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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2011Treated as a Private Foundation
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

12/01, 2011, and ending

11/30, 2012

Name of foundation GIBBS - VAR CHAR 485-1513077250		A Employer identification number 23-6754370
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (540) 510-3755
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state, and ZIP code CHARLOTTE, NC 28288		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
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) ▶ \$ 12,824,237.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

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)
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	32.	32.		STMT 1
4	Dividends and interest from securities	328,800.	327,979.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	533,862.			
b	Gross sales price for all assets on line 6a	5,095,179.			
7	Capital gain net income (from Part IV, line 2)		533,862.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	862,694.	861,873.		
13	Compensation of officers, directors, trustees, etc.	131,933.	118,740.		13,193.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	2,092.	2,092.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	18,174.	5,148.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	6.	6.		
24	Total operating and administrative expenses. Add lines 13 through 23	152,205.	125,986.	NONE	13,193.
25	Contributions, gifts, grants paid	503,459.			503,459.
26	Total expenses and disbursements. Add lines 24 and 25	655,664.	125,986.	NONE	516,652.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	207,030.			
b	Net investment income (if negative, enter -0-)		735,887.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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			
	2	Savings and temporary cash investments	234,963.	418,975.	418,975.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 13	1,486,300.	1,329,986.	1,438,336.
	b	Investments - corporate stock (attach schedule) STMT 16	2,772,905.	6,277,106.	7,044,615.
	c	Investments - corporate bonds (attach schedule) STMT 24	546,005.	536,010.	641,045.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 25	6,291,501.	2,900,586.	3,194,443.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 27)		74,244.	86,823.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,331,674.	11,536,907.	12,824,237.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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	11,331,674.	11,536,907.	
	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)	11,331,674.	11,536,907.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,331,674.	11,536,907.	

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	11,331,674.
2	Enter amount from Part I, line 27a	2	207,030.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 28	3	19,935.
4	Add lines 1, 2, and 3	4	11,558,639.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 29	5	21,732.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,536,907.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 5,018,704.		4,561,317.	457,387.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			457,387.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	533,862.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	536,019.	11,314,580.	0.047374
2009	495,864.	11,652,380.	0.042555
2008	641,073.	10,556,504.	0.060728
2007			
2006			
2 Total of line 1, column (d)			0.150657
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			0.050219
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			12,455,323.
5 Multiply line 4 by line 3			625,494.
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,359.
7 Add lines 5 and 6			632,853.
8 Enter qualifying distributions from Part XII, line 4			516,652.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	14,718.
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	
3 Add lines 1 and 2.		3	14,718.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,718.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a	16,804.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	16,804.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	2,086.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 2,086. Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(540) 510-3755</u> Located at <u>10 S JEFFERSON ST 21ST FLOOR, ROANOKE, VA</u> ZIP + 4 <u>24011</u>			
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 <u>15</u>			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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	
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

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
SEE STATEMENT 30		131,933.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	
Total. Add lines 1 through 3	

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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	12,294,347.
b	Average of monthly cash balances	1b	350,651.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,644,998.
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	NONE
3	Subtract line 2 from line 1d	3	12,644,998.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,675.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,455,323.
6	Minimum investment return. Enter 5% of line 5	6	622,766.

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	622,766.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,718.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,718.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	608,048.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	608,048.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	608,048.

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	516,652.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	516,652.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	516,652.

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				608,048.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				NONE
c From 2008				40,304.
d From 2009				NONE
e From 2010				NONE
f Total of lines 3a through e	40,304.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>516,652.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				516,652.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	40,304.			40,304.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				51,092.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007				NONE
b Excess from 2008				NONE
c Excess from 2009				NONE
d Excess from 2010				NONE
e Excess from 2011				NONE

NOT APPLICABLE

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

4942(1)(5)

[illegible]

1 Information Regarding Foundation Managers:

N/A

N/A

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.

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

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)				
a <i>Paid during the year</i>				
SEE STATEMENT 31				
Total				3a 503,459.
b <i>Approved for future payment</i>				
Total				3b

