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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation T/U/A SIDNEY S HOAG MEM CTR FOR WOM		A Employer identification number 22-6020074
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		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code Philadelphia PA 19106-2112		D 1. Foreign organizations, 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 type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 158,508	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				
	4 Dividends and interest from securities	4,116	4,055		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,933			
	b Gross sales price for all assets on line 6a 60,547				
	7 Capital gain net income (from Part IV, line 2)		1,933		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	79	79			
12 Total. Add lines 1 through 11	6,128	6,067	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,679	2,009		670
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,442			1,442
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	116	41		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,237	2,050	0	2,112
25 Contributions, gifts, grants paid	3,781			3,781	
26 Total expenses and disbursements. Add lines 24 and 25	8,018	2,050	0	5,893	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,890				
b Net investment income (if negative, enter -0-)		4,017			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) T/U/A SIDNEY S HOAG MEM CTR FOR WOM

22-6020074

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	5,579	6,099	6,099
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	148,513	145,746	152,407	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	154,092	151,845	158,506	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	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	154,092	151,845	
	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)	154,092	151,845		
31 Total liabilities and net assets/fund balances (see instructions)	154,092	151,845		

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	154,092
2 Enter amount from Part I, line 27a	2	-1,890
3 Other increases not included in line 2 (itemize) See Attached Statement	3	224
4 Add lines 1, 2, and 3	4	152,426
5 Decreases not included in line 2 (itemize) See Attached Statement	5	581
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	151,845

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 See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				

(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
b			0
c			0
d			0
e			0

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			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	1,933
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))
2011	4,684	155,885	0.030048
2010	6,300	146,380	0.043039
2009	7,385	128,987	0.057254
2008	8,170	161,420	0.050613
2007	9,850	204,005	0.048283

2 Total of line 1, column (d)	2	0.229237
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	0.045847
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	153,715
5 Multiply line 4 by line 3	5	7,047
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40
7 Add lines 5 and 6	7	7,087
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	5,893

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	80
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	80
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	80
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	160	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	160	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	80	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 80 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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) NJ		
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 2012 or the taxable year beginning in 2012 (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 2012, 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)? <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 2012? <input type="checkbox"/> 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 2012 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 2012) 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 2012? 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)?

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

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 Phila	Trustee 4.00	2,679		

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		

Total number of others receiving over \$50,000 for professional services

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

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

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	150,899
b	Average of monthly cash balances	1b	5,157
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	156,056
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	156,056
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,341
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	153,715
6	Minimum investment return. Enter 5% of line 5	6	7,686

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	7,686
2a	Tax on investment income for 2012 from Part VI, line 5	2a	80
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	80
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,606
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,606
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	7,606

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	5,893
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	5,893
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,893

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,606
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			1,481	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: \blacktriangleright \$ 5,893				
a Applied to 2011, but not more than line 2a			1,481	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				4,412
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
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.				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				3,194
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 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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 . . .

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ 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 or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	3,781
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

- | 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? | | Yes | No |
|--|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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. Sulentice SVP Wells Fargo Bank N.A.

4/5/2013

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

JOSEPH J. CASTRIANO

Preparer's signature

Sl/Sc-

Date

4/5/2013

Check ☒ if self-employed

PTIN	
------	--

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

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

Phone no.	412-355-6000
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T/U/A SIDNEY S HOAG MEM CTR FOR WOM

