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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

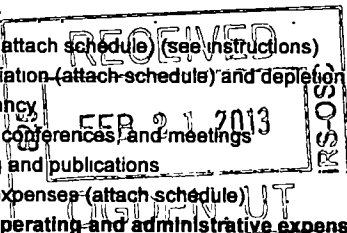
Name of foundation MARY TILTON CHARITABLE TRUST 716024		A Employer identification number 95-6020126
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,615,066	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	71,900	71,566		
	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	-8,574			
	b Gross sales price for all assets on line 6a	524,366			
	7 Capital gain net income (from Part IV, line 2)		0		
	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	63,326	71,566	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,980	20,235		6,745
	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)	954	0	0	954
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	631	631	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)	347	337	0	10
	24 Total operating and administrative expenses. Add lines 13 through 23	28,912	21,203	0	7,709
	25 Contributions, gifts, grants paid	113,312			113,312
26 Total expenses and disbursements. Add lines 24 and 25	142,224	21,203	0	121,021	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-78,898				
b Net investment income (if negative, enter -0-)		50,363			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

SCANNED FEB 22 2013



Form 990-PF (2011) **MARY TILTON CHARITABLE TRUST 716024**

95-6020126

Page **2****Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	75,889	78,253	78,253
	3 Accounts receivable <input type="checkbox"/>	0		
	Less: allowance for doubtful accounts <input type="checkbox"/>	0	0	0
	4 Pledges receivable <input type="checkbox"/>	0		
	Less: allowance for doubtful accounts <input type="checkbox"/>	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) <input type="checkbox"/>	0		
	Less: allowance for doubtful accounts <input type="checkbox"/>	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis <input type="checkbox"/>	0		
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,368,658	2,283,960	2,537,253
	14 Land, buildings, and equipment basis <input type="checkbox"/>	0		
	Less: accumulated depreciation (attach schedule) <input type="checkbox"/>	0	0	0
	15 Other assets (describe <input type="checkbox"/>)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,444,547	2,362,213	2,615,506
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/>)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
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	2,444,547	2,362,213	
	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)	2,444,547	2,362,213	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	2,444,547	2,362,213	

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	2,444,547
2 Enter amount from Part I, line 27a	2	-78,898
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	4,330
4 Add lines 1, 2, and 3	4	2,369,979
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	7,766
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,362,213

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) 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	-6,558
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	192,185	2,700,021	0.071179
2009	73,513	2,531,603	0.029038
2008	72,825	2,211,200	0.032935
2007	201,166	2,839,890	0.070836
2006	105,269	3,123,311	0.033704
2 Total of line 1, column (d)			2 0.237692
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 0.047538
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,566,969
5 Multiply line 4 by line 3			5 122,029
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 504
7 Add lines 5 and 6			7 122,533
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			8 121,021

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,007	
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	1,007	
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	1,007	
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,269		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	1,269		
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	262		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 262 Refunded <input type="checkbox"/> 0	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
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 type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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. 6b X

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee	4 00 26,980	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	2,515,124
b	Average of monthly cash balances	1b	90,936
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,606,060
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	2,606,060
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,091
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,566,969
6	Minimum investment return. Enter 5% of line 5	6	128,348

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	128,348
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,007
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	1,007
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,341
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	127,341
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	127,341

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	121,021
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	121,021
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	121,021

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				127,341
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			59,530	
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 ▶ \$ 121,021				
a Applied to 2010, but not more than line 2a			59,530	
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				61,491
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				65,850
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			

N/A

- ☐ 4942(j)(3) or ☐ 4942(l)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	113,312
b <i>Approved for future payment</i> 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	71,900	
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	-8,574	
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		63,326	0
13	Total. Add line 12, columns (b), (d), and (e)				13	63,326

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- (1) Cash**

- (2) Other assets**

- b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule:

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

**Sign
Here**

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

John A. Salsante SVP Wells Fargo Bank N.A.

