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Form **990-PF**

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning 11/1/2011, and ending 10/31/2012

Name of foundation: **BROWN G FBO AMER CANCER SOCIETY TUW**

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: \_\_\_\_\_

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

**A Employer identification number**  
23-6700946

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

**C** If exemption application is pending, check here

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

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

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

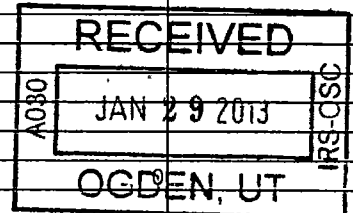
**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 256,400**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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	6,138	6,105		
	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	3,844			
	b Gross sales price for all assets on line 6a	82,738			
	7 Capital gain net income (from Part IV, line 2)			3,844	
	8 Net short-term capital gain				
	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 <b>Total. Add lines 1 through 11</b>	9,982	9,949	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	4,413	3,310		1,103
	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)	500	0	0	500
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	369	80	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	5,282	3,390	0	1,603
	25 Contributions, gifts, grants paid	11,673			11,673
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	16,955	3,390	0	13,276	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,973				
b Net investment income (if negative, enter -0-)		6,559			
c Adjusted net income (if negative, enter -0-)			0		



POSTMARK DATE JAN 25 2013

SCANNED FEB 05 2012

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	8,860	7,622	7,622
	3 Accounts receivable	0	0	0
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0	0	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	0	0
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	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	0	0
Less accumulated depreciation (attach schedule)	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	241,386	235,618	248,778	
14 Land, buildings, and equipment basis	0	0	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)	250,246	243,240	256,400	
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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	250,246	243,240	
	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)	250,246	243,240		
31 Total liabilities and net assets/fund balances (see instructions)	250,246	243,240		

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	250,246
2 Enter amount from Part I, line 27a	2	-6,973
3 Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	26
4 Add lines 1, 2, and 3	4	243,299
5 Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	59
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	243,240

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> 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		<b>2</b>	3,844	
<b>3</b> 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		<b>3</b>	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	12,270	267,962	0 045790
2009	10,230	248,558	0 041157
2008	15,036	214,649	0 070049
2007	8,460	289,929	0 029180
2006	12,731	311,954	0 040811
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 226987
<b>3</b> 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			<b>3</b> 0 045397
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 254,145
<b>5</b> Multiply line 4 by line 3			<b>5</b> 11,537
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 66
<b>7</b> Add lines 5 and 6			<b>7</b> 11,603
<b>8</b> 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			<b>8</b> 13,276

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
<b>3</b> Add lines 1 and 2			66
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			66
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	156	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d			156
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			0
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			90
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 66 Refunded <input type="checkbox"/> 24			24

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</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)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	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)	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> N/A	<b>13</b>	X	
<b>14</b>	The books are in care of <b>▶</b> WELLS FARGO BANK N A Telephone no <b>▶</b> 888-730-4933 Located at <b>▶</b> 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 <b>▶</b> 19106-2112			
<b>15</b>	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 <b>▶</b> 15 N/A			
<b>16</b>	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 <b>▶</b>	<b>16</b>	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
<b>1a</b>	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>b</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 <b>▶</b> <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	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 <b>▶</b> 20 _____, 20 _____, 20 _____, 20 _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> 20 _____, 20 _____, 20 _____, 20 _____		
<b>3a</b>	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>b</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)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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 4,413	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
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . .	▶	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
<b>1</b> NONE .....	
.....	
<b>2</b> .....	
.....	
<b>3</b> .....	
.....	
<b>4</b> .....	
.....	

**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
<b>1</b> NONE .....	
.....	
<b>2</b> .....	
.....	
All other program-related investments. See instructions	
<b>3</b> NONE .....	
.....	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	247,672
<b>b</b>	Average of monthly cash balances	<b>1b</b>	10,343
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	258,015
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	258,015
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	3,870
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	254,145
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	12,707

**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.)

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	12,707
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	66	
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	66	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	12,641	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	12,641	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	12,641	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	13,276
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	13,276
<b>5</b>	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)	<b>5</b>	66
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	13,210

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				12,641
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			11,967	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	0			
<b>d</b> From 2009	0			
<b>e</b> From 2010	0			
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 <b>▶</b> \$ <u>13,276</u>				
<b>a</b> Applied to 2010, but not more than line 2a			11,967	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				1,309
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				11,332
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	0			
<b>c</b> Excess from 2009	0			
<b>d</b> Excess from 2010	0			
<b>e</b> 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	
<b>2 a</b> 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>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
- NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				▶ <b>3a</b> 11,673
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>				▶ <b>3b</b> 0





Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	1513100661	23-6700946			0	0
Savings & Temp Inv	1513100661	23-6700946	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	6481 95	6481 95
Savings & Temp Inv	1513100661	23-6700946	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1140 54	1140 54
				<b>Total Cash, Savings, &amp; Temp. Inv</b>	<b>7622.49</b>	<b>7622.49</b>
Invest - Other	1513100661	23-6700946	04314H204	ARTISAN INTERNATIONAL FUND #661	11623 92	10133 16
Invest - Other	1513100661	23-6700946	256210105	DODGE & COX INCOME FD COM #147	24439 02	22579 33
Invest - Other	1513100661	23-6700946	411511504	HARBOR CAPITAL APRCTION-INST #2012	14851 39	13452 8
Invest - Other	1513100661	23-6700946	589509108	MERGER FD SH BEN INT #260	3865 26	3874 73
Invest - Other	1513100661	23-6700946	693390700	PIMCO TOTAL RET FD-INST #35	24562 48	22340 76
Invest - Other	1513100661	23-6700946	693390882	PIMCO FOREIGN BD FD USD H-INST #103	5965 3	5334 19
Invest - Other	1513100661	23-6700946	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5717 7	5694 17
Invest - Other	1513100661	23-6700946	04314H600	ARTISAN MID CAP FUND-INS #1333	6789 59	6990 6
Invest - Other	1513100661	23-6700946	87234N849	ICW SMALL CAP GROWTH FUND-I #4724	6191 59	6701 67
Invest - Other	1513100661	23-6700946	464287200	ISHARES CORE S & P 500 ETF	8771 76	7707 4
Invest - Other	1513100661	23-6700946	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	5856 31	5990 32
Invest - Other	1513100661	23-6700946	256206103	DODGE & COX INT'L STOCK FD #1048	11818 8	10854 25
Invest - Other	1513100661	23-6700946	552983694	MFS VALUE FUND-CLASS I #893	11595 36	10664 66
Invest - Other	1513100661	23-6700946	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	12704 1	12343 06
Invest - Other	1513100661	23-6700946	262028855	DRIEHAUS ACTIVE INCOME FUND	3955 99	3888 75
Invest - Other	1513100661	23-6700946	339128100	JP MORGAN MID CAP VALUE-I #758	5846 88	4890 08
Invest - Other	1513100661	23-6700946	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	5116 03	5809 73
Invest - Other	1513100661	23-6700946	922908553	VANGUARD REIT VIPER	8691 3	7152 69
Invest - Other	1513100661	23-6700946	922042858	VANGUARD MSCI EMERGING MARKETS ETF	7593 58	8354 32
Invest - Other	1513100661	23-6700946	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	7941 17	8073 76
Invest - Other	1513100661	23-6700946	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	9247 93	8440 66
Invest - Other	1513100661	23-6700946	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	6393 99	5825 39
Invest - Other	1513100661	23-6700946	76628T645	RIDGEWORTH SEIX HY BD-I #5855	13916 13	13060 54
Invest - Other	1513100661	23-6700946	367829884	GATEWAY FUND - Y #1986	6185	6203 11
Invest - Other	1513100661	23-6700946	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	12542 87	13274 15
Invest - Other	1513100661	23-6700946	487300808	KEELEY SMALL CAP VAL FD CL I #2251	6594 12	5983 33
				<b>Total Other Investments</b>	<b>248777.57</b>	<b>235617.61</b>

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23-6700946 Page 1 of 1

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

Recipient(s) paid during the year

Name  
 AMERICAN CANCER SOCIETY

Street  
 PO BOX 720366

City OKLAHOMA CITY	State OK	Zip Code 73162	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 11,673