22-6020074 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

GREEN HILL, INC

Street

103 PLEASANT VALLEY WAY

City

WEST ORANGE

State

NJ

Zip Code

07052

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,781

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

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Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals			Net Gain or Loss	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
															Capital Gains/Losses	
Short Term CG Distributions										547	0	60,547		0	58,614	1,933
1	X	T ROWE PRICE SHORT TERM			2/15/2012		5/8/2012	1,733	1,729				0	4		
2	X	T ROWE PRICE SHORT TERM			4/19/2011		5/8/2012	2,060	2,060				0	0		
3	X	RIDGEMOUNT SEIX HY BD-I #			4/19/2011		11/19/2012	744	760				0	-16		
4	X	RIDGEMOUNT SEIX HY BD-I #			4/19/2011		8/8/2012	167	172				0	-5		
5	X	RIDGEMOUNT SEIX HY BD-I #			4/19/2011		8/8/2012	167	181				0	-14		
6	X	PIMCO FOREIGN BD FD USD			7/18/2011		8/8/2012	1,689	1,599				0	70		
7	X	PIMCO TOTAL RET FD-INST #			12/1/2008		2/10/2012	620	575				0	45		
8	X	PIMCO TOTAL RET FD-INST #			10/24/2011		2/10/2012	400	387				0	13		
9	X	PIMCO TOTAL RET FD-INST #			7/18/2011		2/10/2012	1,052	1,043				0	9		
10	X	PIMCO TOTAL RET FD-INST #			6/7/2011		2/10/2012	2,067	2,058				0	9		
11	X	PIMCO TOTAL RET FD-INST #			6/12/2009		2/10/2012	238	222				0	16		
12	X	PIMCO TOTAL RET FD-INST #			5/12/2009		2/10/2012	952	889				0	63		
13	X	PIMCO TOTAL RET FD-INST #			9/1/2009		2/10/2012	72	70				0	2		
14	X	MERGER FD SH BEN INT #260			6/7/2011		8/8/2012	682	686				0	-14		
15	X	MAINSTAY EP US EQUITY-INS			7/18/2011		8/8/2012	351	354				0	-3		
16	X	MAINSTAY EP US EQUITY-INS			6/7/2011		8/8/2012	2,012	2,009				0	3		
17	X	MAINSTAY EP US EQUITY-INS			7/18/2011		2/10/2012	485	503				0	-18		
18	X	MAINSTAY EP US EQUITY-INS			4/19/2011		2/10/2012	1,794	1,874				0	-80		
19	X	MFS VALUE FUND-CLASS I#8			4/19/2011		8/8/2012	375	360				0	15		
20	X	LAUDUS MONDRIAN INTL FHI			4/19/2011		8/8/2012	1,542	1,564				0	-22		
21	X	LAUDUS MONDRIAN INTL FHI			6/7/2011		8/8/2012	1	1				0	0		
22	X	KEELEY SMALL CAP VAL FD C			12/28/2010		8/8/2012	207	201				0	6		
23	X	KEELEY SMALL CAP VAL FD C			12/28/2010		2/10/2012	361	352				0	9		
24	X	ISHARES S & P 500 INDEX FUI			4/15/2011		5/8/2012	2,177	2,123				0	54		
25	X	ISHARES S & P 500 INDEX FUI			4/15/2011		2/10/2012	135	133				0	2		
26	X	ISHARES S & P 500 INDEX FUI			7/14/2011		2/10/2012	269	266				0	3		
27	X	DODGE & COX INTL STOCK F			7/30/2008		8/8/2012	885	1,134				0	-249		
28	X	HUSSMAN STRATEGIC GROW			7/18/2011		8/8/2012	424	470				0	-46		
29	X	HUSSMAN STRATEGIC GROW			2/14/2012		8/8/2012	623	665				0	-42		