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	32.	32.
TOTAL	32.	32.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	1,673.	1,673.
ABBOTT LABORATORIES 4.125% 5/27/20	404.	404.
ABERCROMBIE & FITCH CO CL A	77.	77.
AETNA INC-NEW COM	475.	475.
AGILENT TECHNOLOGIES INC COM	70.	70.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	61.	61.
AMERICAN ELEC PWR CO INC COM	152.	152.
AMERICAN EXPRESS CO COM	425.	425.
AMERICAN TOWER CORP CL A	149.	149.
AMERICAN TOWER CORP	142.	142.
AMERIPRISE FINANCIAL INC	554.	554.
AON CORP 3.125% 5/27/16	781.	781.
APPLE COMPUTER INC COM	1,126.	1,126.
APPLIED MATERIALS INC COM W/RIGHTS ATTAC	370.	370.
ARM HLDGS PLC SPONSORED ADR	34.	34.
BG GROUP PLC- SPON ADR ISIN US0554342032	21.	21.
BANK OF AMERICA CORP 6.000% 9/01/17	2,100.	2,100.
BLACKROCK INC	878.	878.
BOEING CO COM	1,009.	1,009.
PEPSI BOTTLING GROUP 6.950% 3/15/14	2,433.	2,433.
BROADCOM CORP COM	28.	28.
CBS CORP CL B COM	31.	31.
C H ROBINSON WORLDWIDE INC	114.	114.
CME GROUP INC	113.	113.
CVS CAREMARK CORP 5.750% 6/01/17	1,438.	1,438.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	46.	46.
CATERPILLAR INC BD DTD 05/11/2001 7.3% 0	3,650.	3,650.
CENTURYTEL INC COM	2,055.	2,055.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	143.	143.
COCA-COLA CO COM	489.	489.
COLGATE-PALMOLIVE CO COM	418.	418.
COMCAST CORP NEW CL A SPL	732.	732.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COMCAST CORP 6.400% 3/01/40	1,600.	1,600.
COMERICA INC COM RT EXPS 07/01/2006	83.	83.
CONOCOPHILLIPS COM	450.	450.
CORNING INC COM W/RTS EXP 07/15/2006	260.	260.
COSTCO WHOLESALE CORP COM	113.	113.
CUMMINS INC COM	265.	265.
DANAHER CORP COM	116.	116.
DARDEN RESTAURANTS INC COM	574.	574.
DEERE & CO COM	406.	406.
DELL INC	98.	98.
DEVON ENERGY CORP NEW COM	253.	253.
DU PONT E I DE NEMOURS & CO COM	699.	699.
EOG RES INC COM	40.	40.
ECOLAB INC COM	18.	18.
ENSCO INTERNATIONAL PLC ADR	226.	226.
AMERICAN EUROPAFCIC GRTH CL F2 #616	7,633.	7,633.
EXPEDITORS INTL WASH INC COM	56.	56.
EXXON MOBIL CORP COM	1,372.	1,372.
FAMILY DLR STORES INC COM	113.	113.
FASTENAL CO COM	112.	112.
FHLMC POOL #A40746 5.500% 12/01/35	1,868.	1,868.
FHLMC POOL #G11981 5.000% 4/01/21	1,239.	1,239.
FHLMC POOL #G06799 3.500% 11/01/41	1,173.	1,173.
FHLMC POOL #G08015 5.500% 10/01/34	1,050.	1,050.
FHLMC POOL #A95765 4.000% 12/01/40	1,071.	1,071.
FHLMC POOL #A97259 4.000% 2/01/41	2,112.	2,112.
FHLMC POOL #A10322 5.000% 6/01/33	466.	466.
FHLMC POOL #A14186 5.500% 10/01/33	859.	859.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	148.	148.
FEDERAL HOME LN MTG CORP PARTN CTFS POOL	303.	303.
FED HOME LN BK 5.500% 8/13/14	3,300.	3,300.
FED HOME LN BK 1.875% 6/21/13	558.	558.
FEDERAL HOME LN MTG CORP NT DTD 1/14/200	2,013.	2,013.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FED HOME LN MTG CORP 5.000% 7/15/14	1,000.	1,000.
FED NATL MTG ASSN 5.000% 5/11/17	750.	750.
FED NATL MTG ASSN 5.000% 3/15/16	2,250.	2,250.
FED NATL MTG ASSN 0.375% 3/16/15	42.	42.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	61.	61.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	161.	161.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	134.	134.
FED HOME LN MTG CORP 3.750% 3/27/19	2,813.	2,813.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	6.	6.