2/7/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

JOSEPH J CASTRIANO

Firm's name ► PricewaterhouseCoopers, LLP

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

2/7/2013

Check ☒ if
self-employed

PTIN

P01251603

Firm's EIN ► 13-4008324

Phone no	412-355-6000
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MARY TILTON CHARITABLE TRUST 716024

95-6020126 Page 1 of 1

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

Name

AMERICAN HEART ASSOCIATION

Street

1710 GILBRETH RD

City

BURLINGAME

State

CA

Zip Code

94010

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL PURPOSE GRANT

Amount

56,656

Name

AMERICAN CANCER SOCIETY, INC NATIONAL OFFICE OF PROBATE AND TRUST

Street

PO BOX 720366

City

OKLAHOMA CITY

State

OK

Zip Code

73162

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL PURPOSE GRANT

Amount

42,492

Name

THE BLALOCK FOUNDATION C/O MARTINEAU & KNUDSON

Street

2001 WILSHIRE BLVD

City

SANTA MONICA

State

CA

Zip Code

90404

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL PURPOSE GRANT

Amount

14,164

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

TILTON, MARY CHAR.

						FMV	COST	
	716024	716024	95-6020126			0	0	0
Cash								
Invest - Other	716024		95-6020126	589509108	MERGER FD SH BEN INT #260	52630.06	51887	
Invest - Other	716024		95-6020126	693390882	PIMCO FOREIGN BD FD USD H-INST #103	24333.45	22691.31	
Invest - Other	716024		95-6020126	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	35319.2	26854.97	
Invest - Other	716024		95-6020126	81369Y605	AMEX FINANCIAL SELECT SPDR	50195.6	47190.28	
Invest - Other	716024		95-6020126	81369Y100	AMEX MATERIALS SPDR	7670.3	6749.68	
Invest - Other	716024		95-6020126	81369Y803	AMEX TECHNOLOGY SELECT SPDR	70057.65	54937.7	
Invest - Other	716024		95-6020126	81369Y506	AMEX ENERGY SELECT SPDR	29987.32	23730.56	
Invest - Other	716024		95-6020126	999612906	TAXABLE SHORT-TERM BOND FUND	60356.37	60792.08	
Invest - Other	716024		95-6020126	999708902	TAXABLE INTERMEDIATE TERM BD FD	126788.11	121181.21	
Invest - Other	716024		95-6020126	991283912	TAXABLE TOTAL RETURN BOND FUND	126728	114888.81	
Invest - Other	716024		95-6020126	464287804	ISHARES CORE S&P SMALL-CAP E	165876.2	134999.26	
Invest - Other	716024		95-6020126	464287705	ISHARES S&P MIDCAP 400 VALUE	76578.46	62778.36	
Invest - Other	716024		95-6020126	464287606	ISHARES S&P MIDCAP 400 GROWTH	90280.2	70148.12	
Invest - Other	716024		95-6020126	464287465	ISHARES MSCI EAFE	301177.83	291167.02	
Invest - Other	716024		95-6020126	81369Y704	AMEX INDUSTRIAL SPDR	33008.57	26096.88	
Invest - Other	716024		95-6020126	81369Y209	AMEX HEALTH CARE SPDR	44867.6	36552.73	
Invest - Other	716024		95-6020126	81369Y407	AMEX CONSUMER DISCR SPDR	36312.92	23633.96	
Invest - Other	716024		95-6020126	140995127	CORE EQUITY FUND	130308.44	119922.07	
Invest - Other	716024		95-6020126	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	130800.28	127441.9	
Invest - Other	716024		95-6020126	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	65347	74810.59	
Invest - Other	716024		95-6020126	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	24313.57	23221.52	
Invest - Other	716024		95-6020126	922908553	VANGUARD REIT VIPER	102671.79	55597.01	
Invest - Other	716024		95-6020126	922042858	VANGUARD MSCI EMERGING MARKETS ETF	217595.68	192983.41	
Invest - Other	716024		95-6020126	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	105200.72	87675.67	
Invest - Other	716024		95-6020126	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	103741.19	96309.78	
Invest - Other	716024		95-6020126	949917538	WELLS FARGO ADV HI INC-INS #3110	131038.46	124104.87	
Invest - Other	716024		95-6020126	367829884	GATEWAY FUND - Y #1986	64978.76	65575.1	
Invest - Other	716024		95-6020126	22544R305	CREDIT SUISSE COMM RET ST-I #2156	129088.86	140038.13	
Savings & Temp Inv	716024		95-6020126	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	77647.12	77647.12	
Savings & Temp Inv	716024		95-6020126	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	605.91	605.91	
					TOTAL CASH AND EQUIV.	78253.03	78253.03	
					TOTAL OTHER INVESTMENTS	2537252.6	2283960	
					TOTAL	2615505.6	2362213	

