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: ZIMMERMAN CYRUS MARY FD TR U W

A Employer identification number: 23-6931796

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: Wells Fargo Bank N A. Trust Tax Dept - 101N Indepndence Mall E MACY1372-06

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,115,920

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,361	52,553		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	25,007			
	b Gross sales price for all assets on line 6a 555,162				
	7 Capital gain net income (from Part IV, line 2)		25,007		
	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	78,368	77,560	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29,261	21,946		7,315
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,465			1,465
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,398	1,045		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2	2		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	39,126	22,993	0	8,780
	25 Contributions, gifts, grants paid	89,884			89,884
	26 **Total expenses and disbursements** Add lines 24 and 25	129,010	22,993	0	98,664
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-50,642			
	b **Net investment income** (if negative, enter -0-)		54,567		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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	95,880	90,224	90,224
	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)	226,169		
	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)	1,750,508	1,927,801	2,025,696
	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)	2,072,557	2,018,025	2,115,920
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	2,072,557	2,018,025	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,072,557	2,018,025	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,072,557	2,018,025	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,072,557
2	Enter amount from Part I, line 27a	2	-50,642
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	7,832
4	Add lines 1, 2, and 3	4	2,029,747
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	11,722
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,018,025

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	25,007
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	103,669	2,105,324	0 049241
2010	100,712	2,015,416	0 049971
2009	96,620	1,863,990	0 051835
2008	110,234	2,085,917	0 052847
2007	106,350	2,460,237	0 043228

2 Total of line 1, column (d)	2	0 247122
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 049424
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,069,301
5 Multiply line 4 by line 3	5	102,273
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	546
7 Add lines 5 and 6	7	102,819
8 Enter qualifying distributions from Part XII, line 4	8	98,664

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	1,091
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,091
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,091
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,131		
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	4,131
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,040
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,091 Refunded ▶		11	1,949

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6	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*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence 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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ 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?	☐ Yes ☒ 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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **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 Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	29,261		

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	2,019,087
b	Average of monthly cash balances	1b	81,726
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,100,813
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,100,813
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	31,512
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,069,301
6	**Minimum investment return.** Enter 5% of line 5	6	103,465

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	103,465
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,091		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,091
3	Distributable amount before adjustments Subtract line 2c from line 1			3	102,374
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	102,374
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	102,374

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	98,664
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	98,664
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	98,664

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				102,374
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			5,270	
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 ► $ 98,664				
a	Applied to 2011, but not more than line 2a			5,270	
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				93,394
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				8,980
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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					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 *Paid during the year* See Attached Statement				
Total			▶ 3a	89,884
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,361	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	25,007	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		78,368	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 78,368

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 3/27/2013 | 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	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		3/27/2013		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	

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

Recipient(s) paid during the year

Name
ST PAUL'S UNITED CHURCH OF CHRIST ATT· TREASURER
Street
13 CHURCH ROAD

City	State	Zip Code	Foreign Country
NEWMANSTOWN	PA	17073-8835	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	44,942

Name
MILLBACH CEMETARY CORPORATION C/O NANCY E KLICK
Street
5 GEORGIE LANE

City	State	Zip Code	Foreign Country
RICHLAND	PA	17087-9747	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	44,942

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	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	3,819	Capital Gains/Losses	555,162	530,155	25,007
Short Term CG Distributions	0	Other sales	0	0	0

