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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 STERLING R FBO CHARITIES 4947 TUW		A Employer identification number 23-6211094
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 Trust Tax Dept - 101N Independence Mall E MACY1372-06		
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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,162,925	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	25,524	25,013		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	13,694			
	b Gross sales price for all assets on line 6a 346,170				
	7 Capital gain net income (from Part IV, line 2)		13,694		
	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)					
12 Total. Add lines 1 through 11	39,218	38,707	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,661	12,496		4,165
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	775			775
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,835	386		
	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	20,271	12,882	0	4,940
	25 Contributions, gifts, grants paid	16,495			16,495
26 Total expenses and disbursements. Add lines 24 and 25	36,766	12,882	0	21,435	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,452				
b Net investment income (if negative, enter -0-)		25,825			
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) STERLING R FBO CHARITIES 4947 TUW

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	43,935	45,314	45,314
	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 ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,085,207	1,082,928	1,117,611
	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)	1,129,142	1,128,242	1,162,925
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	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	
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	1,129,142	1,128,242	
	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)	1,129,142	1,128,242	
Total liabilities and net assets/fund balances (see instructions)	31	1,129,142	1,128,242	

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	1,129,142
2 Enter amount from Part I, line 27a	2	2,452
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	944
4 Add lines 1, 2, and 3	4	1,132,538
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,296
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,128,242

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

(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	13,694
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	47,259	1,124,628	0.042022
2010	43,656	1,048,234	0.041647
2009	47,185	922,574	0.051145
2008	61,903	1,122,792	0.055133
2007			0.000000

2 Total of line 1, column (d)	2	0.189947
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	0.047487
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,105,078
5 Multiply line 4 by line 3	5	52,477
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	258
7 Add lines 5 and 6	7	52,735
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	21,435

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	517	
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	517	
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	517	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,935		
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	1,935		
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	1,418		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 517 Refunded <input type="checkbox"/> 901	11	901		

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? ☐ Yes ☐ No **N/A**
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 Phila	Trustee 4 00	16,661		

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	1,088,647
b	Average of monthly cash balances	1b	33,260
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,121,907
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	1,121,907
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,829
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,105,078
6	Minimum investment return. Enter 5% of line 5	6	55,254

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	55,254
2a	Tax on investment income for 2012 from Part VI, line 5	2a	517
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	517
3	Distributable amount before adjustments Subtract line 2c from line 1	3	54,737
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,737
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	54,737

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	21,435
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	21,435
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	21,435

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				54,737
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			6,681	
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 ▶ \$ 21,435				
a Applied to 2011, but not more than line 2a			6,681	
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				14,754
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				39,983
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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	16,495
b Approved for future payment 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 |
|---|--|--------------|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | 1a(1) |
| (2) Other assets | | 1a(2) |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | 1b(1) |
| (2) Purchases of assets from a noncharitable exempt organization | | 1b(2) |
| (3) Rental of facilities, equipment, or other assets | | 1b(3) |
| (4) Reimbursement arrangements | | 1b(4) |
| (5) Loans or loan guarantees | | 1b(5) |
| (6) Performance of services or membership or fundraising solicitations | | 1b(6) |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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.

