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

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

OMB No 1545-0052

2011

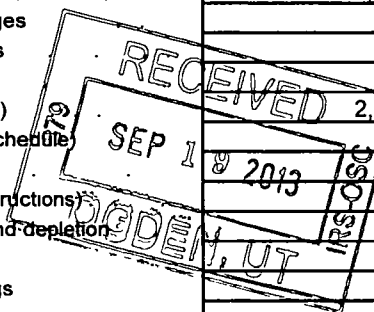
For calendar year 2011 or tax year beginning 12/1/2011, and ending 11/30/2012

Name of foundation FOREST N & PAULINE I HALL CHARITABLE TRUST		A Employer identification number 75-6287809
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 569,067	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	10,919	10,919		
	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	19,227			
	b Gross sales price for all assets on line 6a	154,328			
	7 Capital gain net income (from Part IV, line 2)		19,227		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	30,146	30,146	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,799	5,849		1,950
	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)	2,390	0	0	2,390
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	446	242	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	10,635	6,091	0	4,340
	25 Contributions, gifts, grants paid	25,728			25,728
26 Total expenses and disbursements. Add lines 24 and 25	36,363	6,091	0	30,068	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,217				
b Net investment income (if negative, enter -0-)		24,055			
c Adjusted net income (if negative, enter -0-)			0		

3 ENVELOPE SEP 16 2013

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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		60,727	0	0
	2	Savings and temporary cash investments			37,502	37,502
	3	Accounts receivable	0			
		Less: allowance for doubtful accounts	0	0	0	0
	4	Pledges receivable	0			
		Less: allowance for doubtful accounts	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less: allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use			0	0
	9	Prepaid expenses and deferred charges			0	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	1			
	Less: accumulated depreciation (attach schedule)	0	1	1	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		419,944	436,975	531,565	
14	Land, buildings, and equipment basis	0				
	Less: accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe)		0	0	0	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		480,672	474,478	569,067	
Liabilities	17	Accounts payable and accrued expenses			0	
	18	Grants payable				
	19	Deferred revenue			0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		647,984	474,478	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0		
	29	Retained earnings, accumulated income, endowment, or other funds		-167,312		
30	Total net assets or fund balances (see instructions)		480,672	474,478		
31	Total liabilities and net assets/fund balances (see instructions)		480,672	474,478		

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	480,672
2	Enter amount from Part I, line 27a	2	-6,217
3	Other increases not included in line 2 (itemize) <u>Cost Basis Adjustment</u>	3	23
4	Add lines 1, 2, and 3	4	474,478
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	474,478

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	19,227
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	958

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		565,866	0.000000
2009		514,868	0.000000
2008		447,800	0.000000
2007		530,938	0.000000
2006		583,323	0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	567,182
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	241
7 Add lines 5 and 6	7	241
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	30,068

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
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		1	241	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	241	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	241	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	498		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	250		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	748		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	507		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 241 Refunded <input type="checkbox"/>	11	266		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4TH ST 4TH FLOOR MAC D4000-41 WINSTON SALEM NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
1b		
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?		X
1c		
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? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)		N/A
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		N/A
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4a		
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?		X
4b		

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**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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. 1 W 4TH ST 4TH FLOOR MAC D4000-041 WIN	Trustee 4 00	7,799	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	512,734
b	Average of monthly cash balances	1b	63,085
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	575,819
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	575,819
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,637
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	567,182
6	Minimum investment return. Enter 5% of line 5	6	28,359

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	28,359
2a	Tax on investment income for 2011 from Part VI, line 5	2a	241
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	241
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,118
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,118
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,118

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	30,068
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,068
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	241
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,827

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				28,118
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			25,728	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 30,068				
a Applied to 2010, but not more than line 2a			25,728	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				4,340
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				23,778
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or ☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test—enter:**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter:**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed.**b** The form in which applications should be submitted and information and materials they should include.**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	25,728
b Approved for future payment NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	10,919	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	19,227	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		30,146	0
13	Total. Add line 12, columns (b), (d), and (e)				13	30,146

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

[illegible]