—

Line 16b (990-PF) - Accounting Fees

		954	0	0	954
	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) 954
1	TAX PREP FEES	954			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		631	631	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				
3	FOREIGN TAX WITHHELD	631	631		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		347	337	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	PARTNERSHIP EXPENSES	337	337		
3	STATE AG FEES	10			10
4					
5					
6					
7					
8					
9					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS - OTHER		2,368,658	2,283,960	2,537,253
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	UNDISTRIBUTED CTF CAPITAL GAIN	1	2,351
2	PARTNERSHIP INCOME ADJUSTMENT	2	337
3	COST BASIS	3	1,642
4	Total	4	4,330

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	1,066
2	CTF BOOK TO TAX DIFFERENCE	2	6,584
3	CTF INCOME TIMING DIFFERENCE	3	116
4	Total	4	7,766

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

	Long Term CG Distributions Short Term CG Distributions	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	509,078	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		0	901													
1	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863			5/2/2011	11/26/2012	6,993		0	7,157	-164			0		-7,459
2	AMEX MATERIA SPDR	81369Y100			2/22/2010	4/19/2012	2,356		0	2,101	255			0		255
3	CONSUMER STAPLES SECTOR SPDR	81369Y308			4/19/2012	8/15/2012	4,471		0	4,242	229			0		229
4	CONSUMER STAPLES SECTOR SPDR	81369Y308			4/30/2010	8/15/2012	2,289		0	1,786	503			0		503
5	AMEX CONSUMER DISCR SPDR	81369Y407			4/19/2012	8/15/2012	1,792		0	1,778	14			0		14
6	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010	8/15/2012	5,100		0	4,295	805			0		805
7	AMEX ENERGY SELECT SPDR	81369Y506			4/19/2012	8/15/2012	1,437		0	1,379	58			0		58
8	AMEX ENERGY SELECT SPDR	81369Y506			2/22/2010	8/15/2012	4,525		0	3,578	947			0		947
9	AMEX FINANCIAL SELECT SPDR	81369Y605			4/30/2010	4/19/2012	4,015		0	4,380	-365			0		-365
10	AMEX FINANCIAL SELECT SPDR	81369Y605			4/30/2010	11/26/2012	3,440		0	3,820	-180			0		-180
11	AMEX INDUSTRIAL SPDR	81369Y704			4/19/2012	8/15/2012	3,833		0	3,812	21			0		21
12	AMEX UTILITIES SPDR	81369Y886			2/22/2010	8/15/2012	3,847		0	3,065	782			0		782
13	AMEX UTILITIES SPDR	81369Y886			4/30/2010	8/15/2012	859		0	699	160			0		160
14	AMEX UTILITIES SPDR	81369Y886			4/19/2012	8/15/2012	1,867		0	1,732	135			0		135
15	VANGUARD MSCI EMERGING MARKETS	922042858			2/7/2011	11/26/2012	42		0	47	-5			0		-5
16	VANGUARD MSCI EMERGING MARKETS	922042858			3/6/2012	11/26/2012	5,145		0	5,278	-133			0		-133
17	VANGUARD REIT VIPER	922908553			3/6/2012	8/15/2012	6,218		0	5,838	380			0		380
18	WELLS FARGO ADV INTL BOND-IS #470	94985D582			11/24/2010	4/23/2012	18,603		0	17,041	-438			0		-438
19	WELLS FARGO ADV INTL BOND-IS #470	94985D582			2/9/2011	4/23/2012	10,942		0	11,000	-58			0		-58
20	WELLS FARGO ADV INTL BOND-IS #470	94985D582			7/28/2010	4/23/2012	954		0	945	9			0		9
