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: J C. ALMY HARDING TRUST 207623000

A Employer identification number: 95-6718923

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062 | Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 872,080

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	16,838	16,707		
	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	60,798			
	b	Gross sales price for all assets on line 6a 351,936				
	7	Capital gain net income (from Part IV, line 2)		60,798		
	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	77,636	77,505	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	11,866	8,900		2,966
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,165	0	0	1,165
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	839	456	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)	10	0	0	10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,880	9,356	0	4,141
	25	Contributions, gifts, grants paid	35,500			35,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,380	9,356	0	39,641
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	28,256			
	b	**Net investment income** (if negative, enter -0-)		68,149		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	320	0	
	2	Savings and temporary cash investments	25,683	25,382	25,382
	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)	749,063	777,515	846,698
	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)	775,066	802,897	872,080
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	775,066	802,897	
	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)	775,066	802,897	
	31	**Total liabilities and net assets/fund balances** (see instructions)	775,066	802,897	

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	775,066
2	Enter amount from Part I, line 27a	2	28,256
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	803,322
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	425
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	802,897

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	60,798
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	44,462	894,070	0 049730
2009	27,763	808,461	0.034341
2008	26,452	696,217	0.037994
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0.122065
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 040688
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	836,512
5 Multiply line 4 by line 3	5	34,036
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	681
7 Add lines 5 and 6	7	34,717
8 Enter qualifying distributions from Part XII, line 4	8	39,641

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	681	
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	681	
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	681	
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 740			
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	740	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	59	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 59 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N 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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4.00	11,866	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	822,253
b	Average of monthly cash balances		1b	26,998
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	849,251
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	849,251
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	12,739
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	836,512
6	**Minimum investment return.** Enter 5% of line 5		6	41,826

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	41,826
2a	Tax on investment income for 2011 from Part VI, line 5	2a	681		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	681
3	Distributable amount before adjustments Subtract line 2c from line 1			3	41,145
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	41,145
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	41,145

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	39,641
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	39,641
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	681
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	38,960

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				41,145
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			18,474	
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 ▶ $ 39,641				
a	Applied to 2010, but not more than line 2a			18,474	
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				21,167
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				19,978
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 0				
b	Excess from 2008 0				
c	Excess from 2009 0				
d	Excess from 2010 0				
e	Excess from 2011 0				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	35,500
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	16,838	
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	60,798	
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		77,636	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 77,636

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ John F Schantz SVP Wells Fargo Bank N.A. | 1/18/2013 | ▶ 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	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		1/18/2013		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	

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

Recipient(s) paid during the year

Name
SD SPACE ANF SCIENCE FOUNDATION C/O JEFFREY W KIRSCH
Street
PO BOX 33303

City	State	Zip Code	Foreign Country
SAN DIEGO	CA	92103	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	26,531

Name
UNIVERSITY OF SOUTHERN CALIFORNIA - ATTN RUTH WERNIG
Street
TRESURER'S OFFICE BK402

City	State	Zip Code	Foreign Country
UNIVERSITY PARK	CA	90089	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,073

Name
SAN DIEGO STATE UNIVERSITY FOUNDATION - ATTN PATTY CASTNER
Street
5250 CAMPANILE DRIVE

City	State	Zip Code	Foreign Country
SAN DIEGO	CA	92182	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,947