FNMA POOL #545064 6.500% 6/01/31	579.	579.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	382.	382.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	498.	498.
FNMA POOL #AH8423 4.500% 4/01/41	1,638.	1,638.
FED NATL MTG ASSN 1.000% 4/04/12	250.	250.
FNMA POOL #720307 4.500% 6/01/18	524.	524.
FNMA POOL #722126 5.000% 7/01/33	1,351.	1,351.
FNMA POOL #727496 4.500% 5/01/18	783.	783.
FNMA POOL #731742 5.000% 9/01/33	1,481.	1,481.
FNMA POOL #755647 5.500% 12/01/18	563.	563.
FNMA POOL #757866 5.500% 11/01/33	1,155.	1,155.
FNMA POOL #794348 5.000% 9/01/34	649.	649.
FNMA POOL #825743 4.500% 7/01/35	1,750.	1,750.
FNMA POOL #848355 5.000% 8/01/35	3,282.	3,282.
FNMA POOL #881437 6.000% 7/01/36	983.	983.
FNMA POOL #898329 5.500% 12/01/36	1,243.	1,243.
FEDEX CORP COM	17.	17.
FIDELITY NATL INFORMATION SVCS INC	431.	431.
FIFTH THIRD BANCORP COM	36.	36.
FIRST EAGLE OVERSEAS FD-I #902	4,423.	4,423.
FRANKLIN RES INC COM	279.	279.
GE CAP COML MTG CORP 5.349% 8/11/36	987.	987.
GOVERNMENT NATL MTG ASSN GTD PASS THRU P	538.	538.
GOVERNMENT NATL MTG ASSN II GTD PASS THRU	176.	176.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	289.	289.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	118.	118.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	149.	149.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	99.	99.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	267.	267.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	287.	287.
GENERAL ELEC CAP CORP NT DTD 3/20/2002 6	3,038.	3,038.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	571.	571.
GOLDMAN SACHS GROUP 5.150% 1/15/14	2,318.	2,318.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	18.	18.
HARBOR FD INTL FD	15,878.	15,878.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	52.	52.
HOME DEPOT INC COM	36.	36.
HOME DEPOT INC 5.400% 3/01/16	1,620.	1,620.
ING REAL ESTATE FUND CL-I #2190	4,335.	4,335.
INTEL CORP COM	319.	319.
INTERNATIONAL GAME TECHNOLOGY COM	246.	246.
INTERNATIONAL PAPER CO COM	540.	540.
ISHARES S&P 500 INDEX FUND	12,593.	12,593.
ISHARES CORE TOTAL US BOND M	12,051.	12,051.
ISHARES MSCI EAFE INDEX FD	9,520.	9,520.
ISHARES TR RUSSELL MIDCAP GROWTH	183.	183.
ISHARES MIDCAP INDEX FD	2,887.	2,887.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,091.	1,091.
ISHARES S & P SMALLCAP 600 INDEX FUND	1,070.	1,070.
ITAU UNIBANCO BANCO HOLDING S.A. ADR	3.	3.
JP MORGAN CHASE & CO COM	189.	189.
JP MORGAN CHASE & CO 5.150% 10/01/15	1,803.	1,803.
JP MORGAN CHASE COMM 5.420% 1/15/49	4,065.	4,065.
JOHNSON & JOHNSON COM	369.	369.
JOY GLOBAL INC 00	36.	36.
JPMORGAN HIGH YIELD FUND SS #3580	23,008.	23,008.
KIMBERLY-CLARK CORP COM	109.	109.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KOHL'S CORP COM	737.	737.
KRAFT FOODS INC	1,300.	1,300.
KROGER CO COM	86.	86.
LAS VEGAS SANDS CORP	80.	80.
LAUDER ESTEE COS INC CL A	145.	145.
LAZARD EMERGING MKTS PTFL #638	4,768.	4,768.
WESTERN ASSET EMRG MK DEBT-I #890	4,521.	4,521.
LIMITED INC COM	438.	438.
LORILLARD INC	121.	121.
MARATHON OIL CORP	660.	660.
MARSH & MCLENNAN COS INC COM	470.	470.
MASTERCARD INC	21.	21.
MCDONALDS CORP COM	423.	423.
MEAD JOHNSON NUTRITION CO	235.	235.
METLIFE INC COM	530.	530.
MICROSOFT CORP COM	1,899.	1,899.
MONSANTO CO NEW COM	467.	467.
MORGAN STANLEY	1,344.	1,344.
NYSE EURONEXT INC	663.	123.
NATIONAL OILWELL INC COM	237.	237.
NIKE INC CL B COM	178.	178.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	489.	489.
