP FUND-INS #1333	41729.14	1036.2340	40547.85
Invest - Other	805543	95-6025857	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	40073.5	1376.6230	40251.64
Invest - Other	805543	95-6025857	464287200	ISHARES S & P 500 INDEX FUND	50106.8	347.0000	40390.21
Invest - Other	805543	95-6025857	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	10658.21	878.6650	10275.17
Invest - Other	805543	95-6025857	256206103	DODGE & COX INT'L STOCK FD #1048	69401.17	2138.7110	72971.8
Invest - Other	805543	95-6025857	552983694	MFS VALUE FUND-CLASS I #893	65244.66	2546.6300	61490.16
Invest - Other	805543	95-6025857	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	57848.71	3882.4640	55557.64
Invest - Other	805543	95-6025857	339128100	JP MORGAN MID CAP VALUE-I #758	34034.28	1222.9350	28899.82
Invest - Other	805543	95-6025857	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	28499.58	2614.6400	31780.73
Invest - Other	805543	95-6025857	922098553	VANGUARD REIT VIPER	45153.52	695.0000	27392.29
Invest - Other	805543	95-6025857	922042858	VANGUARD MSCI EMERGING MARKETS ETF	49479.92	1186.0000	46771.31
Invest - Other	805543	95-6025857	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	50865.81	1514.3140	49097.05
Invest - Other	805543	95-6025857	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	47100	1200.0000	43782.9
Invest - Other	805543	95-6025857	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	48221.01	2629.2810	45574.96
Invest - Other	805543	95-6025857	76628T645	RIDGEWORTH SEIX HY BD-I #5855	63602.67	6405.1030	58832.41
Invest - Other	805543	95-6025857	367829884	GATEWAY FUND - Y #1986	29267.5	1063.8860	29161.11
Invest - Other	805543	95-6025857	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	60708.43	7092.1060	62940.58
Invest - Other	805543	95-6025857	487300808	KEELEY SMALL CAP VAL FD CL I #2251	38923.51	1426.8150	29195.21
				Total Other Investments	1,160,029.11		1,062,475.50
				Total Cash, Savings, and Other Investments	1,246,893.69		1,149,340.08

	Amount
Long Term CG Distributions	3,198
Short Term CG Distributions	0

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

Totals														
Securities														
Other sales														
Index	Check "X" if Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales		Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
									Price					
52	X	HUSSMAN STRATEGIC GROW	448108100			2/24/2010		8/8/2012	976	1,124				-148
53	X	HUSSMAN STRATEGIC GROW	448108100			1/12/2012		8/8/2012	1,646	1,813				-167
54	X	HUSSMAN STRATEGIC GROW	448108100			10/2/2009		8/8/2012	4,252	4,970				-718
55	X	HUSSMAN STRATEGIC GROW	448108100			8/25/2009		8/8/2012	8,787	10,200				-1,413
56	X	HARBOR CAPITAL APRCTON	411511504			1/12/2012		3/5/2012	4,626	4,203				423
57	X	HARBOR CAPITAL APRCTON	411511504			1/12/2012		2/10/2012	1,560	1,452				108
58	X	HARBOR CAPITAL APRCTON	411511504			11/24/2009		10/20/2011	5,244	4,581				663
59	X	GOLDMAN SACHS GRTH OPF	38142Y401			1/12/2012		3/5/2012	6,610	6,082				528
60	X	GOLDMAN SACHS GRTH OPF	38142Y401			8/12/2011		3/5/2012	8,347	7,403				944
61	X	GOLDMAN SACHS GRTH OPF	38142Y401			2/17/2011		3/5/2012	16,351	16,941				-590
62	X	GOLDMAN SACHS GRTH OPF	38142Y401			2/24/2010		3/5/2012	4,436	3,615				821
63	X	GOLDMAN SACHS GRTH OPF	38142Y401			2/17/2011		10/20/2011	1,604	1,859				-255
64	X	JP MORGAN MID CAP VALUE	339128100			2/17/2011		8/8/2012	1,622	1,486				136
65	X	JP MORGAN MID CAP VALUE	339128100			2/17/2011		5/8/2012	4,712	4,448				264
66	X	JP MORGAN MID CAP VALUE	339128100			4/28/2011		5/8/2012	326	318				8
67	X	DODGE & COX INCOME FD C	256210105			2/24/2010		2/10/2012	122	118				4
68	X	DODGE & COX INCOME FD C	256210105			11/24/2009		2/10/2012	19,871	19,126				745
69	X	DODGE & COX INCOME FD C	256210105			2/17/2011		1/12/2012	19,556	19,410				146
70	X	DODGE & COX INCOME FD C	256210105			10/24/2011		1/12/2012	2,973	2,950				23
71	X	DODGE & COX INCOME FD C	256210105			4/28/2011		1/12/2012	21,370	21,402				-32
72	X	DODGE & COX INT'L STOCK F	256206103			2/17/2011		8/8/2012	8,182	9,695				-1,513
73	X	DODGE & COX INT'L STOCK F	256206103			2/17/2011		2/10/2012	2,774	3,244				-470
74	X	CREDIT SUISSE COMM RT ST	22544R305			8/12/2011		8/8/2012	2,042	2,251				-209
75	X	ARTISAN MID CAP FUND-INS	04314H600			5/10/2012		8/8/2012	589	587				2
76	X	ARTISAN INTERNATIONAL FU	04314H204			3/7/2012		8/8/2012	4,565	4,395				170
77	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		2/10/2012	2,019	1,928				91
78	X	ARTISAN INTERNATIONAL FU	04314H204			10/2/2009		8/8/2012	5,248	4,451				797
79	X	SHORT TERM CTF LOSS								251				-251
80	X	LONG TERM CTF GAIN							89					89
81	X	FINAL YEAR K-1 ADJUSTMEN								7,614				-7,614
82	X	DISALLOWED SALE DUE TO V							471					471
83	X	DISALLOWED SALE DUE TO V							105					105
84	X	DISALLOWED SALE DUE TO V							370					370