Name
ALLIANCE OF SAN DIEGO CO. DENTAL SOCIETY C/O S WELLINGTON
Street
640 LORING ST

City	State	Zip Code	Foreign Country
SAN DIEGO	CA	92109	

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	2,949

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

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

	Amount
Long Term CG Distributions	3,719
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	351,936	291,138	60,798
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	INVESCO INTL GROWTH-Y #8	008882532			2/8/2012		8/9/2012	6,528	6,424				104
2	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		8/9/2012	118	119				-1
3	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		8/9/2012	1,593	1,750				-157
4	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		2/6/2012	1,790	1,626				164
5	X	JP MORGAN MID CAP VALUE-	339128100			2/4/2011		10/21/2011	1,845	1,905				-60
6	X	JP MORGAN MID CAP VALUE-	339128100			2/4/2011		2/6/2012	204	195				9
7	X	JP MORGAN MID CAP VALUE-	339128100			5/3/2010		2/6/2012	1,820	1,591				229
8	X	JP MORGAN MID CAP VALUE-	339128100			5/3/2010		5/9/2012	2,897	2,455				442
9	X	JP MORGAN MID CAP VALUE-	339128100			5/3/2010		8/9/2012	1,405	1,150				255
10	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/19/2010		10/21/2011	617	630				-13
11	X	GOLDMAN SACHS GRTH OPP	38142Y401			5/3/2010		10/21/2011	822	809				13
12	X	GOLDMAN SACHS GRTH OPP	38142Y401			5/3/2010		2/6/2012	1,544	1,416				128
13	X	GOLDMAN SACHS GRTH OPP	38142Y401			5/3/2010		4/10/2012	20,699	18,785				1,914
14	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/11/2011		4/10/2012	6,242	5,508				734
15	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2008		8/9/2012	4,900	6,816				-1,916
16	X	HUSSMAN STRATEGIC GROW	448108100			10/8/2010		8/9/2012	1,976	2,335				-359
17	X	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		8/9/2012	3,758	4,428				-670
18	X	KEELEY SMALL CAP VAL FD C	487300808			10/19/2009		2/6/2012	442	343				99
19	X	KEELEY SMALL CAP VAL FD C	487300808			7/23/2010		2/6/2012	1,842	1,454				388
20	X	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		2/6/2012	1,556	1,345				211
21	X	KEELEY SMALL CAP VAL FD C	487300808			4/20/2009		8/9/2012	3,461	1,904				1,557
22	X	KEELEY SMALL CAP VAL FD C	487300808			8/11/2009		8/9/2012	18,382	12,727				5,655
23	X	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		8/9/2012	4,732	4,092				640
24	X	KEELEY SMALL CAP VAL FD C	487300808			5/11/2012		8/9/2012	1,439	1,398				41
25	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		10/21/2011	1,623	1,625				-2
26	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		8/9/2012	7,771	7,455				316
27	X	T ROWE PRICE BLUE CHIP GI	77954Q106			2/8/2012		8/9/2012	1,770	1,704				66
28	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		5/9/2012	1,481	1,706				-225
29	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		5/9/2012	72	83				-11
30	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		8/9/2012	1,965	2,117				-152
31	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		2/6/2012	2,101	1,904				197
32	X	TEMPLETON FOREIGN FD - A	880196506			2/8/2012		8/9/2012	6,043	6,396				-353
33	X	VANGUARD MSCI EMERGING	922042858			2/2/2011		2/6/2012	655	714				-59
34	X	VANGUARD MSCI EMERGING	922042858			11/19/2010		2/6/2012	743	799				-56
35	X	VANGUARD REIT VIPER	922908553			7/21/2010		2/6/2012	692	537				155
36	X	VANGUARD REIT VIPER	922908553			10/21/2011		2/6/2012	1,637	1,409				228
37	X	VANGUARD REIT VIPER	922908553			8/7/2009		2/6/2012	2,644	1,615				1,029
38	X	VANGUARD REIT VIPER	922908553			8/7/2009		5/9/2012	1,502	884				618
39	X	VANGUARD REIT VIPER	922908553			8/7/2009		8/9/2012	263	151				112
40	X	WF ADV INDEX FUND-ADMIN	94975G686			7/23/2010		10/21/2011	1,893	1,745				148
41	X	WF ADV INDEX FUND-ADMIN	94975G686			5/8/2009		10/21/2011	44	34				10
42	X	WF ADV INDEX FUND-ADMIN	94975G686			5/8/2009		5/9/2012	1,608	1,186				422
43	X	WF ADV INDEX FUND-ADMIN	94975G686			5/8/2009		8/9/2012	360	255				105
44	X	WF ADV INDEX FUND-ADMIN	94975G686			2/9/2009		8/9/2012	2,176	1,434				742
45	X	WF ADV C & B LARGE CAP VA	94975J268			2/4/2011		10/21/2011	2,034	2,127				-93
46	X	WF ADV C & B LARGE CAP VA	94975J268			2/4/2011		2/6/2012	1,551	1,553				-2
47	X	WF ADV C & B LARGE CAP VA	94975J268			5/3/2010		2/6/2012	557	525				32
48	X	WF ADV C & B LARGE CAP VA	94975J268			5/3/2010		5/9/2012	13,476	12,534				942
49	X	WF ADV C & B LARGE CAP VA	94975J268			5/3/2010		8/9/2012	1,172	1,072				100
50	X	WELLS FARGO ADV TOT RT B	94975J581			2/8/2012		5/9/2012	1,529	1,513				16
51	X	WELLS FARGO ADV EMG MK	94975P751			11/19/2010		2/6/2012	879	892				-13