30	X	HUSSMAN STRATEGIC GROW			6/7/2011		8/8/2012	1,724	1,921				0	-197		
31	X	HARBOR CAPITAL APRTION			7/18/2011		8/8/2012	83	80				0	3		
32	X	HARBOR CAPITAL APRTION			7/18/2011		2/10/2012	328	319				0	9		
33	X	GOLDMAN SACHS GRTH OPP			8/12/2011		4/10/2012	606	541				0	65		
34	X	GOLDMAN SACHS GRTH OPP			12/1/2008		4/10/2012	3,321	1,670				0	1,651		
35	X	GOLDMAN SACHS GRTH OPP			8/12/2011		2/10/2012	172	155				0	17		
36	X	JP MORGAN MID CAP VALUE			12/28/2010		8/8/2012	243	212				0	31		
37	X	JP MORGAN MID CAP VALUE			12/28/2010		5/8/2012	420	376				0	44		
38	X	JP MORGAN MID CAP VALUE			12/28/2010		2/10/2012	227	212				0	15		
39	X	DODGE & COX INCOME FD C4			7/30/2008		11/19/2012	2,417	2,105				0	312		
40	X	DIAMOND HILL LONG-SHORT			4/19/2011		2/10/2012	266	254				0	12		
41	X	CREDIT SUISSE COMM RT ST			8/12/2011		8/8/2012	357	393				0	-36		
42	X	ARTISAN INTERNATIONAL FU			4/19/2011		8/8/2012	1,237	1,371				0	-134		
43	X	ARTISAN INTERNATIONAL FU			4/19/2011		2/10/2012	174	203				0	-29		
44	X	DODGE & COX INCOME FD C4			8/10/2012		11/19/2012	2,816	2,886				0	30		
45	X	DODGE & COX INCOME FD C4			5/10/2012		11/19/2012	1,800	1,769				0	31		
46	X	DODGE & COX INCOME FD C4			7/30/2008		2/10/2012	912	813				0	99		
47	X	DODGE & COX INCOME FD C4			10/24/2011		2/10/2012	379	370				0	9		
48	X	DODGE & COX INCOME FD C4			6/7/2011		2/10/2012	558	553				0	5		
49	X	DODGE & COX INCOME FD C4			7/18/2011		2/10/2012	735	722				0	8		
50	X	DODGE & COX INCOME FD C4			6/7/2011		2/10/2012	2,228	2,228				0	6		
51	X	DODGE & COX INCOME FD C4			4/19/2011		2/10/2012	509	500				0	9		
52	X	DODGE & COX INTL STOCK F			7/30/2008		11/19/2012	229	282				0	-53		
53	X	DODGE & COX INTL STOCK F			12/28/2010		8/8/2012	311	450				0	-139		
54	X	VANGUARD REIT VIPER			12/28/2010		8/8/2012	198	162				0	36		
55	X	VANGUARD REIT VIPER			12/28/2010		5/8/2012	186	165				0	31		
56	X	VANGUARD REIT VIPER			12/28/2010		2/10/2012	620	552				0	68		
57	X	TCW SMALL CAP GROWTH FL			8/12/2011		12/19/2012	1,155	1,123				0	32		
58	X	TCW SMALL CAP GROWTH FL			12/28/2010		12/19/2012	896	883				0	-87		
59	X	TCW SMALL CAP GROWTH FL			12/28/2010		11/19/2012	1,421	1,638				0	-217		
60	X	TCW SMALL CAP GROWTH FL			5/10/2012		11/19/2012	291	311				0	-20		
61	X	TCW SMALL CAP GROWTH FL			12/28/2010		2/10/2012	236	236				0	0		
62	X	SPDR DJ WILSHIRE INTERNA			6/3/2011		11/19/2012	161	163				0	-2		
63	X	SPDR DJ WILSHIRE INTERNA			6/3/2011		8/8/2012	388	408				0	-20		
64	X	SPDR DJ WILSHIRE INTERNA			6/3/2011		8/8/2012	194	228				0	-34		
65	X	T ROWE PRICE SHORT TERM			2/15/2012		11/19/2012	2,173	2,168				0	5		
66	X	T ROWE PRICE SHORT TERM			2/15/2012		8/8/2012	5,655	5,643				0	12		