NSTAR COM	417.	417.
OCCIDENTAL PETE CORP COM	1,099.	1,099.
OCCIDENTAL PETROLEUM 2.500% 2/01/16	625.	625.
OCEANEERING INTL INC COMMON	80.	80.
ORACLE CORP COM	399.	399.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	6,754.	6,754.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	10,427.	10,427.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	17,042.	17,042.
PIMCO FOREIGN BOND FUND-INST	18,858.	18,858.
PIMCO EMERG MKTS BD-INST #137	15,667.	15,667.
PACIFIC GAS & ELECTRIC 4.800% 3/01/14	1,200.	1,200.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PEPSICO INC COM	581.	581.
PHILIP MORRIS INTERNATIONAL IN	236.	236.
PHILLIPS 66	23.	23.
PIMCO COMMODITY REAL RET STRAT-I#45	4,406.	4,406.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	13.	13.
PRAXAIR INC COM	977.	977.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	29.	29.
PROCTER & GAMBLE CO COM	180.	180.
PRUDENTIAL FINANCIAL INC COM	722.	722.
QUALCOMM INC COM W/RTS ATTACHED	774.	774.
RALPH LAUREN CORP	25.	25.
RANGE RES CORP COM	12.	12.
ROCKWELL INTL CORP NEW COM	167.	167.
ROCKWELL COLLINS-WI COM	344.	344.
ROYCE PREMIER FUND W CLASS #566	881.	881.
SBC COMMUNICATIONS 6.450% 6/15/34	2,580.	2,580.
SCHLUMBERGER LTD COM	346.	346.
SCHWAB CHARLES CORP NEW COM	64.	64.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	83.	83.
SIGMA ALDRICH CORP COM	63.	63.
SILVER WHEATON CORP	32.	32.
SMUCKER J M CO COM	10.	10.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	579.	579.
STARBUCKS CORP COM	517.	517.
STARWOOD HOTELS & RESORTS WORLDWIDE	184.	184.
TD AMERITRADE HLDG CORP	292.	292.
TJX COS INC NEW COM	705.	705.
TARGET CORP 6.350% 11/01/32	1,270.	1,270.
TEXAS INSTRS INC COM	672.	672.
THERMO ELECTRON CORP COM W/RTS ATTACHED	222.	222.
3M CO COM	68.	68.
TIME WARNER INC	696.	696.
TRAVELERS COMPANIES, INC	376.	376.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TYSON FOODS INC COM CL A	62.	62.
CRAWFORD DIVIDEND GRWTH-I	1,660.	1,660.
UNION PAC CORP COM	644.	644.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	625.	625.
UNITED STATES TREAS NT DTD 8/15/99 6.1	919.	919.
US TREASURY BOND 4.500% 8/15/39	675.	675.
US TREASURY BOND 4.375% 5/15/40	1,592.	1,592.
US TREASURY NOTE 4.250% 11/15/13	425.	425.
U S TREASURY NOTES 5.125% 5/15/16	2,933.	2,933.
U S TREASURY NOTES 4.625% 2/15/17	1,156.	1,156.
UNITED STATES TREAS 4.875% 6/30/12	2,681.	2,681.
US TREASURY NOTE 4.750% 8/15/17	1,663.	1,663.
US TREASURY NOTE 3.750% 11/15/18	2,250.	2,250.
US TREASURY NOTE 1.125% 1/15/12	253.	253.
US TREASURY NOTE 1.375% 2/15/12	241.	241.
US TREASURY NOTE 2.750% 2/15/19	550.	550.
US TREASURY NOTE 3.625% 2/15/20	725.	725.
US TREASURY NOTE 0.750% 12/15/13	137.	137.
US TREASURY NOTE 2.125% 8/15/21	1,315.	1,315.
US TREASURY NOTE 1.000% 10/31/16	163.	163.
US TREASURY NOTE 2.000% 2/15/22	305.	305.
US TREASURY NOTE 1.750% 5/15/22	128.	128.
UNITED TECHNOLOGIES CORP COM	282.	282.
UNITEDHEALTH GRP INC COM	692.	692.
UNITEDHEALTH GROUP 3.875% 10/15/20	775.	775.
V F CORP COM W/RTS ATTACHED EXP 01/25/20	150.	150.
VANGARD MSCI EMERGING MARKETS EFT	5,594.	5,594.
VENTAS INC-COM	1,045.	1,045.
VANGUARD SMALL CAP GROWTH INDEX FD CL A	442.	442.
VISA INC-CLASS A SHRS	504.	504.
CRM MIDCP VAL INST	1,474.	1,474.
WAL MART STORES INC COM	50.	50.
WASTE MGMT INC DEL COM	569.	569.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WHOLE FOODS MKT INC COM	32.	32.