21	WELLS FARGO ADV INTL BOND-IS #470	94985D582			7/28/2010	4/15/2012	23,313		0	23,047	266			0		266
22	WELLS FARGO ADV HI INC-INS #3110	949917538			2/21/2006	4/23/2012	20,000		0	20,681	-681			0		-681
23	WELLS FARGO ADV HI INC-INS #3110	949917538			2/21/2006	11/26/2012	12,802		0	12,844	-42			0		-42
24	TAXABLE TOTAL RETURN BOND FUND	991283912			2/7/2011	3/7/2012	41,852		0	40,835	1,017			0		1,017
25	TAXABLE TOTAL RETURN BOND FUND	991283912			2/15/2006	3/7/2012	18,448		0	16,806	1,642			0		1,642
26	TAXABLE TOTAL RETURN BOND FUND	991283912			2/15/2006	8/15/2012	7,171		0	6,608	563			0		563
27	TAXABLE SHORT-TERM BOND FUND	999812808			2/7/2011	3/7/2012	35,000		0	36,485	-485			0		-485
28	TAXABLE INTERMEDIATE TERM BD FD	999708902			4/29/2011	3/7/2012	55,038		0	54,504	534			0		534
29	TAXABLE INTERMEDIATE TERM BD FD	999708902			10/13/2006	3/7/2012	15,849		0	15,889	-40			0		-40
30	TAXABLE INTERMEDIATE TERM BD FD	999708902			10/13/2006	3/7/2012	15,913		0	15,137	776			0		776
31	TAXABLE INTERMEDIATE TERM BD FD	999708902			2/7/2011	8/15/2012	5,916		0	5,664	252			0		252
32	CORE EQUITY FUND	140995127			2/7/2011	8/15/2012	10,230		0	10,174	56			0		56
33	CREDIT SUISSE COMM RET ST-I #2156	22544R305			8/17/2011	11/26/2012	3,172		0	3,571	-399			0		-399
34	DIAMOND HILL LONG-SHORT FD CL I #	25264S833			8/17/2012	11/26/2012	3,053		0	3,021	32			0		32
35	DREYFUS EMG MKT DEBT LOC C-I #606	261980494			8/17/2011	11/26/2012	2,827		0	2,842	-15			0		-15
36	HUSSMAN STRATEGIC GROWTH FUND	448108100			2/19/2008	8/15/2012	32,052		0	44,544	-12,492			0		-12,492
37	ISHARES MSCI EAFE	464287465			12/31/2009	8/15/2012	23,961		0	25,852	-1,891			0		-1,891
38	ISHARES MSCI EAFE	464287465			12/31/2009	11/26/2012	19,608		0	20,070	-462			0		-462
39	ISHARES S&P MIDCAP 400 GROWTH	464287606			3/6/2012	8/15/2012	541		0	543	-2			0		-2
40	ISHARES S&P MIDCAP 400 GROWTH	464287606			3/6/2012	11/26/2012	4,146		0	4,022	124			0		124
41	ISHARES S&P MIDCAP 400 VALUE	464287705			3/6/2012	8/15/2012	1,826		0	1,809	17			0		17
42	ISHARES TR SMALLCAP 600 INDEX FD	464287804			3/6/2012	8/15/2012	1,624		0	1,600	24			0		24
43	ISHARES CORE S&P SMALL-CAP E	464287804			3/6/2012	11/26/2012	2,995		0	2,910	85			0		85
44	MERGER FD SH BEN INT #260	589509108			5/4/2010	8/15/2012	445		0	440	5			0		5
45	PIMCO FOREIGN BD FD USD H-INST #1	693390882			8/17/2011	4/23/2012	29,100		0	28,642	458			0		458
46	PIMCO FOREIGN BD FD USD H-INST #1	693390882			8/17/2011	8/15/2012	25,239		0	24,280	959			0		959
47	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863			5/2/2011	8/15/2012	9,229		0	9,944	-715			0		-715
48							0		0	0	0			0		0
49							0		0	0	0			0		0
50							0		0	0	0			0		0

Part

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

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

	Date	Amount
1 Credit from prior year return	1	1,269
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	1,269

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	59,530
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	59,530