	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
1	X	ACCO BRANDS CORP	00081T108			2/16/2011		5/15/2012	1	1				0	0
2	X	ACCO BRANDS CORP	00081T108			2/16/2011		5/17/2012	523	536				0	-13
3	X	ABBOTT LABS	002824100			8/9/2012		11/7/2012	3,552	3,610				0	-58
4	X	AMGEN INC	031162100			6/22/2011		8/9/2012	4,877	3,498				0	1,379
5	X	ANHEUSER-BUSCH INBEV SP	03524A108			8/9/2012		11/16/2012	578	573				0	5
6	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/21/2011		11/16/2012	1,321	944				0	377
7	X	APPLE INC	037833100			9/30/2010		5/9/2012	2,255	1,143				0	1,112
8	X	ASCENA RETAIL GROUP INC	04351G101			7/13/2011		3/28/2012	6,987	5,422				0	1,565
9	X	BAKER HUGHES INC COM	057224107			9/12/2011		3/28/2012	3,435	4,781				0	-1,346
10	X	BRISTOL MYERS SQUIBB CO	110122108			7/13/2011		5/9/2012	954	846				0	108
11	X	BRISTOL MYERS SQUIBB CO	110122108			5/21/2009		5/9/2012	296	185				0	111
12	X	BRISTOL MYERS SQUIBB CO	110122108			5/21/2009		8/9/2012	4,784	3,062				0	1,722
13	X	CAPITAL ONE FINANCIAL COF	14040H105			6/22/2011		5/9/2012	1,712	1,636				0	76
14	X	CAPITAL ONE FINANCIAL COF	14040H105			6/22/2011		8/9/2012	168	153				0	15
15	X	CAPITAL ONE FINANCIAL COF	14040H105			12/9/2010		8/9/2012	224	164				0	60
16	X	CARDINAL HEALTH INC COM	14149Y108			6/22/2011		8/9/2012	4,593	5,194				0	-601
17	X	CENTURYLINK, INC	156700106			9/30/2010		5/9/2012	1,247	1,308				0	-61
18	X	CENTURYLINK, INC	156700106			9/30/2010		7/16/2012	4,399	4,241				0	158
19	X	CHEVRON CORP	166764100			9/30/2010		2/9/2012	1,178	895				0	283
20	X	COCA COLA CO	191216100			5/21/2009		5/9/2012	1,457	884				0	573
21	X	COCA COLA CO	191216100			5/21/2009		8/9/2012	4,852	2,837				0	2,015
22	X	COMCAST CORP CLASS A	20030N101			6/22/2011		5/9/2012	1,458	1,210				0	248
23	X	COMCAST CORP CLASS A	20030N101			8/9/2012		8/16/2012	545	552				0	-7
24	X	CONOCOPHILLIPS	20825C104			6/22/2011		8/9/2012	3,979	3,992				0	-13
25	X	COSTCO WHOLESALE CORP	22160K105			10/21/2011		8/9/2012	5,443	4,842				0	601
26	X	CREDIT SUISSE COMM RT ST	22544R305			12/13/2010		8/9/2012	5,746	6,642				0	-896
27	X	CREDIT SUISSE COMM RT ST	22544R305			12/13/2010		10/24/2012	3,047	3,548				500	-1
28	X	DANAHER CORP	235851102			6/22/2011		5/9/2012	1,227	1,227				0	0
29	X	DANAHER CORP	235851102			12/9/2010		8/9/2012	4,504	3,867				0	637
30	X	DANAHER CORP	235851102			6/22/2011		8/9/2012	106	107				0	-1
31	X	DIAMOND HILL LONG-SHORT	25264S833			1/28/2011		2/9/2012	2,282	2,127				0	155
32	X	DIAMOND HILL LONG-SHORT	25264S833			8/13/2012		10/24/2012	2,060	2,016				0	44
33	X	WALT DISNEY CO	254687106			8/9/2012		8/16/2012	553	554				0	-1
34	X	DREYFUS EMG MKT DEBT LO	261980494			8/9/2011		10/24/2012	3,313	3,293				0	20