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

	Amount
Long Term CG Distributions	3,719
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	351,936	291,138	60,798
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
52	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		8/9/2012	2,002	2,000				2
53	X	WELLS FARGO ADV INTL BON	94985D582			7/23/2010		8/9/2012	5,663	5,559				104
54	X	WF ADV CAPITAL GROWTH F	949915615			2/9/2009		2/6/2012	32,633	20,402				12,231
55	X	WF ADV CAPITAL GROWTH F	949915615			7/23/2010		2/6/2012	10,570	8,424				2,146
56	X	WF ADV CAPITAL GROWTH F	949915615			5/3/2010		2/6/2012	19,918	17,297				2,621
57	X	WELLS FARGO ADV DIV INTL	949917322			2/9/2009		2/6/2012	90,486	64,370				26,116
58	X	WELLS FARGO ADV DIV INTL	949917322			5/3/2010		2/6/2012	4,124	3,947				177
59	X	WELLS FARGO ADV DIV INTL	949917322			5/8/2009		2/6/2012	1,802	1,406				396
60	X	WELLS FARGO ADV DIV INTL	949917322			11/19/2010		2/6/2012	11,493	11,929				-436
61	X	WELLS FARGO ADV DIV INTL	949917322			10/21/2011		2/6/2012	2,180	2,071				109
62	X	WELLS FARGO ADV HI INC-IN	949917538			3/12/2007		5/9/2012	1,620	1,695				-75
63	X	WF ADV GOVT SECURITIES- I	949917579			2/8/2012		5/9/2012	2,230	2,212				18
64	X	WF ADV SHORT-TERM BOND	949917652			4/28/2011		10/21/2011	1,019	1,027				-8
65	X	WF ADV SHORT-TERM BOND	949917652			4/28/2011		2/6/2012	5,924	5,944				-20
66	X	WF ADV SHORT-TERM BOND	949917652			4/28/2011		8/9/2012	4,308	4,303				5
67	X	WF ADV SHORT-TERM BOND	949917652			5/11/2012		8/9/2012	2,338	2,338				0
68	X	WF ADV SHORT-TERM BOND	949917652			5/3/2010		8/9/2012	1,054	1,040				14