Part I, Line 11 (990-PF) - Other Income

		79	79	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	79	79	

Part I, Line 16b (990-PF) - Accounting Fees

		1,442	0	0	1,442
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,442			1,442

Part I, Line 18 (990-PF) - Taxes

		116	41	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	41	41		
2	ESTIMATED EXCISE PAYMENTS	75			

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

		148,513	145,746	152,407
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1			0	
2	LAUDUS MONDRIAN INTL FI-INST 2940		3,496	3,375
3	DODGE & COX INT'L STOCK FD 1048		6,023	7,462
4	ISHARES S & P 500 INDEX FUND		5,235	5,582
5	MFS VALUE FUND-CLASS I 893		6,747	7,201
6	DREYFUS EMG MKT DEBT LOC C-I 6083		7,480	7,899
7	DRIEHAUS ACTIVE INCOME FUND		2,323	2,381
8	JP MORGAN MID CAP VALUE-I 758		2,992	3,636
9	VANGUARD EMERGING MARKETS ETF		5,108	5,032
10	OPPENHEIMER DEVELOPING MKT-Y 788		4,991	5,033
11	SPDR DJ WILSHIRE INTERNATIONAL REA		5,417	5,582
12	DIAMOND HILL LONG-SHORT FD CL I 11		3,718	3,997
13	RIDGEWORTH SEIX HY BD-I 5855		7,745	7,867
14	GATEWAY FUND - Y 1986		3,854	3,811
15	CREDIT SUISSE COMM RT ST-CO 2156		8,880	7,549
16	KEELEY SMALL CAP VAL FD CL I 2251		3,677	4,354
17	ARTISAN INTERNATIONAL FUND 661		6,985	7,503
18	DODGE & COX INCOME FD COM 147		6,685	7,638
19	HARBOR CAPITAL APRCTION-INST 2012		8,513	9,471
20	MERGER FD SH BEN INT 260		2,357	2,306
21	PIMCO TOTAL RET FD-INST 35		22,854	23,366
22	PIMCO FOREIGN BD FD USD H-INST 103		3,268	3,386
23	T ROWE PRICE SHORT TERM BD FD 55		1,223	1,226
24	ARTISAN MID CAP FUND-INSTL 1333		4,321	4,253
25	ISHARES RUSSELL 2000 GROWTH		3,884	4,003
26	HUSSMAN STRATEGIC GROWTH FUND 60		3,376	2,967
27	VANGUARD REIT VIPER		4,594	5,527

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

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

1	COST BASIS ADJUSTMENT	1	72
2	MUTUAL FUND &CTF INCOME ADDITION	2	152
3	Total	3	224

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	516
2	PY RETURN OF CAPITAL ADJUSTMENT	2	65
3	Total	3	581