35	X	DRIEHAUS ACTIVE INCOME F	262028855			8/13/2012		10/24/2012	2,061	2,030				0	31
36	X	ECOLAB INC	278865100			12/21/2011		8/9/2012	5,464	4,771				0	693
37	X	EXXON MOBIL CORPORATIO	30231G102			5/21/2009		5/9/2012	1,412	1,168				0	244
38	X	EXXON MOBIL CORPORATIO	30231G102			5/21/2009		8/9/2012	4,989	3,916				0	1,073
39	X	FORD MOTOR COMPANY	345370860			6/22/2011		7/16/2012	3,184	4,657				0	-1,473
40	X	GATEWAY FUND - Y #1986	367829884			8/13/2012		10/24/2012	2,076	2,081				0	-5
41	X	GENERAL ELECTRIC CO	369604103			5/21/2009		5/9/2012	1,266	894				0	372
42	X	GENERAL ELECTRIC CO	369604103			5/21/2009		8/9/2012	4,607	2,937				0	1,670
43	X	GILEAD SCIENCES INC	375558103			8/9/2012		9/25/2012	878	736				0	142
44	X	HEWLETT PACKARD CO	428236103			8/9/2012		8/30/2012	1,944	2,254				0	-310
45	X	HOME DEPOT INC	437076102			5/21/2009		5/9/2012	1,550	728				0	822
46	X	HOME DEPOT INC	437076102			5/21/2009		7/16/2012	977	446				0	531
47	X	HOME DEPOT INC	437076102			5/21/2009		8/9/2012	5,099	2,256				0	2,843
48	X	HONEYWELL INTERNATIONAL	438516106			6/22/2011		5/9/2012	1,167	1,149				0	18
49	X	HONEYWELL INTERNATIONA	438516106			6/22/2011		8/9/2012	4,402	4,307				0	95
50	X	HUSSMAN STRATEGIC GROW	448108100			9/30/2010		8/9/2012	6,395	7,697				0	-1,302
51	X	HUSSMAN STRATEGIC GROW	448108100			12/13/2010		8/9/2012	24,165	27,278				0	-3,113
52	X	HUSSMAN STRATEGIC GROW	448108100			2/9/2012		8/9/2012	11,151	11,914				0	-763
53	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		8/9/2012	503	530				0	-27
54	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		10/24/2012	2,068	2,201				133	0
55	X	INTEL CORP	458140100			5/21/2009		5/9/2012	1,158	655				0	503
56	X	INTERCONTINENTALEXCHAN	45865V100			10/21/2011		8/9/2012	5,014	4,712				0	302
57	X	INTERNATIONAL BUSINESS M	459200101			6/22/2011		5/9/2012	1,798	1,498				0	300
58	X	INTERNATIONAL BUSINESS M	459200101			6/22/2011		8/9/2012	5,179	4,327				0	852
59	X	INTUIT COM	461202103			12/21/2011		8/9/2012	5,365	4,776				0	589
60	X	ISHARES S & P 500 INDEX FU	464287200			6/22/2011		2/9/2012	2,444	2,352				0	92
61	X	ISHARES S & P 500 INDEX FU	464287200			6/22/2011		5/9/2012	3,256	3,137				0	119
62	X	ISHARES S & P 500 INDEX FU	464287200			6/22/2011		8/9/2012	3,380	3,137				0	243
63	X	ISHARES CORE S & P 500 ETF	464287200			6/22/2011		10/24/2012	2,123	1,960				0	163
64	X	ISHARES MSCI EAFE	464287465			1/26/2011		2/9/2012	3,198	3,546				0	-348
65	X	ISHARES MSCI EAFE	464287465			1/26/2011		8/9/2012	12,772	14,845				0	-2,073
66	X	ISHARES MSCI EAFE	464287465			1/26/2011		10/24/2012	6,086	6,851				0	-765
67	X	ISHARES MSCI EAFE	464287465			1/26/2011		11/16/2012	13,660	15,746				0	-2,086
68	X	ISHARES S&P MIDCAP 400 GF	464287606			1/26/2011		2/9/2012	4,386	4,096				0	290