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,165	0	0	1,165
1	TAX PREP FEES	1,165			1,165
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
		839	456	0	0
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	383			
3	FOREIGN TAX WITHHELD	456	456		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10	0	0	10
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	10			10
4					
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
			749,063	777,515	846,698
1			749,063	777,515	846,698
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Amount
Long Term CG Distributions	3,719
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	348,217	0	291,138	57,079	0	0	0	57,079
1	INVESCO INTL GROWTH-Y #8516	008882532		2/8/2012	8/9/2012	6,528	0	6,424	104			0	104
2	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	8/9/2012	118	0	119	-1			0	-1
3	CREDIT SUISSE COMM RT ST-CO #215	22544R305		8/11/2011	8/9/2012	1,593	0	1,750	-157			0	-157
4	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/3/2010	2/6/2012	1,790	0	1,626	164			0	164
5	JP MORGAN MID CAP VALUE-I #758	339128100		2/4/2011	10/21/2011	1,845	0	1,905	-60			0	-60
6	JP MORGAN MID CAP VALUE-I #758	339128100		2/4/2011	2/6/2012	204	0	195	9			0	9
7	JP MORGAN MID CAP VALUE-I #758	339128100		5/3/2010	2/6/2012	1,820	0	1,591	229			0	229
8	JP MORGAN MID CAP VALUE-I #758	339128100		5/3/2010	5/9/2012	2,897	0	2,455	442			0	442
9	JP MORGAN MID CAP VALUE-I #758	339128100		5/3/2010	8/9/2012	1,405	0	1,150	255			0	255
10	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		11/19/2010	10/21/2011	617	0	630	-13			0	-13
11	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		5/3/2010	10/21/2011	822	0	809	13			0	13
12	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		5/3/2010	2/6/2012	1,544	0	1,416	128			0	128
13	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		5/3/2010	4/10/2012	20,699	0	18,785	1,914			0	1,914
14	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		8/11/2011	4/10/2012	6,242	0	5,508	734			0	734
15	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	8/9/2012	4,900	0	6,816	-1,916			0	-1,916
16	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/8/2010	8/9/2012	1,976	0	2,335	-359			0	-359
17	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/11/2009	8/9/2012	3,758	0	4,428	-670			0	-670
18	KEELEY SMALL CAP VAL FD CL I #2251	487300808		10/19/2009	2/6/2012	442	0	343	99			0	99
19	KEELEY SMALL CAP VAL FD CL I #2251	487300808		7/23/2010	2/6/2012	1,842	0	1,454	388			0	388
20	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2011	2/6/2012	1,556	0	1,345	211			0	211
21	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	8/9/2012	3,461	0	1,904	1,557			0	1,557
22	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2009	8/9/2012	18,382	0	12,727	5,655			0	5,655
23	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/11/2011	8/9/2012	4,732	0	4,092	640			0	640
24	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/11/2012	8/9/2012	1,439	0	1,398	41			0	41
25	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	10/21/2011	1,623	0	1,625	-2			0	-2
26	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	8/9/2012	7,771	0	7,455	316			0	316
27	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		2/8/2012	8/9/2012	1,770	0	1,704	66			0	66
28	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	5/9/2012	1,481	0	1,706	-225			0	-225
29	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	5/9/2012	72	0	83	-11			0	-11
30	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	8/9/2012	1,965	0	2,117	-152			0	-152
31	TCW SMALL CAP GROWTH FUND-I #472	87234N849		5/3/2010	2/6/2012	2,101	0	1,904	197			0	197
32	TEMPLETON FOREIGN FD - ADV #604	880196506		2/8/2012	8/9/2012	6,043	0	6,396	-353			0	-353
33	VANGUARD MSCI EMERGING MARKETS	922042858		2/2/2011	2/6/2012	655	0	714	-59			0	-59
34	VANGUARD MSCI EMERGING MARKETS	922042858		11/19/2010	2/6/2012	743	0	799	-56			0	-56
35	VANGUARD REIT VIPER	922908553		7/21/2010	2/6/2012	692	0	537	155			0	155
36	VANGUARD REIT VIPER	922908553		10/21/2011	2/6/2012	1,637	0	1,409	228			0	228
37	VANGUARD REIT VIPER	922908553		8/7/2009	2/6/2012	2,644	0	1,615	1,029			0	1,029
38	VANGUARD REIT VIPER	922908553		8/7/2009	5/9/2012	1,502	0	884	618			0	618
39	VANGUARD REIT VIPER	922908553		8/7/2009	8/9/2012	263	0	151	112			0	112
40	WF ADV INDEX FUND-ADMIN #88	94975G686		7/23/2010	10/21/2011	1,893	0	1,745	148			0	148
41	WF ADV INDEX FUND-ADMIN #88	94975G686		5/8/2009	10/21/2011	44	0	34	10			0	10
42	WF ADV INDEX FUND-ADMIN #88	94975G686		5/8/2009	5/9/2012	1,608	0	1,186	422			0	422
43	WF ADV INDEX FUND-ADMIN #88	94975G686		5/8/2009	8/9/2012	360	0	255	105			0	105
44	WF ADV INDEX FUND-ADMIN #88	94975G686		2/9/2009	8/9/2012	2,176	0	1,434	742			0	742
45	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/4/2011	10/21/2011	2,034	0	2,127	-93			0	-93
46	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/4/2011	2/6/2012	1,551	0	1,553	-2			0	-2
47	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		5/3/2010	2/6/2012	557	0	525	32			0	32
48	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		5/3/2010	5/9/2012	13,476	0	12,534	942			0	942
49	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		5/3/2010	8/9/2012	1,172	0	1,072	100			0	100
50	WELLS FARGO ADV TOT RT BD FD-IN #	94975J581		2/8/2012	5/9/2012	1,529	0	1,513	16			0	16
51	WELLS FARGO ADV EMG MK E-INS #41	94975P751		11/19/2010	2/6/2012	879	0	892	-13			0	-13
52	WELLS FARGO ADV INTL BOND-IS #470	94985D582		2/4/2011	8/9/2012	2,002	0	2,000	2			0	2
53	WELLS FARGO ADV INTL BOND-IS #470	94985D582		7/23/2010	8/9/2012	5,663	0	5,559	104			0	104
54	WF ADV CAPITAL GROWTH FUND-I#312	949915615		2/9/2009	2/6/2012	32,633	0	20,402	12,231			0	12,231
55	WF ADV CAPITAL GROWTH FUND-I#312	949915615		7/23/2010	2/6/2012	10,570	0	8,424	2,146			0	2,146
56	WF ADV CAPITAL GROWTH FUND-I#312	949915615		5/3/2010	2/6/2012	19,918	0	17,297	2,621			0	2,621
57	WELLS FARGO ADV DIV INTL FD-I #311	949917322		2/9/2009	2/6/2012	90,486	0	64,370	26,116			0	26,116
58	WELLS FARGO ADV DIV INTL FD-I #311	949917322		5/3/2010	2/6/2012	4,124	0	3,947	177			0	177