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

Name

CARTER BLOODCARE

Street

2205 HIGHWAY 121

City

BEDFORD

State

TEXAS

Zip Code

76021

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,728

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

										Amount		1,849		0	
										Long Term CG Distributions					
										Short Term CG Distributions					
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	Valuation Method	Depreciation	Net Gain or Loss		
1	X	MAINSTAY EP US EQUITY-INS	560631302			3/3/2009		5/8/2012	732	506			226		
2	X	MAINSTAY EP US EQUITY-INS	560631302			3/3/2009		2/10/2012	8,255	5,732			2,523		
3	X	MAINSTAY EP US EQUITY-INS	560631302			12/3/2008		2/10/2012	702	539			163		
4	X	MFS VALUE FUND-CLASS I #8	552983694			2/4/2011		8/8/2012	460	438			22		
5	X	MFS VALUE FUND-CLASS I #8	552983694			4/28/2011		8/8/2012	416	412			4		
6	X	LAUDUS MONDRIAN INTL FI-H	518550655			7/23/2010		8/8/2012	1,052	1,002			50		
7	X	LAUDUS MONDRIAN INTL FI-H	518550655			2/14/2012		8/8/2012	817	809			8		
8	X	LAUDUS MONDRIAN INTL FI-H	518550655			2/4/2011		8/8/2012	706	700			6		
9	X	LAUDUS MONDRIAN INTL FI-H	518550655			11/19/2010		8/8/2012	2,232	2,224			8		
10	X	KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		8/13/2012	543	530			13		
11	X	KEELEY SMALL CAP VAL FD C	487300808			8/12/2011		2/10/2012	1,211	1,058			153		
12	X	ISHARES S & P 500 INDEX FU	464287200			2/27/2009		5/8/2012	5,170	2,822			2,348		
13	X	ISHARES S & P 500 INDEX FU	464287200			4/8/2009		5/8/2012	3,537	2,140			1,397		
14	X	ISHARES S & P 500 INDEX FU	464287200			4/8/2009		2/10/2012	942	576			366		
15	X	HUSSMAN STRATEGIC GROW	448108100			8/18/2009		8/8/2012	222	260			-38		
16	X	VANGUARD REIT VIPER	922908553			4/8/2009		8/8/2012	1,317	490			827		
17	X	VANGUARD REIT VIPER	922908553			4/8/2009		2/10/2012	2,171	894			1,277		
18	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		11/19/2012	5,744	6,112			-368		
19	X	TCW SMALL CAP GROWTH FU	87234N849			8/10/2012		11/19/2012	574	609			-35		
20	X	TCW SMALL CAP GROWTH FU	87234N849			5/10/2012		11/19/2012	1,376	1,471			-95		
21	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		2/10/2012	854	789			65		
22	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		8/8/2012	1,240	1,317			-77		
23	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		8/8/2012	271	291			-20		
24	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	2,677	2,672			5		
25	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	9,603	9,583			20		
26	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	7,474	7,458			16		
27	X	RIDGEMORTH SEIX HY BDI #	76628T645			6/21/2007		11/19/2012	2,470	2,664			-194		
28	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2011		8/8/2012	4,906	4,706			200		
29	X	PIMCO TOTAL RET FD-INST #	693390700			2/5/2010		2/10/2012	9,810	9,687			123		
30	X	MAINSTAY EP US EQUITY-INS	560631302			3/3/2009		8/8/2012	8,704	5,881			2,823		
31	X	HUSSMAN STRATEGIC GROW	448108100			9/24/2009		8/8/2012	5,387	6,321			-934		
32	X	HUSSMAN STRATEGIC GROW	448108100			6/24/2009		8/8/2012	1,047	1,230			-183		
33	X	HARBOR CAPITAL APRCTION	411511504			3/3/2009		2/10/2012	735	373			362		
34	X	HARBOR CAPITAL APRCTION	411511504			4/9/2009		2/10/2012	86	51			35		
35	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		4/10/2012	3,113	2,778			335		
36	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		4/10/2012	13,966	10,960			3,006		
37	X	JP MORGAN MID CAP VALUE	339128100			2/5/2010		8/8/2012	757	524			233		
38	X	JP MORGAN MID CAP VALUE	339128100			2/5/2010		5/8/2012	1,653	1,180			473		
39	X	JP MORGAN MID CAP VALUE	339128100			2/5/2010		2/10/2012	731	543			188		
40	X	DODGE & COX INCOME FD C	256210105			4/9/2007		11/19/2012	2,125	1,919			206		
41	X	DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	2,497	2,472			25		
42	X	DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	3,669	3,606			63		
43	X	DODGE & COX INCOME FD C	256210105			10/24/2011		11/19/2012	1,455	1,389			66		
44	X	DODGE & COX INCOME FD C	256210105			2/4/2011		11/19/2012	1,506	1,431			75		
45	X	DODGE & COX INCOME FD C	256210105			8/18/2009		11/19/2012	375	342			33		
46	X	DODGE & COX INCOME FD C	256210105			3/2/2007		11/19/2012	7,291	6,678			613		
47	X	DODGE & COX INCOME FD C	256210105			2/4/2011		2/10/2012	5,112	4,969			143		
48	X	DODGE & COX INCOME FD C	256210105			4/28/2011		2/10/2012	4,565	4,501			64		
49	X	DODGE & COX INT'L STOCK F	256206103			2/5/2010		11/19/2012	982	896			86		
50	X	DODGE & COX INT'L STOCK F	256206103			5/10/2012		8/8/2012	1,030	1,005			25		
51	X	DODGE & COX INT'L STOCK F	256206103			2/14/2012		8/8/2012	606	615			-9		