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

	Amount		Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	3,819		Capital Gains/Losses	555,162	530,155	25,007
Short Term CG Distributions	0		Other sales	0	0	0

	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
69	X	ISHARES S&P MIDCAP 400 GF	464287606			8/9/2012		10/24/2012	768	760				0	8
70	X	ISHARES S&P MIDCAP 400 GF	464287606			5/9/2012		10/24/2012	1,317	1,300				0	17
71	X	ISHARES S&P MIDCAP 400 VA	464287705			1/26/2011		2/9/2012	7,961	7,816				0	145
72	X	ISHARES S&P MIDCAP 400 VA	464287705			1/26/2011		5/9/2012	4,528	4,525				0	3
73	X	ISHARES S&P MIDCAP 400 VA	464287705			1/26/2011		10/24/2012	2,111	2,057				0	54
74	X	ISHARES TR SMALLCAP 600 I	464287804			1/26/2011		2/9/2012	18,181	16,692				0	1,489
75	X	ISHARES CORE S&P SMALL-C	464287804			8/9/2012		10/24/2012	2,393	2,382				0	11
76	X	ISHARES CORE S&P SMALL-C	464287804			1/26/2011		10/24/2012	748	695				0	53
77	X	ISHARES CORE S&P SMALL-C	464287804			1/26/2011		11/16/2012	2,503	2,434				0	69
78	X	JOHNSON & JOHNSON	478160104			6/22/2011		5/9/2012	1,165	1,196				0	-31
79	X	JOHNSON & JOHNSON	478160104			6/22/2011		8/9/2012	4,571	4,451				0	120
80	X	KRAFT FOODS INC	50075N104			6/22/2011		3/28/2012	5,496	5,036				0	460
81	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			1/28/2011		8/9/2012	10,159	10,090				0	69
82	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/9/2012		8/9/2012	6,913	6,925				0	-12
83	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			12/13/2010		8/9/2012	3,222	3,156				0	66
84	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			12/13/2010		10/24/2012	2,057	1,995				0	62
85	X	MCDONALDS CORP	580135101			5/21/2009		5/9/2012	1,302	783				0	519
86	X	MCDONALDS CORP	580135101			5/21/2009		8/9/2012	4,559	2,907				0	1,652
87	X	MCKESSON CORP	58155Q103			6/22/2011		5/9/2012	357	335				0	22
88	X	MCKESSON CORP	58155Q103			12/9/2010		5/9/2012	981	742				0	239
89	X	MCKESSON CORP	58155Q103			12/9/2010		8/9/2012	4,323	3,307				0	1,016
90	X	MEADWESTVACO CORP	583334107			2/16/2011		8/9/2012	4,442	4,353				0	89
91	X	MERGER FD SH BEN INT #260	589509108			12/13/2010		8/9/2012	8,581	8,683				0	-102
92	X	MERGER FD SH BEN INT #260	589509108			12/13/2010		10/24/2012	1,865	1,895				0	-30
93	X	MERGER FD SH BEN INT #260	589509108			9/30/2010		10/24/2012	195	196				0	-1
94	X	MICROSOFT CORP	594918104			5/21/2009		5/9/2012	1,120	732				0	388
95	X	NATIONAL OILWELL INC COM	637071101			5/6/2011		8/9/2012	4,960	4,512				0	448
96	X	OCCIDENTAL PETE CORP	674599105			6/7/2010		5/9/2012	1,023	945				0	78
97	X	OCCIDENTAL PETE CORP	674599105			6/7/2010		8/9/2012	3,894	3,385				0	509
98	X	ORACLE CORPORATION	68389X105			5/21/2009		5/9/2012	1,132	765				0	367
99	X	PIMCO FOREIGN BD FD USD	693390882			5/11/2012		8/9/2012	4,654	4,565				0	89
100	X	PIMCO FOREIGN BD FD USD	693390882			8/9/2011		8/9/2012	18,294	17,518				0	776
101	X	PIMCO FOREIGN BD FD USD	693390882			8/9/2011		10/24/2012	2,066	1,940				0	126