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

Long Term CG Distributions										547	Amount									
Short Term CG Distributions										0										
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	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	Gain Minus Excess of FMV Over Adjusted Basis of Losses						
1	T ROWE PRICE SHORT TERM BD FD #571957P105			2/15/2012	5/8/2012	1,733		0	1,728	4	1,386	0	0	1,386						
2	T ROWE PRICE SHORT TERM BD FD #571957P105			4/19/2011	5/8/2012	2,060		0	2,060	0	0	0	0	0						
3	RIDGEMOUNT SEIX HY BD-1 #5655			4/19/2011	11/19/2012	744		0	760	-16	0	0	0	-16						
4	RIDGEMOUNT SEIX HY BD-1 #5655			4/19/2011	8/8/2012	167		0	172	-5	0	0	0	-5						
5	RIDGEMOUNT SEIX HY BD-1 #5655			4/19/2011	8/8/2012	167		0	181	-14	0	0	0	-14						
6	PIMCO FOREIGN BD FD USD H-INST #1			7/16/2011	8/8/2012	1,669		0	1,599	70	70	70	0	0						
7	PIMCO TOTAL RET FD-INST #35			12/12/2008	2/10/2012	400		0	375	25	45	45	0	0						
8	PIMCO TOTAL RET FD-INST #35			10/24/2011	2/10/2012	400		0	387	13	13	13	0	0						
9	PIMCO TOTAL RET FD-INST #35			7/16/2011	2/10/2012	1,052		0	1,043	9	9	9	0	0						
10	PIMCO TOTAL RET FD-INST #35			6/7/2011	2/10/2012	2,087		0	2,058	29	29	29	0	0						
11	PIMCO TOTAL RET FD-INST #35			6/1/2009	2/10/2012	2,238		0	2,222	16	16	16	0	0						
12	PIMCO TOTAL RET FD-INST #35			5/12/2009	2/10/2012	952		0	889	63	63	63	0	0						
13	PIMCO TOTAL RET FD-INST #35			9/1/2009	2/10/2012	72		0	70	2	2	2	0	0						
14	MERGER FD SH BEN INT #260			6/7/2011	8/8/2012	696		0	696	-14	0	0	0	-14						
15	MAINSTAY EP US EQUITY-INS #1204			7/16/2011	8/8/2012	351		0	354	-3	0	0	0	-3						
16	MAINSTAY EP US EQUITY-INS #1204			6/7/2011	8/8/2012	2,012		0	2,009	3	0	0	0	3						
17	MAINSTAY EP US EQUITY-INS #1204			7/16/2011	2/10/2012	485		0	503	-18	0	0	0	-18						
18	MAINSTAY EP US EQUITY-INS #1204			4/19/2011	2/10/2012	1,784		0	1,874	-90	0	0	0	-90						
19	MFS VALUE FUND-CLASS I #683			4/19/2011	8/8/2012	375		0	360	15	15	15	0	0						
20	LAUDUS MONDRIAN INTL F-INST #2846			4/19/2011	8/8/2012	1,542		0	1,564	-22	0	0	0	-22						
21	LAUDUS MONDRIAN INTL F-INST #2846			6/7/2011	8/8/2012	1		0	1	0	0	0	0	0						
22	KEELEY SMALL CAP VAL FD CL I #2251			12/28/2010	8/8/2012	207		0	201	6	6	6	0	0						
23	SHARES S & P 500 INDEX FUND			12/28/2010	2/10/2012	381		0	352	29	54	54	0	0						
24	SHARES S & P 500 INDEX FUND			4/15/2011	5/8/2012	2,177		0	2,123	54	54	54	0	0						
25	SHARES S & P 500 INDEX FUND			4/15/2011	2/10/2012	135		0	133	2	2	2	0	0						
26	SHARES S & P 500 INDEX FUND			7/14/2011	2/10/2012	269		0	266	3	3	3	0	0						
27	HUSMAN STRATEGIC GROWTH FUND			7/30/2008	8/8/2012	885		0	1,134	-249	0	0	0	-249						
28	HUSMAN STRATEGIC GROWTH FUND			7/18/2011	8/8/2012	424		0	470	-46	0	0	0	-46						
29	HUSMAN STRATEGIC GROWTH FUND			2/14/2012	8/8/2012	623		0	665	-42	0	0	0	-42						
30	HUSMAN STRATEGIC GROWTH FUND			6/7/2011	8/8/2012	1,724		0	1,921	-197	0	0	0	-197						
31	HARBOR CAPITAL APRECTION-INST #20			7/16/2011	8/8/2012	83		0	80	3	3	3	0	0						
32	GOLDMAN SACHS GRTH OPP FDI #133842Y401			7/18/2011	2/10/2012	328		0	319	9	9	9	0	0						
33	GOLDMAN SACHS GRTH OPP FDI #133842Y401			8/12/2011	4/10/2012	606		0	541	65	65	65	0	0						