WILLIAMS COS INC COM W/RTS ATTACHED	304.	304.
WISCONSIN ENERGY CORP COM	1,037.	1,037.
YUM! BRANDS INC	125.	125.
COVIDIEN PLC	74.	74.
ENSCO PLC-CL A	109.	109.
INGERSOLL-RAND PLC	281.	
ACE LIMITED	193.	193.
TYCO INTERNATIONAL LTD NEW	68.	68.
ASML HOLDING NVONY REG SHS ADR	66.	66.
AVAGO TECHNOLOGIES LTD	113.	113.
	-----	-----
TOTAL	328,800.	327,979.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES	2,092.	2,092.
	-----	-----
TOTALS	2,092.	2,092.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	33.	33.
FEDERAL ESTIMATES - PRINCIPAL	13,026.	
FOREIGN TAXES ON QUALIFIED FOR	4,674.	4,674.
FOREIGN TAXES ON NONQUALIFIED	441.	441.
	-----	-----
TOTALS	18,174.	5,148.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	6.	6.
TOTALS	----- 6. =====	----- 6. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3133XLJP9 FED HOME LN BK	61,161.	65,355.
3134A4JT2 FED HOME LN MTG CORP		
3134A4UU6 FED HOME LN MTG CORP	22,716.	21,522.
3137EACA5 FED HOME LN MTG CORP	79,296.	87,377.
31296JLB0 FHLMC POOL #A10322	7,502.	7,960.
31296NUK1 FHLMC POOL #A14186	12,636.	13,326.
3128K0ZK2 FHLMC POOL #A40746	24,111.	26,452.
312944MN8 FHLMC POOL #A95765	23,988.	25,160.
312946B47 FHLMC POOL #A97259	40,574.	43,997.
31298J2H6 FHLMC POOL #C49776	1,707.	1,922.
31298VZX8 FHLMC POOL #C58858	4,368.	4,857.
3128MJAR1 FHLMC POOL #G08015	15,494.	16,488.
3128M1CS6 FHLMC POOL #G11981	17,385.	18,962.
31359MH89 FED NATL MTG ASSN	44,821.	51,672.
31398AH54 FED NATL MTG ASSN		
31359M7X5 FED NATL MTG ASSN	15,353.	17,861.
3138AALD1 FNMA POOL #AH8423	28,018.	29,261.
31371FAX0 FNMA POOL #250322	745.	895.
31371JXA7 FNMA POOL #253673	1,926.	2,306.
31374T2M0 FNMA POOL #323980	1,300.	1,332.
31385BZB4 FNMA POOL #539938	74.	80.
31385HQR6 FNMA POOL #545064	7,885.	8,652.
31389TJ60 FNMA POOL #634885	5,174.	5,872.
31389VKJ5 FNMA POOL #636697	7,503.	8,315.
31401WQQ6 FNMA POOL #720307	8,448.	8,864.
31401YHB4 FNMA POOL #722126	18,745.	19,951.
31402FGD1 FNMA POOL #727496	15,334.	16,193.
31402K5B6 FNMA POOL #731742	20,466.	22,585.
31403RP85 FNMA POOL #755647	8,368.	8,781.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
31403T6B5 FNMA POOL #757866	18,649.	20,223.
31405NP90 FNMA POOL #794348	9,765.	10,725.
34107BLY3 FED NATL MTG ASSN		
31408DQG2 FNMA POOL #848355	47,617.	52,435.
31409XHN2 FNMA POOL #881437	8,640.	9,482.
31410VA67 FNMA POOL #898329	8,413.	9,260.
36202C7L1 VR GNMA II PL#002699	2,543.	2,996.
36206VQB6 GNMA POOL #422650	3,565.	4,223.
36209FSP5 GNMA POOL #470426	1,300.	1,372.
36209FX46 GNMA POOL #470599	1,543.	1,628.
36211QG54 GNMA POOL #519620	876.	999.
36200RXS6 GNMA POOL #570489	7,438.	8,522.
36225AT34 GNMA POOL #780570	3,339.	3,966.
36225AVG2 GNMA POOL #780615	3,825.	4,435.
912828FF2 U S TREASURY NOTES	80,168.	81,304.
912828GH7 U S TREASURY NOTES	25,000.	29,289.
912828GW4 UNITED STATES NTS		
912810QH4 US TREASURY BOND	30,480.	39,980.
912810EQ7 US TREASURY BOND	10,225.	14,531.
912810FJ2 US TREASURY BOND	17,365.	23,194.
912810QC5 US TREASURY BOND	14,753.	20,339.
912828KB5 US TREASURY NOTE		
912828KC3 US TREASURY NOTE	20,900.	23,570.
912828MP2 US TREASURY NOTE	20,407.	22,283.
912828KD1 US TREASURY NOTE	35,366.	41,789.
912828HA1 US TREASURY NOTE	70,059.	74,342.
912828RC6 US TREASURY NOTE	11,057.	10,383.
912828BR0 US TREASURY NOTE	65,023.	70,308.
912828JR2 US TREASURY NOTE		