4/3/2013

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 _____

PTIN

JOSEPH J CASTRIANO

Alfred

4/3/2013

Check ☒ if self-employed

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

Recipient(s) paid during the year

Name

INGLIS FOUNDATION ATTN: MEREDITH QUIRIN

Street

2600 BELMONT AVE

City

PHILADELPHIA

State

PA

Zip Code

19131

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,124

Name

TABOR SERVICES ATTN: BETH MONTANARI

Street

601 NEW BRITAIN RD

City

DOYLESTOWN

State

PA

Zip Code

18901

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,124

Name

SILVER SPRINGS M LUTHER SCHOOL ORPHAN'S HM & ASLM/D CORBETT CFO

Street

512 WEST TOWNSHIP LINE ROAD

City

PLYMOUTH MEETING

State

PA

Zip Code

19462-1099

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,062

Name

GERMANTOWN HOME, INC ATTN: DON LEVESQUE

Street

6950 GERMANTOWN AVENUE

City

PHILADELPHIA

State

PA

Zip Code

19119

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,062

Name

ALBERT EINSTEIN MEDICAL CENTER

Street

5501 OLD YORKE RD

City

PHILADELPHIA

State

PA

Zip Code

19141

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,123

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
								Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Depreciation	
	Long Term CG Distributions	Amount						Other Sales	346,170	332,476	0	13,694
	Short Term CG Distributions	3,729							0	0	0	0
1	X KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		8/8/2012	1,318	1,288			30
2	X ARTISAN INTERNATIONAL EU	043141204			4/21/2011		8/8/2012	9,874	10,232			-358
3	X CREDIT SUISSE COMM INT ST	22344R305			4/21/2011		8/8/2012	2,150	2,618			-468
4	X LAUDUS MONDRIAN INTL FLH	518550855			4/21/2011		8/8/2012	9,950	9,176			-774
5	X MFS VALUE FUND-CLASS I B	552983694			4/21/2011		8/8/2012	1,927	1,876			51
6	X MAINSTAY EP US EQUITY-INS	560631302			2/10/2012		2/10/2012	18,995	20,324			-1,328
7	X MAINSTAY EP US EQUITY-INS	560631302			4/21/2011		5/8/2012	1,608	1,713			-105
8	X MAINSTAY EP US EQUITY-INS	560631302			4/21/2011		5/8/2012	18,342	19,036			-694
9	X OPPENHEIMER DEVELOPING	683974505			4/21/2011		11/19/2012	1,453	1,621			-168
10	X PINCO TOTAL RET FD-INST 3	683390700			5/15/2009		2/10/2012	327	306			21
11	X PINCO TOTAL RET FD-INST 3	683390700			10/31/2008		2/10/2012	18,893	17,244			1,649
12	X PINCO FOREIGN BD FD USD	683390882			8/12/2011		8/8/2012	9,779	9,381			398
13	X RIDGEWORTH SEIX HY BD 1	76628T645			4/21/2011		11/19/2012	5,337	5,455			-118
14	X T ROWE PRICE SHORT TERM	77957P105			4/21/2011		5/8/2012	4,800	4,800			0
15	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	11,127	11,104			23
16	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	20,244	20,202			42
17	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	5,636	5,624			12
18	X DODGE & COX INTL STOCK F	256206103			8/15/2007		8/8/2012	8,119	11,597			-3,478
19	X DODGE & COX INTL STOCK F	256206103			8/15/2007		11/19/2012	2,259	3,102			-843
20	X DODGE & COX INCOME FD C	256210105			8/15/2007		2/10/2012	19,000	17,394			1,606
21	X DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	7,547	7,417			130
22	X DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	5,176	5,124			52
23	X DODGE & COX INCOME FD C	256210105			8/15/2007		11/19/2012	27,117	24,256			2,861
24	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/10/2012	1,639	1,528			111
25	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/8/2012	3,395	3,221			174
26	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/8/2012	1,676	1,458			218
27	X GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		2/10/2012	1,129	1,017			112
28	X GOLDMAN SACHS GRTH OPP	38142Y401			11/17/2008		4/10/2012	5,163	2,711			2,452
29	X GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	25,323	16,006			9,317
30	X GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		4/10/2012	4,552	4,063			489
31	X HARBOR CAPITAL APRTION	41511504			4/21/2011		2/10/2012	1,888	1,813			75
32	X HUSSMAN STRATEGIC GROW	448108100			10/24/2011		8/8/2012	3,548	4,004			-456
33	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		8/8/2012	5,619	4,930			689
34	X HUSSMAN STRATEGIC GROW	448108100			4/21/2011		8/8/2012	6,046	6,617			-571
35	X ISHARES S & P 500 INDEX FU	464287200			4/21/2011		2/10/2012	2,691	2,684			7
36	X ISHARES S & P 500 INDEX FU	464287200			4/21/2011		5/8/2012	18,502	18,253			249
37	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/10/2012	2,629	2,542			87
38	X SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		8/8/2012	2,907	3,025			-118
39	X SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		11/19/2012	1,408	1,412			-4
40	X TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		2/10/2012	1,786	1,746			40
41	X TCW SMALL CAP GROWTH FL	87234N849			5/10/2012		11/19/2012	2,752	2,941			-189
42	X TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		12/19/2012	13,454	15,317			-1,863
43	X TCW SMALL CAP GROWTH FL	87234N849			12/17/2010		12/19/2012	7,781	8,440			-659
44	X TCW SMALL CAP GROWTH FL	87234N849			8/12/2011		12/19/2012	9,508	9,249			259
45	X TCW SMALL CAP GROWTH FL	87234N849			8/10/2012		12/19/2012	1,231	1,244			-13
46	X VANGUARD REIT VIPER	922808553			4/21/2011		2/10/2012	62	60			2
47	X VANGUARD REIT VIPER	922808553			12/17/2010		2/10/2012	5,644	4,880			764
48	X VANGUARD REIT VIPER	922808553			12/17/2010		5/8/2012	1,698	1,384			314
49	X VANGUARD REIT VIPER	922808553			12/17/2010		8/8/2012	1,251	1,001			250