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

[illegible]

Line 16b (990-PF) - Accounting Fees

		2,390	0	0	2,390
	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	2,390			2,390
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		446	242	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	204			
3	FOREIGN TAX WITHHELD	242	242		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		1	0	1	1	0
	Item or Category	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1		1		1	1	
2					0	
3					0	
4					0	
5					0	
6					0	
7					0	
8					0	
9					0	
10					0	

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

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			419,944	436,975	531,565
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															0	
	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	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1	MAINSTAY EP US EQUITY-INS #1204	56063J302		3/3/2009	5/8/2012		732	0	506	226			0		226	
2	MAINSTAY EP US EQUITY-INS #1204	56063J302		3/3/2009	2/10/2012		8,255	0	5,732	2,523			0		2,523	
3	MAINSTAY EP US EQUITY-INS #1204	56063J302		12/3/2008	2/10/2012		702	0	539	163			0		163	
4	MFS VALUE FUND-CLASS I #893	552983694		2/4/2011	8/8/2012		460	0	438	22			0		22	
5	MFS VALUE FUND-CLASS I #893	552983694		4/28/2011	8/8/2012		416	0	412	4			0		4	
6	LAUDUS MONDRIAN INTL FL-INST #294051855Q655			7/23/2010	8/8/2012		1,052	0	1,002	50			0		50	
7	LAUDUS MONDRIAN INTL FL-INST #294051855Q655			2/14/2012	8/8/2012		817	0	809	8			0		8	
8	LAUDUS MONDRIAN INTL FL-INST #294051855Q655			2/4/2011	8/8/2012		706	0	700	6			0		6	
9	LAUDUS MONDRIAN INTL FL-INST #294051855Q655			11/19/2010	8/8/2012		2,232	0	2,224	8			0		8	
10	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/13/2012		543	0	530	13			0		13	
11	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	2/10/2012		1,211	0	1,058	153			0		153	
12	ISHARES S & P 500 INDEX FUND	464287200		2/27/2009	5/8/2012		5,170	0	2,822	2,348			0		2,348	
13	ISHARES S & P 500 INDEX FUND	464287200		4/8/2009	5/8/2012		3,537	0	2,140	1,397			0		1,397	
14	ISHARES S & P 500 INDEX FUND	464287200		4/8/2009	2/10/2012		942	0	576	366			0		366	
15	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/18/2009	8/8/2012		222	0	260	-38			0		-38	
16	VANGUARD REIT VIPER	922908553		4/8/2009	8/8/2012		1,317	0	490	827			0		827	
17	VANGUARD REIT VIPER	922908553		4/8/2009	2/10/2012		2,171	0	894	1,277			0		1,277	
18	TCW SMALL CAP GROWTH FUND-I #4787234N849			5/3/2010	11/19/2012		5,744	0	6,112	-368			0		-368	
19	TCW SMALL CAP GROWTH FUND-I #4787234N849			8/10/2012	11/19/2012		574	0	609	-35			0		-35	
20	TCW SMALL CAP GROWTH FUND-I #4787234N849			5/10/2012	11/19/2012		1,376	0	1,471	-95			0		-95	
21	TCW SMALL CAP GROWTH FUND-I #4787234N849			5/3/2010	2/10/2012		854	0	789	65			0		65	
22	SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			4/28/2011	8/8/2012		1,240	0	1,317	-77			0		-77	
23	SPDR DJ WILSHIRE INTERNATIONAL R#78463X863			4/29/2011	8/8/2012		271	0	291	-20			0		-20	
24	T ROWE PRICE SHORT TERM BD FD #577957P105			2/14/2012	11/19/2012		2,677	0	2,672	5			0		5	
25	T ROWE PRICE SHORT TERM BD FD #577957P105			2/14/2012	8/8/2012		9,603	0	9,583	20			0		20	