GIBBS - VAR CHAR 485-1513077250

23-6754370

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
3128M83G7 FHLMC POOL #G06799	33,544.	35,176.
3133XXYX9 FED HOME LN BK	71,655.	70,650.
3135G0HG1 FED NATL MTG ASSN	24,816.	25,026.
31407BLY3 FNMA POOL #825743	30,616.	31,353.
912828PL8 US TREASURY NOTE	45,450.	45,250.
912828RM4 US TREASURY NOTE	50,867.	51,071.
912828SF8 US TREASURY NOTE	39,306.	41,828.
912828SV3 US TREASURY NOTE	20,318.	20,406.
	-----	-----
TOTALS	1,329,986.	1,438,336.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
002896207 ABERCROMBIE & FITCH		
023135106 AMAZON COM INC COM	16,277.	24,449.
023135106 AMAZON COM		
099724106 BORG WARNER INC		
189754104 COACH INC		
189754104 COACH INC		
20030N200 COMCAST CORP-SPECIAL		
237194105 DARDEN RESTAURANTS I	21,811.	34,562.
25490A101 DIRECTV	16,717.	17,662.
256677105 DOLLAR GENERAL CORP	13,593.	17,350.
307000109 FAMILY DLR STORES		
372460105 GENUINE PARTS CO	11,817.	14,385.
459902102 INTERNATIONAL GAME T	14,431.	12,885.
500255104 KOHLS CORP	27,447.	23,754.
500255104 KOHLS CORP		
517834107 LAS VEGAS SANDS		
550021109 LULULEMON ATHLETICA	5,436.	8,183.
580135101 MCDONALDS CORP	13,669.	13,578.
64110L106 NETFLIX.COM		
741503403 PRICELINE COM INC		
855030102 STAPLES INC	15,128.	22,548.
855244109 STARBUCKS CORP COM	23,930.	14,403.
855244109 STARBUCKS CORP	22,496.	26,506.
85590A401 STARWOOD HOTELS & RE		
887317303 TIME WARNER INC	17,368.	27,150.
887317303 TIME WARNER INC		
872540109 TJX COS INC NEW	26,131.	41,414.
872540109 TJX COX INC		
918204108 VFC CORP		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
988498101 YUM BRANDS INC		
191216100 COCA COLA CO		
194162103 COLGATE PALMOLIVE CO	12,787.	16,926.
22160K105 COSTCO WHOLESALE COR	8,457.	10,600.
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
544147101 LORILLARD INC		
582839106 MEAD JOHNSON NUTRITI	9,313.	10,365.
713448108 PEPSICO INC	24,593.	24,925.
742718109 PROCTOR & GAMBLE CO		
902494103 TYSON FOODS INC		
931142103 WAL MART STORES		
057224107 BAKER HUGHS INC		
13342B105 CAMERON INTL CORP	19,372.	19,692.
20825C104 CONOCOPHILLIPS		
25179M103 DEVON ENERGY CORPORA	29,605.	18,860.
26875P101 EOG RESOURCES INC		
30231G102 EXXON MOBIL CORPORAT	32,040.	34,022.
30231G102 EXXON MOBIL CORP		
637071101 NATIONAL OILWELL INC	35,259.	33,672.
637071101 NATIONAL OILWELL VAR		
674599105 OCCIDENTAL PETE CORP	40,180.	34,521.
674599105 OCCIDENTAL PETE CORP		
75281A109 RANGE RES CORP		
025816109 AMERICAN EXPRESS CO	20,887.	24,484.
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC	26,947.	27,302.
09247X101 BLACKROCK INC	28,660.	32,906.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
125581801 CIT GROUP INC.	22,641.	20,266.
200340107 COMERICA INC		
354613101 FRANKLIN RESOURCES		
59156R108 METLIFE INC	18,473.	13,840.
629491101 NYSE EURONEXT INC		
744320102 PRUDENTIAL FINL INC	15,816.	13,603.
87236Y108 TD AMERITRADE HLDG C	18,943.	14,207.
89417E109 TRAVELERS COMPANIES,	11,795.	14,022.
002824100 ABBOTT LABS	40,048.	50,765.
00817Y108 AETNA INC-NEW	23,033.	26,562.
015351109 ALEXION PHARMACEUTIC	5,042.	9,314.
018490102 ALLERGAN INC	24,430.	26,805.
018490102 ALLERIGAN INC		
09062X103 BIOGEN IDEC INC	13,789.	14,131.
156782104 CERNER CORP COM		
156782104 CERNER CORP		
23918K108 DAVITA HEALTHCARE PA	24,904.	31,536.
302182100 EXPRESS SCRIPTS INC		
452327109 ILLUMINA INC		
478160104 JOHNSON & JOHNSON		
50540R409 LABORATORY CRP OF AM	28,569.	25,546.
883556102 THERMO FISHER SCIENT	16,247.	18,874.
91324P102 UNITEDHEALTH GROUP I	30,583.	35,027.
91324P102 UNITEDHEALTH GROUP		
941848103 WATERS CORP		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO	13,365.	31,718.
097023105 BOEING CO		
231021106 CUMMINS INC.	7,583.	10,209.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
235851102 DANAHER CORP	41,889.	43,824.
235851102 DANAHER CORP		
235851102 DANAHER CORP		
244199105 DEERE & CO	18,014.	21,013.
42805T105 HERTZ GLOBAL HOLDING	11,241.	11,699.
740189105 PRECISION CASTPARTS	21,445.	29,526.
740189105 PRECISION CASTPARTS		
755111507 RAYTHEON CO		
760759100 REPUBLIC SERVICES	17,534.	16,125.
774341101 ROCKWELL COLLINS		
858912108 STERICYCLE INC	12,769.	16,207.
907818108 UNION PACIFIC CORP		
907818108 UNION PACIFIC CORP	13,427.	12,497.
913017109 UNITED TECHNOLOGIES		
94106L109 WASTE MANAGEMENT INC		
88579Y101 3M CO	43,536.	132,859.
037833100 APPLE INC		
037833100 APPLE INC		
037833100 APPLE INC		
038222105 APPLIED MATERIALS IN	14,532.	10,644.
177376100 CITRIX SYS INC		
177376100 CITRIX SYS INC		
192446102 COGNIZANT TECH SOLUT	23,337.	25,077.
219350105 CORNING INC		
24702R101 DELL INC	13,117.	8,425.
268648102 EMC CORP MASS		
268648102 EMC CORP MASS		
285512109 ELECTRONIC ARTS INC	14,982.	11,122.
31620M106 FIDELITY NATL INFORM	20,069.	21,841.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
38259P508 GOOGLE INC	30,807.	36,315.
38259P508 GOOGLE INC		
458140100 INTEL CORP		
48203R104 JUNIPER NETWORKS INC		
57636Q104 MASTERCARD INC	40,211.	42,185.
594918104 MICROSOFT CORP		
594918104 MICROSOFT CORP		
68389X105 ORACLE CORPORATION	14,114.	32,207.
68389X105 ORACLE CORP		
68389X105 ORACLE CORP		
747525103 QUALCOMM INC	30,796.	36,009.
747525103 QUALCOMM INC		
79466L302 SALESFORCE COM INC		
882508104 TEXAS INSTRUMENTS IN	25,453.	26,489.
92342Y109 VERIFONE SYSTEMS INC	12,391.	24,902.
92826C839 VISA INC-CLASS A SHR		
92826C839 VISA INC-CLASS	38,493.	65,274.
984332106 YAHOO INC		
263534109 DU PONT E I DE NEMOU	20,182.	16,178.
460146103 INTERNATIONAL PAPER	13,042.	16,676.
61166W101 MONSANTO CO NEW	12,386.	16,486.
61166W101 MONSANTO CO NEW		
74005P104 PRAXAIR INC COM	42,333.	44,278.
74005P104 PRAXAIR INC		
826552101 SIGMA ALDRICH CORP		
029912201 AMERICAN TOWER SYSTE		
156700106 CENTURYLINK, INC	24,137.	25,246.
025537101 AMERICAN ELECTRIC		
67019E107 NSTAR		