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

		775	0	0	775
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	775			775

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

		2,835	386	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	386	386		
2	PY EXCISE TAXES PAID	514			
3	ESTIMATED EXCISE TAXES PAID	1,935			

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	66,233	69,207
3	DODGE & COX INCOME FD COM 147		0	14,856	16,621
4	HARBOR CAPITAL APRCTION-INST 2012		0	77,900	83,899
5	MERGER FD SH BEN INT 260		0	22,889	22,343
6	PIMCO TOTAL RET FD-INST 35		0	107,554	110,201
7	PIMCO FOREIGN BD FD USD H-INST 103		0	9,648	9,821
8	T ROWE PRICE SHORT TERM BD FD 55		0	5,560	5,571
9	ARTISAN MID CAP FUND-INSTL 1333		0	39,477	38,869
10	ISHARES RUSSELL 2000 GROWTH		0	35,334	36,408
11	ISHARES S & P 500 INDEX FUND		0	45,391	47,666
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	10,280	9,782
13	DODGE & COX INT'L STOCK FD 1048		0	64,410	68,831
14	MFS VALUE FUND-CLASS I 893		0	59,422	62,327
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	54,412	57,250
16	JP MORGAN MID CAP VALUE-I 758		0	27,210	32,896
17	HUSSMAN STRATEGIC GROWTH FUND 60		0	30,611	26,917
18	VANGUARD REIT VIPER		0	38,551	47,244
19	VANGUARD EMERGING MARKETS ETF		0	51,341	50,764
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	49,516	49,236
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	45,139	46,271
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	43,596	46,396
23	RIDGEWORTH SEIX HY BD-I 5855		0	56,278	57,096
24	GATEWAY FUND - Y 1986		0	28,013	27,707
25	CREDIT SUISSE COMM RT ST-CO 2156		0	65,955	54,752
26	KEELEY SMALL CAP VAL FD CL I 2251		0	33,352	39,536

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	110
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	834
3	Total	3	944

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	4,016
2	PY RETURN OF CAPITAL ADJUSTMENT	2	280
3	Total	3	4,296