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss
									Gross Sales Price	Cost or Other Basis	Cost, Other Basis and Expenses	
									Long Term CG Distributions      763 Short Term CG Distributions      0			
1	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/8/2012	263	212		51
2	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/8/2012	327	267		60
3	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012	806	694		112
4	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		8/21/2012	288	330		-42
5	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		2/10/2012	475	518		-43
6	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		8/21/2012	329	349		-20
7	X	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		2/10/2012	500	495		5
8	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/21/2012	271	278		-7
9	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	620	634		-14
10	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	9,346	9,327		19
11	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	3,048	3,042		6
12	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		5/8/2012	3,237	3,237		0
13	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		8/21/2012	305	290		15
14	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		8/8/2012	960	923		37
15	X	PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	837	807		30
16	X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/8/2012	1,022	967		55
17	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		8/21/2012	364	366		-2
18	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	6,903	6,816		87
19	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	1,974	1,960		14
20	X	OPPENHEIMER DEVELOPING	683974505			10/20/2011		8/21/2012	259	279		-20
21	X	MERGER FD SH BEN INT #260	589509108			10/20/2011		8/8/2012	1,382	1,377		5
22	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		8/8/2012	3,608	3,339		269
23	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		5/8/2012	301	285		16
24	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		2/10/2012	3,815	3,627		188
25	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/21/2012	479	460		19
26	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/8/2012	500	484		16
27	X	LAUDUS MONDRIAN INTL FUND	51855Q655			10/20/2011		8/8/2012	2,493	2,585		-92
28	X	KEELEY SMALL CAP VAL FUND	487300808			12/17/2010		8/21/2012	369	349		20
29	X	KEELEY SMALL CAP VAL FUND	487300808			5/10/2012		8/8/2012	284	278		6
30	X	KEELEY SMALL CAP VAL FUND	487300808			12/17/2010		2/10/2012	773	748		25
31	X	ISHARES S & P 500 INDEX FUND	464287200			8/8/2012		8/21/2012	426	422		4
32	X	ISHARES S & P 500 INDEX FUND	464287200			10/20/2011		5/8/2012	3,537	3,168		369
33	X	ISHARES S & P 500 INDEX FUND	464287200			10/20/2011		2/10/2012	538	487		51
34	X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		8/8/2012	4,552	5,166		-614
35	X	HARBOR CAPITAL APRTION	411511504			5/25/2011		8/21/2012	629	584		45
36	X	HARBOR CAPITAL APRTION	411511504			5/25/2011		2/10/2012	492	467		25
37	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	4,741	2,996		1,745
38	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/5/2008		4/10/2012	1,811	958		853
39	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/10/2012	442	282		160
40	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		8/21/2012	274	274		0
41	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/21/2012	272	235		37
42	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/8/2012	351	306		45
43	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/8/2012	682	611		71
44	X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/10/2012	605	564		41
45	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		8/21/2012	263	274		-11
46	X	DODGE & COX INCOME FUND	256210105			8/10/2012		8/21/2012	454	455		-1
47	X	DODGE & COX INCOME FUND	256210105			8/29/2007		2/10/2012	2,398	2,208		190
48	X	DODGE & COX INCOME FUND	256210105			8/29/2007		2/10/2012	6,367	6,269		98
49	X	DODGE & COX INT'L STOCK F	256206103			8/29/2007		8/21/2012	480	699		-219
50	X	DODGE & COX INT'L STOCK F	256206103			8/29/2007		8/8/2012	1,857	2,748		-891
51	X	DODGE & COX INT'L STOCK F	256206103			8/29/2007		8/8/2012	1,857	2,748		-891

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
									Gross Sales Price	Cost or Other Basis				
		Long Term CG Distributions	Amount 763					Securities		82,738	78,894			3,844
		Short Term CG Distributions	0					Other sales		0	0			0
52	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		8/21/2012		269	268			1
53	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/21/2012		437	488			-51
54	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/8/2012		473	535			-62
55	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		8/21/2012		316	318			-2
56	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/21/2012		370	327			43
57	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012		2,039	1,821			218
58	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		2/10/2012		282	266			16
59	X	COST BASIS ADJUSTMENT								86				86

**Line 16b (990-PF) - Accounting Fees**

		500	0	0	0	500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1	TAX PREP FEES	500				500
2						
3						
4						
5						
6						
7						
8						
9						
10						

**Line 18 (990-PF) - Taxes**

		369	80	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	133			
2	ESTIMATED EXCISE TAX PAID	156			
3	FOREIGN TAX WITHHELD	80	80		
4					
5					
6					
7					
8					
9					
10					