Line 16b (990-PF) - Accounting Fees

		679	0	0	679	0
	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)	679
1	TAX PREP FEES	679				679
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 18 (990-PF) - Taxes

		3,452	338	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	1,364			
2	ESTIMATED EXCISE TAX PAID	1,750			
3	FOREIGN TAX WITHHELD	338	338		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		167	157	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	10			10
4	PARTNERSHIP EXPENSES	157	157		
5					
6					
7					
8					
9					

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
1			1,074,526	1,062,476	1,160,029
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	298
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	162
3	PARTNERSHIP INCOME ADJUSTMENT	3	157
4	Total	4	617

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

1	CTF BOOK TO TAX DIFFERENCE	1	413
2	PY RETURN OF CAPITAL ADJUSTMENT	2	461
3	Total	3	874

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

Amount										3,198										0									
Long Term CG Distributions										Short Term CG Distributions										Short Term CG Distributions									
	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	0		-1,539		0		0		0		-1,539						
1	VANGUARD REIT VIPER	922908553		1/12/2012	8/8/2012	1,251	0	1,106	145			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
2	VANGUARD REIT VIPER	922908553		1/12/2012	5/8/2012	327	0	291	36			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
3	VANGUARD REIT VIPER	922908553		3/5/2012	5/8/2012	3,265	0	3,086	179			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
4	VANGUARD REIT VIPER	922908553		9/30/2009	10/20/2011	739	0	572	167			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
5	VANGUARD REIT VIPER	922908553		1/12/2009	10/20/2011	2,323	0	1,818	505			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
6	VANGUARD MSCI EMERGING MARKETS	922042858		9/30/2009	2/10/2012	388	0	349	39			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
7	VANGUARD MSCI EMERGING MARKETS	922042858		2/22/2010	2/10/2012	863	0	789	74			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
8	VANGUARD MSCI EMERGING MARKETS	922042858		1/12/2009	2/10/2012	1,252	0	1,176	76			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
9	TCW SMALL CAP GROWTH FUND-I #4728734N849			2/17/2011	10/20/2011	1,782	0	2,191	-409			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
10	SPDR DJ WILSHIRE INTERNATIONAL REIT 78463X863			4/28/2011	8/8/2012	698	0	741	-43			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
11	SPDR DJ WILSHIRE INTERNATIONAL REIT 78463X863			4/29/2011	8/8/2012	775	0	830	-55			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
12	SPDR DJ WILSHIRE INTERNATIONAL REIT 78463X863			4/29/2011	2/10/2012	2,045	0	2,408	-363			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
13	SPDR DJ WILSHIRE INTERNATIONAL REIT 78463X863			5/2/2011	2/10/2012	35	0	42	-7			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
14	SPDR DJ WILSHIRE INTERNATIONAL REIT 78463X863			5/2/2011	10/20/2011	1,381	0	1,706	-325			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
15	T ROWE PRICE SHORT TERM BD FD #5 77957P105			2/14/2012	8/8/2012	20,952	0	20,909	43			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
16	T ROWE PRICE SHORT TERM BD FD #5 77957P105			2/14/2012	5/8/2012	16,849	0	16,814	35			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
17	T ROWE PRICE SHORT TERM BD FD #5 77957P105			8/25/2009	1/12/2012	3,774	0	3,759	15			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
18	T ROWE PRICE SHORT TERM BD FD #5 77957P105			2/17/2011	1/12/2012	3,046	0	3,059	-13			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
19	T ROWE PRICE SHORT TERM BD FD #5 77957P105			10/2/2009	1/12/2012	2,849	0	2,855	-6			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
20	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/24/2011	1/12/2012	4,548	0	4,519	29			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