Long Term CG Distributions										Amount		Short Term CG Distributions									
										3,729											
	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 or Losses									
1	KEELEY SMALL CAP VAL FUND C LI 2251	487300808	8/8/2012	1,318			0	1,288	30	0	0	30									
2	ARTISAN INTERNATIONAL FUND 661	04314H204	4/21/2011	9,874			0	10,232	358	0	0	358									
3	CREDIT SUISSE COMM RT ST-CO 2196	22554R305	8/8/2012	2,150			0	2,618	468	0	0	468									
4	LAUDUS MONDRIAN INT'L FUND 2940	518505855	4/21/2011	8,950			0	9,176	226	0	0	226									
5	W'S VALUE FUND-CLASS 1893	532948394	8/8/2012	1,927			0	1,876	51	0	0	51									
6	MAINSTAY EP US EQUITY FUND 1294	568831302	4/21/2011	16,996			0	20,324	1,328	0	0	1,328									
7	MAINSTAY EP US EQUITY FUND 1294	568831302	4/21/2011	1,608			0	1,713	105	0	0	105									
8	MAINSTAY EP US EQUITY FUND 1294	568831302	4/21/2011	16,342			0	19,085	2,743	0	0	2,743									
9	OPPENHEIMER DEVELOPING MKTY F	684874505	4/21/2011	1,527			0	1,661	134	0	0	134									
10	PIMCO TOTAL RET FUND-INST 35	693380700	5/15/2009	1,237			0	1,266	29	0	0	29									
11	PIMCO TOTAL RET FUND-INST 35	693380700	2/10/2012	18,893			0	17,244	1,649	0	0	1,649									
12	PIMCO FOREIGN BD FUND USD HINST 10	693380882	8/12/2011	9,779			0	9,381	398	0	0	398									
13	RIDGEWORTH SEN HY BDCI 5865	766281645	4/21/2011	5,337			0	5,455	118	0	0	118									
14	T ROWE PRICE SHORT TERM BD FUND 517757P105	576757P105	4/21/2012	4,800			0	4,800	0	0	0	0									
15	T ROWE PRICE SHORT TERM BD FUND 517757P105	576757P105	2/14/2012	11,127			0	11,104	23	0	0	23									
16	T ROWE PRICE SHORT TERM BD FUND 517757P105	576757P105	2/14/2012	20,244			0	20,202	42	0	0	42									
17	T ROWE PRICE SHORT TERM BD FUND 517757P105	576757P105	2/14/2012	5,636			0	5,624	12	0	0	12									
18	DODGE & COX INTL STOCK FUND 1048	256208103	8/15/2007	8,119			0	11,597	3,478	0	0	3,478									
19	DODGE & COX INTL STOCK FUND 1048	256208103	8/15/2007	2,259			0	3,102	843	0	0	843									
20	DODGE & COX INCOME FUND COM 147	256210105	8/15/2007	19,000			0	17,394	1,606	0	0	1,606									
21	DODGE & COX INCOME FUND COM 147	256210105	5/10/2012	7,547			0	7,417	130	0	0	130									
22	DODGE & COX INCOME FUND COM 147	256210105	11/19/2012	5,176			0	5,124	52	0	0	52									
23	DODGE & COX INCOME FUND COM 147	256210105	8/15/2007	27,117			0	24,256	2,861	0	0	2,861									
24	JF MORGAN MID CAP VALUE-I 758	339128100	2/10/2012	1,659			0	1,528	131	0	0	131									
25	JF MORGAN MID CAP VALUE-I 758	339128100	12/17/2010	3,595			0	3,221	374	0	0	374									
26	JF MORGAN MID CAP VALUE-I 758	339128100	8/8/2012	1,676			0	1,458	218	0	0	218									
27	GOLDMAN SACHS GRTH OPP FUND 1133	381421401	8/12/2011	1,129			0	1,917	788	0	0	788									
28	GOLDMAN SACHS GRTH OPP FUND 1133	381421401	10/17/2008	5,163			0	2,763	2,402	0	0	2,402									
29	GOLDMAN SACHS GRTH OPP FUND 1133	381421401	4/10/2012	2,552			0	16,083	5,489	0	0	5,489									
30	GOLDMAN SACHS GRTH OPP FUND 1133	381421401	4/21/2011	1,866			0	1,813	75	0	0	75									
31	HARBOR CAPITAL APFCTIONHINST 201	411511504	2/10/2012	1,866			0	4,004	456	0	0	456									
32	HUSSMAN STRATEGIC GROWTH FUND 448108100	448108100	8/8/2012	4,619			0	4,930	311	0	0	311									
33	HUSSMAN STRATEGIC GROWTH FUND 448108100	448108100	4/21/2011	6,046			0	6,617	571	0	0	571									
34	HUSSMAN STRATEGIC GROWTH FUND 448108100	448108100	2/10/2012	2,691			0	2,684	7	0	0	7									
35	ISHARES S & P 500 INDEX FUND 464287200	464287200	4/21/2011	18,502			0	18,253	249	0	0	249									
36	ISHARES S & P 500 INDEX FUND 464287200	464287200	5/9/2012	2,629			0	2,542	87	0	0	87									
37	KEELEY SMALL CAP VAL FUND C LI 2251	487300808	2/10/2012	2,907			0	3,025	118	0	0	118									
38	SPDR DJ WILL SHIRE INTERNATIONAL RT 78463X863	78463X863	4/21/2011	1,408			0	1,412	4	0	0	4									
39	SPDR DJ WILL SHIRE INTERNATIONAL RT 78463X863	78463X863	11/19/2012	1,766			0	1,746	20	0	0	20									
40	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	2/10/2012	2,752			0	2,941	189	0	0	189									
41	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	5/10/2012	13,454			0	15,317	1,863	0	0	1,863									
42	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	11/19/2012	7,781			0	8,440	659	0	0	659									
43	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	12/19/2012	9,508			0	9,249	259	0	0	259									
44	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	8/7/2011	1,231			0	1,244	13	0	0	13									
45	TOW SMALL CAP GROWTH FUND 47287324N849	47287324N849	12/19/2012	584			0	60	784	0	0	784									
46	VANGUARD REIT VPER	922308553	4/21/2011	1,998			0	1,998	0	0	0	0									
47	VANGUARD REIT VPER	922308553	12/17/2010	1,998			0	1,998	0	0	0	0									
48	VANGUARD REIT VPER	922308553	12/17/2010	1,998			0	1,998	0	0	0	0									
49	VANGUARD REIT VPER	922308553	8/8/2012	1,998			0	1,998	0	0	0	0									
50	VANGUARD REIT VPER	922308553	12/17/2010	1,998			0	1,998	0	0	0	0									

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

[illegible]

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	484
3 Second quarter estimated tax payment	6/11/2012	3	484
4 Third quarter estimated tax payment	9/11/2012	4	484
5 Fourth quarter estimated tax payment	12/11/2012	5	483
6 Other payments		6	0
7 Total		7	1,935

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	6,681
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	6,681