34	GOLDMAN SACHS GRTH OPP FDI #133842Y401			12/1/2008	4/10/2012	3,321		0	1,670	1,651	0	0	0	1,651						
35	JP MORGAN MID CAP VALUE-#758			8/12/2011	2/10/2012	172		0	155	17	17	17	0	0						
36	JP MORGAN MID CAP VALUE-#758			12/28/2010	8/8/2012	243		0	212	31	31	31	0	0						
37	JP MORGAN MID CAP VALUE-#758			12/28/2010	5/8/2012	420		0	376	44	44	44	0	0						
38	JP MORGAN MID CAP VALUE-#758			12/28/2010	2/10/2012	221		0	212	9	15	15	0	0						
39	DODGE & COX INCOME FD COM #147			7/30/2008	1/19/2012	2,417		0	2,105	312	0	0	0	312						
40	DODGE & COX INCOME FD COM #147			8/12/2011	2/10/2012	286		0	254	32	12	12	0	0						
41	CREDIT SUISSE COMM RT ST CO #21562244R305			8/12/2011	8/8/2012	357		0	393	-36	0	0	0	-36						
42	ARTISAN INTERNATIONAL FUND #681			4/19/2011	2/10/2012	1,237		0	1,371	-134	0	0	0	-134						
43	DODGE & COX INCOME FD COM #147			8/10/2012	1/19/2012	2,918		0	2,888	30	30	30	0	0						
44	DODGE & COX INCOME FD COM #147			5/10/2012	1/19/2012	1,800		0	1,768	31	31	31	0	0						
45	DODGE & COX INCOME FD COM #147			7/30/2008	2/10/2012	912		0	813	99	99	99	0	0						
46	DODGE & COX INCOME FD COM #147			10/24/2011	2/10/2012	378		0	370	8	8	8	0	0						
47	DODGE & COX INCOME FD COM #147			6/7/2011	2/10/2012	558		0	553	5	5	5	0	0						
48	DODGE & COX INCOME FD COM #147			7/16/2011	2/10/2012	735		0	727	8	8	8	0	0						
49	DODGE & COX INCOME FD COM #147			6/7/2011	2/10/2012	2,228		0	2,222	6	6	6	0	0						
50	DODGE & COX INCOME FD COM #147			4/19/2011	2/10/2012	509		0	500	9	9	9	0	0						
51	DODGE & COX INTL STOCK FD #1048			7/30/2008	1/19/2012	228		0	282	-53	0	0	0	-53						
52	DODGE & COX INTL STOCK FD #1048			7/30/2008	8/8/2012	311		0	450	-139	0	0	0	-139						
53	VANGUARD REIT VIPER			12/28/2010	5/8/2012	198		0	182	16	31	31	0	0						
54	VANGUARD REIT VIPER			12/28/2010	2/10/2012	620		0	552	68	68	68	0	0						
55	VANGUARD REIT VIPER			8/12/2011	12/19/2012	1,155		0	1,123	32	32	32	0	0						
56	TCW SMALL CAP GROWTH FUND-#47287234N848			12/28/2010	1/19/2012	896		0	883	13	0	0	0	13						
57	TCW SMALL CAP GROWTH FUND-#47287234N848			12/28/2010	1/19/2012	1,421		0	1,638	-217	0	0	0	-217						
58	TCW SMALL CAP GROWTH FUND-#47287234N848			5/10/2012	1/19/2012	291		0	311	-20	0	0	0	-20						
59	TCW SMALL CAP GROWTH FUND-#47287234N848			12/28/2010	2/10/2012	236		0	236	0	0	0	0	0						
60	SPDR DJ WILL SHIRE INTERNATIONAL #184632683			6/3/2011	1/19/2012	161		0	163	-2	0	0	0	-2						
61	SPDR DJ WILL SHIRE INTERNATIONAL #184632683			6/3/2011	8/8/2012	388		0	408	-20	0	0	0	-20						
62	SPDR DJ WILL SHIRE INTERNATIONAL #184632683			2/15/2012	1/19/2012	2,121		0	2,288	-167	0	0	0	-167						
63	T ROWE PRICE SHORT TERM BD FD #571957P105			2/15/2012	8/8/2012	5,655		0	5,843	-188	0	0	0	-188						

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

	Date	Amount
1 Credit from prior year return		1 85
2 First quarter estimated tax payment	6/8/2012	2 75
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		7 160

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	1,481
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,481

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STATEMENT

NJ DOES NOT REQUIRE 990PF IF CONTRIBUTIONS ARE LESS THAN \$10,000.00