21	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/17/2011	1/12/2012	8,055	0	8,584	-509			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
22	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/12/2011	8/8/2012	9,264	0	8,887	377			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
23	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/7/2012	8/8/2012	2,096	0	2,037	59			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
24	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/12/2011	1/12/2012	14,194	0	14,140	54			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
25	PIMCO TOTAL RET FD-INST #35	693390700		2/17/2011	2/10/2012	19,820	0	19,303	517			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
26	PIMCO TOTAL RET FD-INST #35	693390700		2/17/2011	1/12/2012	12,915	0	12,738	177			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
27	PIMCO TOTAL RET FD-INST #35	693390700		4/28/2011	1/12/2012	21,805	0	21,904	-99			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
28	PIMCO TOTAL RET FD-INST #35	693390700		2/24/2010	1/12/2012	9,983	0	9,974	9			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
29	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/17/2011	2/10/2012	1,712	0	1,817	-105			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
30	MERGER FD SH BEN INT #260	589509108		2/17/2011	8/8/2012	428	0	431	-3			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
31	MERGER FD SH BEN INT #260	589509108		2/17/2011	10/20/2011	936	0	946	-10			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
32	MERGER FD SH BEN INT #260	589509108		4/28/2011	10/20/2011	283	0	290	-7			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
33	MAINSTAY EP US EQUITY-INS #1204	56063J302		1/12/2012	8/8/2012	6,232	0	5,831	401			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
34	MAINSTAY EP US EQUITY-INS #1204	56063J302		1/12/2012	8/8/2012	13,481	0	12,554	927			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
35	MAINSTAY EP US EQUITY-INS #1204	56063J302		1/12/2012	2/10/2012	8,859	0	8,478	381			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
36	MAINSTAY EP US EQUITY-INS #1204	56063J302		10/2/2009	2/10/2012	10,202	0	9,810	392			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
37	MAINSTAY EP US EQUITY-INS #1204	56063J302		10/2/2009	10/20/2011	1,620	0	1,638	-18			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
38	MAINSTAY EP US EQUITY-INS #1204	56063J302		4/28/2011	10/20/2011	212	0	243	-31			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
39	MFS VALUE FUND-CLASS I #893	552983694		2/17/2011	8/8/2012	1,776	0	1,724	52			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
40	MFS VALUE FUND-CLASS I #893	552983694		2/17/2011	5/8/2012	11,080	0	10,999	81			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
41	MFS VALUE FUND-CLASS I #893	552983694		2/17/2011	10/20/2011	993	0	1,107	-114			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
42	MFS VALUE FUND-CLASS I #893	552983694		4/28/2011	10/20/2011	770	0	878	-108			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
43	LAUDUS MONDRIAN INTL FLINT #2940	51855Q655		2/17/2011	8/8/2012	11,241	0	11,241	0			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
44	LAUDUS MONDRIAN INTL FLINT #2940	51855Q655		2/17/2011	1/12/2012	11,254	0	11,370	-116			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
45	KEELEY SMALL CAP VAL FD CL I #2251	487300808		3/7/2012	8/8/2012	1,137	0	1,118	19			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
46	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	10/20/2011	1,459	0	1,464	-5			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
47	ISHARES TR RUSSELL MIDCAP GROWT	464287481		3/5/2012	5/8/2012	36,836	0	37,377	-541			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
48	ISHARES S & P 500 INDEX FUND	464287200		9/30/2009	3/5/2012	4,111	0	3,187	924			0	0	0	0	0	0	0	0	0	0	0	0	0	0				
49	ISHARES S & P 500 INDEX FUND	464287200		1/12/2012	3/5/2012	5,344	0	5,068	276			0	0	0	0														