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

	Amount
Long Term CG Distributions	3,719
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	348,217	0	291,138	57,079	0	0	0	57,079
59	WELLS FARGO ADV DIV INTL FD-I #311	949917322		5/8/2009	2/6/2012	1,802	0	1,406	396			0	396
60	WELLS FARGO ADV DIV INTL FD-I #311	949917322		11/19/2010	2/6/2012	11,493	0	11,929	-436			0	-436
61	WELLS FARGO ADV DIV INTL FD-I #311	949917322		10/21/2011	2/6/2012	2,180	0	2,071	109			0	109
62	WELLS FARGO ADV HI INC-INS #3110	949917538		3/12/2007	5/9/2012	1,620	0	1,695	-75			0	-75
63	WF ADV GOVT SECURITIES- I #3101	949917579		2/8/2012	5/9/2012	2,230	0	2,212	18			0	18
64	WF ADV SHORT-TERM BOND FUND-I#3	949917652		4/28/2011	10/21/2011	1,019	0	1,027	-8			0	-8
65	WF ADV SHORT-TERM BOND FUND-I#3	949917652		4/28/2011	2/6/2012	5,924	0	5,944	-20			0	-20
66	WF ADV SHORT-TERM BOND FUND-I#3	949917652		4/28/2011	8/9/2012	4,308	0	4,303	5			0	5
67	WF ADV SHORT-TERM BOND FUND-I#3	949917652		5/11/2012	8/9/2012	2,338	0	2,338	0			0	0
68	WF ADV SHORT-TERM BOND FUND-I#3	949917652		5/3/2010	8/9/2012	1,054	0	1,040	14			0	14