26	T ROWE PRICE SHORT TERM BD FD #577957P105			2/14/2012	5/8/2012		7,474	0	7,458	16			0		16	
27	RIDGECORTH SEIX HY BD-I #5855	76628T645		6/21/2007	11/19/2012		2,470	0	2,664	-194			0		-194	
28	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/12/2011	8/8/2012		4,906	0	4,706	200			0		200	
29	PIMCO TOTAL RET FD-INST #35	693390700		2/5/2010	2/10/2012		9,810	0	9,687	123			0		123	
30	MAINSTAY EP US EQUITY-INS #1204	56063J302		3/3/2009	8/8/2012		8,704	0	5,881	2,823			0		2,823	
31	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/24/2009	8/8/2012		5,387	0	6,321	-934			0		-934	
32	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/24/2009	8/8/2012		1,047	0	1,230	-183			0		-183	
33	HARBOR CAPITAL APRCTION-INST #20	411511504		3/3/2009	2/10/2012		735	0	373	362			0		362	
34	HARBOR CAPITAL APRCTION-INST #20	411511504		4/9/2009	2/10/2012		86	0	51	35			0		35	
35	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			8/12/2011	4/10/2012		3,113	0	2,778	335			0		335	
36	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			2/5/2010	4/10/2012		13,966	0	10,960	3,006			0		3,006	
37	JP MORGAN MID CAP VALUE-I #758	339128100		2/5/2010	8/8/2012		757	0	524	233			0		233	
38	JP MORGAN MID CAP VALUE-I #758	339128100		2/5/2010	5/8/2012		1,653	0	1,180	473			0		473	
39	JP MORGAN MID CAP VALUE-I #758	339128100		2/5/2010	2/10/2012		731	0	543	188			0		188	
40	DODGE & COX INCOME FD COM #147	256210105		4/9/2007	11/19/2012		2,125	0	1,919	206			0		206	
41	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	11/19/2012		2,497	0	2,472	25			0		25	
42	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	11/19/2012		3,669	0	3,606	63			0		63	
43	DODGE & COX INCOME FD COM #147	256210105		10/24/2011	11/19/2012		1,455	0	1,389	66			0		66	
44	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	11/19/2012		1,506	0	1,431	75			0		75	
45	DODGE & COX INCOME FD COM #147	256210105		8/18/2009	11/19/2012		375	0	342	33			0		33	
46	DODGE & COX INCOME FD COM #147	256210105		3/2/2007	11/19/2012		7,291	0	6,678	613			0		613	
47	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012		5,112	0	4,969	143			0		143	
48	DODGE & COX INCOME FD COM #147	256210105		4/28/2011	2/10/2012		4,565	0	4,501	64			0		64	
49	DODGE & COX INT'L STOCK FD #1048	256206103		2/5/2010	11/19/2012		982	0	886	86			0		86	
50	DODGE & COX INT'L STOCK FD #1048	256206103		5/10/2012	8/8/2012		1,030	0	1,005	25			0		25	
51	DODGE & COX INT'L STOCK FD #1048	256206103		2/14/2012	8/8/2012		606	0	615	-9			0		-9	
52	DODGE & COX INT'L STOCK FD #1048	256206103		11/19/2010	8/8/2012		2,203	0	2,484	-281			0		-281	
53	CREDIT SUISSE COMM RT ST-CO #215622544R305			8/12/2011	8/8/2012		979	0	1,080	-101			0		-101	
54	ARTISAN INTERNATIONAL FUND #661	04314H204		3/3/2009	8/8/2012		1,572	0	804	768			0		768	
55	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	8/8/2012		2,849	0	2,578	271			0		271	

7,799

7,799

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		258
2 First quarter estimated tax payment	5/9/2012	240
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		498

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	<u>25,728</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>25,728</u>