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
976657106 WISCONSIN ENERGY COR	20,090.	25,445.
003021714 ABERDEEN EMERG MARKE	125,000.	142,161.
00846U101 AGILENT TECHNOLOGIES	26,662.	26,841.
03027X100 AMERICAN TOWER CORP	17,742.	20,456.
03524A108 ANHEUSER-BUSCH INBEV	12,383.	12,316.
042068106 ARM HOLDINGS PLC - A	9,688.	15,749.
056752108 BAIDU INC ADR	3,501.	4,527.
111320107 BROADCOM CORPORATION	9,052.	9,034.
124857202 CBS CORP NEW	9,928.	9,823.
12572Q105 CME GROUP INC	13,211.	13,818.
14040H105 CAPITAL ONE FINANCIA	25,332.	26,093.
228227104 CROWN CASTLE INTL CO	13,705.	17,218.
278642103 EBAY INC	13,745.	22,924.
278865100 ECOLAB INC	5,925.	6,631.
29444U502 EQUINIX INC	11,276.	11,146.
29875E100 AMERICAN EUROPACIFIC	129,129.	144,924.
311900104 FASTENAL CO	13,119.	12,627.
375558103 GILEAD SCIENCES INC	9,363.	15,000.
411511306 HARBOR INTERNATIONAL F	631,712.	669,719.
427866108 THE HERSHEY COMPANY	9,790.	9,965.
437076102 HOME DEPOT INC	8,540.	10,281.
44981V706 ING REAL ESTATE FUND	400,000.	405,624.
46120E602 INTUITIVE SURGICAL I	18,132.	19,044.
464287200 ISHARES CORE S & P 5	530,080.	632,776.
464287465 ISHARES MSCI EAFE	250,348.	281,242.
464287481 ISHARES TR RUSSELL M	25,009.	27,076.
464287499 ISHARES TR RUSSELL M	239,754.	261,685.
464287648 ISHARES RUSSELL 2000	75,161.	122,218.
464287804 ISHARES CORE S&P SMA	160,050.	172,362.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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530322106 LIBERTY MEDIA CORP -	12,138.	12,539.
53217V109 LIFE TECHNOLOGIES CO	10,138.	11,992.
532716107 LIMITED BRANDS, INC	17,170.	17,940.
53578A108 LINKEDIN CORP	14,165.	14,707.
571748102 MARSH & MCLENNAN COS	16,334.	17,997.
589509108 MERGER FD SH BEN INT	200,000.	202,029.
664397106 NORTHEAST UTILS	19,648.	22,702.
675232102 OCEANEERING INTL INC	10,586.	11,642.
683974505 OPPENHEIMER DEVELOPI	250,000.	257,132.
722005667 PIMCO COMMODITY REAL	300,000.	313,122.
723787107 PIONEER NAT RES CO C	10,333.	11,449.
77954Q106 T ROWE PRICE BLUE CH	350,000.	375,176.
780905451 ROYCE PREMIER FUND W	93,540.	124,059.
806857108 SCHLUMBERGER LTD	13,110.	14,181.
808513105 SCHWAB CHARLES CORP	6,664.	6,956.
828336107 SILVER WHEATON CORP	8,345.	11,726.
832696405 JM SMUCKER CO	13,081.	14,065.
900297763 TURNER MIDCAP GROWTH	141,135.	150,352.
90470K826 CRAWFORD DIVIDEND GR	90,000.	99,506.
922042858 VANGUARD MSCI EMERGI	148,322.	178,228.
92276F100 VENTAS INC COM	21,221.	24,569.
92345Y106 VERISK ANALYTICS INC	9,531.	9,769.
928563402 VMWARE INC	24,076.	22,465.
92934R769 CRM MID CAP VALUE FD	202,013.	223,290.
966837106 WHOLE FOODS MKT INC	13,744.	14,471.
969457100 WILLIAMS COS INC	8,952.	9,195.
G47791101 INGERSOLL-RAND PLC	21,254.	22,390.
H0023R105 ACE LIMITED	14,330.	15,608.