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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses		
						Amount	763										
	Long Term CG Distributions																
	Short Term CG Distributions																
1	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012			263	0	212	51			0			3,081
2	VANGUARD REIT VIPER	922908553		12/17/2010	5/8/2012			327	0	267	60			0			60
3	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012			806	0	694	112			0			112
4	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	8/21/2012			288	0	330	-42			0			-42
5	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	2/10/2012			475	0	518	-43			0			-43
6	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	8/21/2012			329	0	349	-20			0			-20
7	TCW SMALL CAP GROWTH FUND-I #47287234N849			12/17/2010	2/10/2012			500	0	495	5			0			5
8	SPDR DJ WILSHIRE INTERNATIONAL R878463X863			5/23/2011	8/21/2012			271	0	278	-7			0			-7
9	SPDR DJ WILSHIRE INTERNATIONAL R878463X863			5/23/2011	8/8/2012			620	0	634	-14			0			-14
10	T ROWE PRICE SHORT TERM BD FD #5177957P105			2/14/2012	8/8/2012			9,346	0	9,327	19			0			19
11	T ROWE PRICE SHORT TERM BD FD #5177957P105			2/14/2012	5/8/2012			3,048	0	3,042	6			0			6
12	T ROWE PRICE SHORT TERM BD FD #5177957P105			8/29/2011	5/8/2012			3,237	0	3,237	0			0			0
13	RIDGEWORTH SEIX HY BD-I #5855	766281645		8/26/2011	8/21/2012			305	0	290	15			0			15
14	RIDGEWORTH SEIX HY BD-I #5855	766281645		8/26/2011	8/8/2012			394	0	375	19			0			19
15	PIMCO FOREIGN BD FD USD H-INST #16	693390882		8/26/2011	8/8/2012			960	0	923	37			0			37
16	PIMCO FOREIGN BD FD USD H-INST #16	693390882		2/14/2012	8/8/2012			837	0	807	30			0			30
17	PIMCO FOREIGN BD FD USD H-INST #16	693390882		5/25/2011	8/8/2012			1,022	0	967	55			0			55
18	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	8/21/2012			364	0	366	-2			0			-2
19	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012			6,903	0	6,816	87			0			87
20	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012			1,974	0	1,960	14			0			14
21	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	8/21/2012			259	0	279	-20			0			-20
22	MERGER FD SH BEN INT #260	589509108		10/20/2011	8/8/2012			1,382	0	1,377	5			0			5
23	MAINSTAY EP US EQUITY-INS #1204	560631302		10/20/2011	8/8/2012			3,608	0	3,339	269			0			269
24	MAINSTAY EP US EQUITY-INS #1204	560631302		10/20/2011	5/8/2012			301	0	285	16			0			16
25	MAINSTAY EP US EQUITY-INS #1204	560631302		10/20/2011	2/10/2012			3,815	0	3,627	188			0			188
26	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/21/2012			479	0	460	19			0			19
27	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/8/2012			500	0	484	16			0			16
28	LAUDUS MONDRIAN INTL F-INST #2940	518550655		10/20/2011	8/8/2012			2,493	0	2,585	-92			0			-92
29	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	8/21/2012			369	0	349	20			0			20
30	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/8/2012			284	0	278	6			0			6
31	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012			773	0	748	25			0			25
32	ISHARES S & P 500 INDEX FUND	464287200		8/8/2012	8/21/2012			426	0	422	4			0			4
33	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	5/8/2012			3,537	0	3,168	369			0			369
34	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	2/10/2012			538	0	487	51			0			51
35	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	8/8/2012			4,552	0	5,166	-614			0			-614
36	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	8/21/2012			629	0	584	45			0			45
37	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	2/10/2012			492	0	467	25			0			25
38	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			10/31/2008	4/10/2012			4,741	0	2,996	1,745			0			1,745
39	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			12/5/2008	8/10/2012			1,811	0	958	853			0			853
40	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			10/31/2008	2/10/2012			442	0	282	160			0			160
41	GATEWAY FUND - Y #1986	367829884		8/10/2012	8/21/2012			274	0	274	0			0			0
42	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/21/2012			272	0	235	37			0			37
43	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012			351	0	306	45			0			45
44	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/8/2012			682	0	611	71			0			71
45	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/10/2012			605	0	564	41			0			41
46	DIREVY EMG MKT DEBT LOC C-I #608	261980494		8/26/2011	8/21/2012			263	0	274	-11			0			-11
47	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	8/21/2012			454	0	455	-1			0			-1
48	DODGE & COX INCOME FD COM #147	256210105		8/29/2007	2/10/2012			2,398	0	2,208	190			0			190
49	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012			6,367	0	6,269	98			0			98
50	DODGE & COX INTL STOCK FD #1048	256206103		8/29/2007	8/8/2012			1,857	0	2,748	-891			0			-891
51	DODGE & COX INTL STOCK FD #1048	256206103		8/10/2012	8/21/2012			269	0	268	1			0			1
52	DIAMOND HILL LONG-SHORT FD CL I #125264S833			8/26/2011	8/21/2012			437	0	488	-51			0			-51
53	CREDIT SUISSE COMM RT ST-CO #215422544R305			8/26/2011	8/21/2012			473	0	535	-62			0			-62
54	CREDIT SUISSE COMM RT ST-CO #215422544R305			8/26/2011	8/8/2012			473	0	535	-62			0			-62
55	ARTISAN MID CAP FUND-INS #1333	04314H600		8/26/2011	8/21/2012			316	0	318	-2			0			-2
56	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	8/21/2012			370	0	327	43			0			43
57	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	8/8/2012			2,039	0	1,821	218			0			218
58	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	2/10/2012			282	0	266	16			0			16



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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A Trust T		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		Trustee	4 00	4,413
2										
3										
4										
5										
6										
7										
8										
9										
10										

4,413

**Part**

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

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	3/9/2012	2	156
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	156

**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	11,967
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	11,967