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	01-0276-00	75-6287809			0		0
Savings & Temp Inv	01-0276-00	75-6287809	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	15959 07	15959 0700	15959 07
Savings & Temp Inv	01-0276-00	75-6287809	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	21542 95	21542 9500	21542 95
				TOTAL CASH, SAVINGS, AND TEMP INV	37502.02		37502.02
Invest - Other	01-0276-00	75-6287809	04314H204	ARTISAN INTERNATIONAL FUND #661	32467 35	1338 8600	15691 44
Invest - Other	01-0276-00	75-6287809	256210105	DODGE & COX INCOME FD COM #147	7976 12	572 1750	7188 35
Invest - Other	01-0276-00	75-6287809	411511504	HARBOR CAPITAL APRCTON-INST #2012	39418 87	929 2520	19938 62
Invest - Other	01-0276-00	75-6287809	589509108	MERGER FD SH BEN INT #260	10595 98	665 1590	10476 46
Invest - Other	01-0276-00	75-6287809	693390700	PIMCO TOTAL RET FD-INST #35	54267 2	4670 1550	52679 78
Invest - Other	01-0276-00	75-6287809	693390882	PIMCO FOREIGN BD FD USD H-INST #103	4943 93	433 2980	4592 96
Invest - Other	01-0276-00	75-6287809	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2655 96	547 6200	2586 83
Invest - Other	01-0276-00	75-6287809	04314H600	ARTISAN MID CAP FUND-INS #1333	18936 45	473 2930	18779.1
Invest - Other	01-0276-00	75-6287809	464287648	ISHARES RUSSELL 2000 GROWTH	8789 94	94 0000	8444 74
Invest - Other	01-0276-00	75-6287809	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	8681 67	328 8510	8663 21
Invest - Other	01-0276-00	75-6287809	464287200	ISHARES CORE S & P 500 ETF	22690 89	159 0000	15325 57
Invest - Other	01-0276-00	75-6287809	51855Q655	LAUDUS MONDRIAN INTL F-INST #2940	4771 9	401 6750	4538 92
Invest - Other	01-0276-00	75-6287809	256206103	DODGE & COX INT'L STOCK FD #1048	31737 43	947 3860	28317.3
Invest - Other	01-0276-00	75-6287809	552993694	MFS VALUE FUND-CLASS I #893	29691 61	1164 3770	27831 02
Invest - Other	01-0276-00	75-6287809	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	26963 91	1775 1090	26323 98
Invest - Other	01-0276-00	75-6287809	339128100	JP MORGAN MID CAP VALUE-I #758	15884 63	559 1210	10884 29
Invest - Other	01-0276-00	75-6287809	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	13203 39	1194 8770	14915 75
Invest - Other	01-0276-00	75-6287809	922908553	VANGUARD REIT VIPER	21959 82	342 0000	8789 95
Invest - Other	01-0276-00	75-6287809	922042858	VANGUARD MSCI EMERGING MARKETS ETF	22772 13	542 0000	15668 7
Invest - Other	01-0276-00	75-6287809	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	23470.32	692 5440	21189 31
Invest - Other	01-0276-00	75-6287809	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	22684 68	549 0000	16766 41
Invest - Other	01-0276-00	75-6287809	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	21869 55	1202 2840	19848 84
Invest - Other	01-0276-00	75-6287809	76628T645	RIDGEWORTH SEIX HY BD-I #5855	26903 49	2679 6300	24595 57
Invest - Other	01-0276-00	75-6287809	367829884	GATEWAY FUND - Y #1986	13254 33	486 5760	13337 04
Invest - Other	01-0276-00	75-6287809	22544R305	CREDIT SUISSE COMM RET ST-I #2156	26721 88	3242 9470	28776 38
Invest - Other	01-0276-00	75-6287809	487300808	KEELEY SMALL CAP VAL FD CL I #2251	18251 01	652 9880	10821 45
Other Assets	01-0276-00	75-6287809	MIX062852	OK PAYNE 1/160 M I	1	1 0000	1
				TOTAL OTHER INVESTMENTS	531565.44		436974.97
				GRAND TOTAL	569067.46		474476.99

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Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization HALL, FOREST & PAULINE CHAR. T/U/A
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Philadelphia PA 19106-2112
	Employer identification number (EIN) or <input checked="" type="checkbox"/> 75-6287809
	Social security number (SSN) <input type="checkbox"/>

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ **WELLS FARGO BANK N.A.**
Telephone No. FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 10/15/2012.
- For calendar year 2011, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO PREPARE AND FILE AN ACCURATE AND COMPLETE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	594
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	594
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Dave Gaspari* Title Tax Manager Date 7/12/2013

Form **8868** (Rev. 1-2012)

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions	HALL, FOREST & PAULINE CHAR. T/U/A	Employer identification number (EIN) or	<input checked="" type="checkbox"/> 75-6287809
Number, street, and room or suite no. If a P O box, see instructions	Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062	Social security number (SSN)	<input type="checkbox"/>
City, town or post office, state, and ZIP code For a foreign address, see instructions	Philadelphia PA 19106-2112		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WELLS FARGO BANK N.A.

Telephone No ► (888) 730-4933 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year _____ or

► ☒ tax year beginning 12/1/2011, and ending 11/30/2012

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$	250
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	\$	
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	250

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

(HTA)