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

	Kind(s) of Property Sold	Amount		Totals																			
		Long Term CG Distributions	Short Term CG Distributions		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								
		3,198	0																				
59	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401					1/12/2012	3/5/2012	6,610	0	6,082	528			0	528								-1,539
60	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401					8/12/2011	3/5/2012	8,347	0	7,403	944			0	944								944
61	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401					2/17/2011	3/5/2012	16,351	0	16,941	-590			0	-590								-590
62	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401					2/24/2010	3/5/2012	4,436	0	3,615	821			0	821								821
63	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401					2/17/2011	10/20/2011	1,604	0	1,859	-255			0	-255								-255
64	JP MORGAN MID CAP VALUE-I #758					2/17/2011	8/8/2012	1,622	0	1,486	136			0	136								136
65	JP MORGAN MID CAP VALUE-I #758					2/17/2011	5/8/2012	4,712	0	4,448	264			0	264								264
66	JP MORGAN MID CAP VALUE-I #758					4/28/2011	5/8/2012	326	0	318	8			0	8								8
67	DODGE & COX INCOME FD COM #147					2/24/2010	2/10/2012	122	0	118	4			0	4								4
68	DODGE & COX INCOME FD COM #147					11/24/2009	2/10/2012	19,871	0	19,128	745			0	745								745
69	DODGE & COX INCOME FD COM #147					2/17/2011	1/12/2012	19,556	0	19,410	146			0	146								146
70	DODGE & COX INCOME FD COM #147					10/24/2011	1/12/2012	2,973	0	2,950	23			0	23								23
71	DODGE & COX INCOME FD COM #147					4/28/2011	1/12/2012	21,370	0	21,402	-32			0	-32								-32
72	DODGE & COX INTL STOCK FD #1048					2/17/2011	8/8/2012	8,182	0	9,695	-1,513			0	-1,513								-1,513
73	DODGE & COX INTL STOCK FD #1048					2/17/2011	2/10/2012	2,774	0	3,244	-470			0	-470								-470
74	CREDIT SUISSE COMM RT ST-CO #215622544R305					8/12/2011	8/8/2012	2,042	0	2,251	-209			0	-209								-209
75	ARTISAN MID CAP FUND-INS #1333					5/10/2012	8/8/2012	589	0	587	2			0	2								2
76	ARTISAN INTERNATIONAL FUND #661					3/7/2012	8/8/2012	4,565	0	4,395	170			0	170								170
77	ARTISAN INTERNATIONAL FUND #661					10/24/2011	2/10/2012	2,019	0	1,928	91			0	91								91
78	ARTISAN INTERNATIONAL FUND #661					10/2/2009	8/8/2012	5,248	0	4,451	797			0	797								797
79	SHORT TERM CTF LOSS							0	0	251	-251			0	-251								-251
80	LONG TERM CTF GAIN							89	0	0	89			0	89								89
81	FINAL YEAR K-1 ADJUSTMENT							0	0	7,614	-7,614			0	-7,614								-7,614
82	DISALLOWED SALE DUE TO WASH SAL							471	0	0	471			0	471								471
83	DISALLOWED SALE DUE TO WASH SAL							105	0	0	105			0	105								105
84	DISALLOWED SALE DUE TO WASH SAL							370	0	0	370			0	370								370

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	1,750
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	1,750

Part

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