102	X	PHILLIPS 66	718546104			6/22/2011		5/17/2012	1,102	1,186				0	-84
103	X	PROCTER & GAMBLE CO	742718109			5/21/2009		8/9/2012	5,329	4,221				0	1,108
104	X	PUBLIC SVC ENTERPRISE GR	744573106			9/12/2011		8/9/2012	4,795	4,765				0	30
105	X	QUALCOMM INC	747525103			6/22/2011		5/9/2012	1,238	1,088				0	150
106	X	QUALCOMM INC	747525103			6/22/2011		8/9/2012	4,600	4,078				0	522
107	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/28/2011		8/9/2012	2,293	2,332				0	-39
108	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/28/2011		10/24/2012	3,360	3,363				0	-3
109	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/28/2011		11/16/2012	5,990	6,056				0	-66
110	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/6/2011		5/9/2012	3,504	3,921				0	-417
111	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/6/2011		8/9/2012	1,811	1,900				0	-89
112	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/6/2011		10/24/2012	2,287	2,304				0	-17
113	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/6/2011		11/16/2012	4,233	4,325				0	-92
114	X	TEXAS INSTRUMENTS INC	882508104			12/9/2010		8/9/2012	4,884	5,567				0	-683
115	X	TIMKEN CO	887389104			10/21/2011		8/9/2012	3,339	3,324				0	15
116	X	UNITED TECHNOLOGIES COR	913017109			5/21/2009		5/9/2012	1,318	855				0	463
117	X	UNITED TECHNOLOGIES COR	913017109			5/21/2009		8/9/2012	4,401	2,865				0	1,536
118	X	UNITEDHEALTH GROUP INC	91324P102			12/9/2010		5/9/2012	1,212	810				0	402
119	X	UNUM GROUP	91529Y106			6/22/2011		8/9/2012	3,812	5,062				0	-1,250
120	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		5/9/2012	16,653	16,536				0	117
121	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		8/9/2012	4,809	4,725				0	84
122	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		10/24/2012	4,047	3,937				0	110
123	X	VANGUARD SHORT TERM BO	921937827			9/28/2010		2/9/2012	6,248	6,300				0	-52
124	X	VANGUARD SHORT TERM BO	921937827			9/28/2010		8/9/2012	7,948	8,018				0	-70
125	X	VANGUARD SHORT TERM BO	921937827			9/28/2010		10/24/2012	8,699	8,755				56	0
126	X	VANGUARD MSCI EMERGING	922042858			1/26/2011		2/9/2012	9,309	10,066				0	-757
127	X	VANGUARD MSCI EMERGING	922042858			1/26/2011		10/24/2012	3,939	4,532				0	-593
128	X	VANGUARD REIT VIPER	922908553			1/26/2011		2/9/2012	1,439	1,300				0	139
129	X	VANGUARD REIT VIPER	922908553			12/9/2010		2/9/2012	7,821	6,706				0	1,115
130	X	VANGUARD REIT VIPER	922908553			12/9/2010		5/9/2012	2,285	1,872				0	413
131	X	VANGUARD REIT VIPER	922908553			12/9/2010		8/9/2012	2,958	2,381				0	577
132	X	VANGUARD REIT VIPER	922908553			10/21/2011		10/24/2012	2,065	1,706				0	359
133	X	VERIZON COMMUNICATIONS	92343V104			7/16/2012		8/9/2012	4,277	4,402				0	-125
134	X	WYNN RESORTS LTD	983134107			6/22/2011		7/16/2012	3,379	4,748				0	-1,369
135	X	ACCENTURE PLC	G1151C101			9/12/2011		5/9/2012	1,174	986				0	188
136	X	ACCENTURE PLC	G1151C101			9/12/2011		8/9/2012	4,562	3,647				0	915