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

11,866

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A.	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4.00	11,866
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

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

		Date		Amount
1	Credit from prior year return		1	357
2	First quarter estimated tax payment	3/9/2012	2	13
3	Second quarter estimated tax payment	6/11/2012	3	185
4	Third quarter estimated tax payment	9/11/2012	4	185
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	740

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	18,474
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,474

MIDLAND COMMUNITY CLUB T/U/A
EIN: 91-6281184
Tax Year: 09/30/12

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	207623000	95-6718923	589509108	MERGER FD SH BEN INT #260	17118	1073.9020	16899.92
Invest - Other	207623000	95-6718923	693390882	PIMCO FOREIGN BD FD USD H-INST #103	7868.5	695.7120	7388.46
Invest - Other	207623000	95-6718923	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	62721.31	1359.0750	57910.19
Invest - Other	207623000	95-6718923	880196506	TEMPLETON FOREIGN FD - ADV #604	51112.83	7986.3800	51660.61
Invest - Other	207623000	95-6718923	94975G686	WF ADV INDEX FUND-ADMIN #88	36743.5	745.7580	23513.76
Invest - Other	207623000	95-6718923	04314H600	ARTISAN MID CAP FUND-INS #1333	30032.92	745.7890	29591.05
Invest - Other	207623000	95-6718923	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	28905.24	992.9660	26474.74
Invest - Other	207623000	95-6718923	008882532	INVESCO INTL GROWTH-Y #8516	49956.62	1773.3980	48245.98
Invest - Other	207623000	95-6718923	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	42460.53	2849.7000	42404.46
Invest - Other	207623000	95-6718923	339128100	JP MORGAN MID CAP VALUE-I #758	24716.1	888.1100	19607.56
Invest - Other	207623000	95-6718923	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	20913 6	1918.6790	24130.18
Invest - Other	207623000	95-6718923	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	7909.37	670.2860	7527.31
Invest - Other	207623000	95-6718923	94975J581	WELLS FARGO ADV TOT RT BD FD-IN #944	44026.66	3280.6750	40714.71
Invest - Other	207623000	95-6718923	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	37278.99	1716.3440	38194.79
Invest - Other	207623000	95-6718923	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	47270.97	5341.3520	35493.36
Invest - Other	207623000	95-6718923	922908553	VANGUARD REIT VIPER	33524.06	516.0000	17221.71
Invest - Other	207623000	95-6718923	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	27601.8	1172.0510	26746.2
Invest - Other	207623000	95-6718923	922042858	VANGUARD MSCI EMERGING MARKETS ETF	36171.24	867.0000	34922.38
Invest - Other	207623000	95-6718923	949917579	WF ADV GOVT SECURITIES- I #3101	42827.01	3737.0860	40320.53
Invest - Other	207623000	95-6718923	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	15427.34	1749.1320	15182.47
Invest - Other	207623000	95-6718923	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	34383	876.0000	30030.31
Invest - Other	207623000	95-6718923	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	35203.48	1919.4920	31694.11
Invest - Other	207623000	95-6718923	949917538	WELLS FARGO ADV HI INC-INS #3110	46565.86	6008.4980	43992.71
Invest - Other	207623000	95-6718923	367829884	GATEWAY FUND - Y #1986	21473.54	780.5720	21372.06
Invest - Other	207623000	95-6718923	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	44485.22	5196.8720	46275.22
				TOTAL INVEST - OTHER	**846697.69**		**777514.78**
Savings & Temp Inv	207623000	95-6718923	VP0528308	FEDERATED TREAS OBL FD 68	1654.55	1654.5500	1654.55
Savings & Temp Inv	207623000	95-6718923	VP0528308	FEDERATED TREAS OBL FD 68	23727.08	23727.0800	23727.08
				TOTAL SAVINGS & TEMP INV	**25381.63**		**25381.63**
				TOTAL INVESTMENTS	**872079.32**		**802896.41**