GIBBS - VAR CHAR 485-1513077250

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

TOTALS

6,277,106.
=====

7,044,615.
=====

GIBBS - VAR CHAR 485-1513077250

23-6754370

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
002824AW0 ABBOTT LABORATORIES		
037389AY9 AON CORP	25,268.	26,461.
060505DH4 BANK OF AMERICA CORP	35,492.	40,725.
149123BJ9 CATERPILLAR INC	49,832.	74,044.
20030NBB6 COMCAST CORP	27,976.	32,697.
126650GH2 CVS CAREMARK CORP		
36962GXZ2 GENERAL ELEC CAP COR	44,487.	58,714.
38143UAB7 GOLDMAN SACHS GROUP	44,488.	46,991.
437076AP7 HOME DEPOT INC	28,395.	34,463.
46625HDF4 JP MORGAN CHASE & CO	34,217.	38,463.
50075NAZ7 KRAFT FOODS INC	21,183.	27,051.
565849AE6 MARATHON OIL CORP	10,209.	13,431.
61746SBR9 MORGAN STANLEY	24,870.	27,079.
674599BZ7 OCCIDENTAL PETROLEUM	24,675.	26,384.
694308GD3 PACIFIC GAS & ELECTR	24,092.	26,262.
10138MAH8 PEPSI BOTTLING GROUP	34,928.	37,806.
78387GAM5 SBC COMMUNICATIONS	39,228.	51,730.
87612EAK2 TARGET CORP	22,401.	26,309.
91324PBM3 UNITEDHEALTH GROUP	19,726.	22,397.
126650BH2 CVS CAREMARK CORP	24,543.	30,038.
	-----	-----
TOTALS	536,010.	641,045.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
36158YFT1 GE CAP COM MTG	C			
46603JAC3 JP MORGAN CHASE COMM	C			
464287226 ISHARES CORE TOTAL U	C			
4812C0803 JPMORGAN HIGH YIELD	C		500,245.	511,411.
693390841 PIMCO HIGH YIELD FD-	C		364,567.	369,429.
693390304 PIMCO LOW DURATION F	C		200,000.	279,185.
693390593 PIMCO MODERATE DURAT	C		216,935.	223,872.
54269F481 WESTERN ASSET EMERGI	C		420,000.	419,366.
693391559 PIMCO EMERG MKTS BD-	C			
693390882 PIMCO FOREIGN BD FD	C		244,855.	362,580.
042068106 ARM HOLDING PLC-ADR	C		452,784.	507,915.
N07059186 ASML HOLDING	C			
Y0486S104 AVAGO TECHNOLOGIES	C			
056752108 BAIDU INC	C			
055434203 BG GROUP	C			
G2554F113 COVIDIEN PLC	C			
29358Q109 ENSCO INTERNATIONAL	C			
G47791101 INGERSOLL-RAND PLC	C			
806857108 SCHLUMBERGER LTD	C			
806857108 SCHULMBERGER LTD	C			
82481R106 SHIRE PLC	C			
H89128104 TYCO INTERNATIONAL	C			
92934R769 CRM MID CAP VALUE	C			
38142Y401 GOLDMAN SACHS GROWTH	C			
464287648 ISHARES RUSSELL 2000	C			
464287200 ISHARES S & P 500	C			
780905451 ROYCE PREMIER FUND	C			
90470K826 THE CRAWFORD DIVIDEN	C			
900297763 TURNER MIDCAP GROWTH	C			

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV		ENDING BOOK VALUE	ENDING FMV
	C	OR F		
922908827 VANGUARD SMALL CAP	C			
961323409 WESTPORT FUNDS SELEC	C			
29875E100 AMERICAN EUROPACIFIC	C			
32008F200 FIRST EAGLE OVERSEAS	C			
411511306 HAROBOR INTERNATIONAL	C			
464287465 ISHARES MSCI EAFE	C			
52106N889 LAZARD EMERGING MKT	C			
784924425 SSGA EMERGING MKT	C			
922042858 VANGARD MSCI EMERG	C			
501404107 KUTZTOWN FAIR ASSOC	C			
92276F100 VENTAS INC	C			
52469F481 WESTERN ASSET EMRG M	C			
94985D418 WELLS FARGO ADV AST	C			
TOTALS				

			1,200.	1,000.
			100,000.	107,650.
			400,000.	412,035.
			2,900,586.	3,194,443.

GIBBS - VAR CHAR 485-1513077250

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FORM 990PF, PART II - OTHER ASSETS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
46630JAC3 JP MORGAN CHASE COMM	74,244.	86,823.
	-----	-----
TOTALS	74,244.	86,823.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	7,431.
ROC BASIS ADJUSTMENT	10,925.
ACCRUED INTEREST POST EFFECTIVE DATE ADJ	173.
SALES WITH GAINS POSTING CURRENT YR EFF PREVIOUS YR	151.
SALES WITH LOSS POSTING AFTER TYE EFFECTIVE CURRENT YR	1,255.

TOTAL	19,935.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND POSTING DATE AFTER TYE
DISALLOWED WASH SALES
ROUNDING

7,553.
14,178.
1.

TOTAL

21,732.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288-1116

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 131,933.

TOTAL COMPENSATION:

131,933.

=====

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

READING MUSICAL FOUNDATION

ADDRESS:

POST OFFICE BOX 14835

READING, PA 19612-4835

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 125,866.

RECIPIENT NAME:

ST JOHNS LUTHERAN CHURCH

ADDRESS:

521 WALNUT STREET

READING, PA 19601-3418

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 125,866.

RECIPIENT NAME:

DIAKON LUTHERAN SOCIAL MINISTRY

ADDRESS:

POST OFFICE BOX 2001

MECHANICSBURG, PA 17055

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 251,727.

TOTAL GRANTS PAID:

503,459.

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