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

	Amount
Long Term CG Distributions	3,819
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	555,162	530,155	25,007
Other sales	0	0	0

	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
137	X	COOPER INDUSTRIES PLC NE	G24140108			8/9/2012		11/30/2012	4,127	3,821				0	306
138	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	15	15				0	0
139	X	ACE LIMITED	H0023R105			9/30/2010		5/9/2012	1,479	1,171				0	308
140	X	VANGUARD MSCI EMERGING	922042858			1/26/2011		11/16/2012	5,814	6,869				0	-1,055
141	X	ACE LIMITED	H0023R105			9/30/2010		8/9/2012	5,468	4,390				0	1,078
142	X	TYCO INTERNATIONAL LTD N	H89128104			1/26/2011		5/9/2012	1,240	1,033				0	207
143	X	TYCO INTERNATIONAL LTD N	H89128104			1/26/2011		7/16/2012	677	584				0	93
144	X	TYCO INTERNATIONAL LTD N	H89128104			1/26/2011		8/9/2012	4,729	3,771				0	958

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,465	0	0	1,465
	Description				
1	TAX PREP FEES	1,465			1,465

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

		8,398	1,045	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,045	1,045		
2	PY EXCISE TAXES PAID	3,222			
3	ESTIMATED EXCISE TAXES PAID	4,131			

Part I, Line 23 (990-PF) - Other Expenses

		2	2	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		

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
			1,750,508	1,927,801	2,025,696
1				0	
2	AFLAC INC		0	4,408	5,153
3	AFFILIATED MANAGERS GROUP INC		0	6,079	6,768
4	APACHE CORPORATION COM		0	5,723	5,338
5	APPLE COMPUTER INC COM		0	7,805	11,176
6	BOEING COMPANY		0	4,254	4,296
7	CVS/CAREMARK CORPORATION		0	4,878	5,270
8	CAPITAL ONE FINANCIAL CORP		0	3,731	5,272
9	CISCO SYSTEMS INC		0	6,399	7,093
10	DIAGEO PLC - ADR		0	5,236	5,712
11	WALT DISNEY CO		0	6,140	6,771
12	E M C CORP MASS		0	4,442	4,174
13	GILEAD SCIENCES INC		0	3,966	5,215
14	INTEL CORP		0	3,292	4,021
15	JOHNSON CONTROLS INC		0	4,246	5,061
16	MERGER FD SH BEN INT 260		0	28,804	28,657
17	MICROSOFT CORP		0	2,924	3,819
18	NESTLE S A REGISTERED SHARES - ADR		0	4,973	5,148
19	NOVARTIS AG - ADR		0	3,352	3,608
20	ORACLE CORPORATION		0	3,154	5,165
21	PIMCO FOREIGN BD FD USD H-INST 103		0	42,306	43,064
22	SCHLUMBERGER LTD		0	6,385	6,029
23	TJX COS INC NEW		0	5,075	4,797
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	4,363	4,033
25	THERMO FISHER SCIENTIFIC INC		0	4,693	5,230
26	TOTAL FINA ELF S A ADR		0	4,589	4,889
27	UNION PACIFIC CORP		0	8,519	8,800
28	MCKESSON CORP		0	4,267	4,363
29	GOLDMAN SACHS GROUP INC		0	3,073	3,827
30	UNITED PARCEL SERVICE-CL B		0	4,314	4,203
31	TARGET CORP		0	4,998	5,976
32	UNITEDHEALTH GROUP INC		0	3,988	5,478
33	BHP BILLITON LIMITED		0	3,529	3,999
34	ISHARES TR SMALLCAP 600 INDEX FD		0	85,809	105,591
35	JPMORGAN CHASE & CO		0	5,778	7,123
36	US BANCORP DEL NEW		0	5,459	5,462
37	ISHARES S&P MIDCAP 400 VALUE		0	40,575	48,830
38	ISHARES S & P 500 INDEX FUND		0	67,176	73,574
39	ANHEUSER-BUSCH INBEV SPN ADR		0	3,775	5,594
40	LAUDUS MONDRIAN INTL FI-INST 2940		0	43,174	43,100
41	ISHARES S&P MIDCAP 400 GROWTH		0	50,347	59,608
42	ISHARES MSCI EAFE		0	194,362	196,167
43	CHEVRON CORP		0	6,501	7,570
44	DREYFUS EMG MKT DEBT LOC C-I 6083		0	99,126	104,445
45	DRIEHAUS ACTIVE INCOME FUND		0	28,517	29,229
46	3M CO		0	5,232	5,292

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

			1,750,508	1,927,801	2,025,696
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	BERSHIRE HATHAWAY INC		0	7,380	7,804
48	HUSSMAN STRATEGIC GROWTH FUND 6(		0	45,427	40,587
49	COMCAST CORP CLASS A		0	4,373	6,687
50	GOOGLE INC		0	5,235	5,659
51	VANGUARD REIT VIPER		0	55,370	69,616
52	CELANESE CORP		0	3,508	3,874
53	VANGUARD EMERGING MARKETS ETF		0	128,648	130,874
54	MONSTER BEVERAGE CORP		0	1,121	1,321
55	VODAFONE GROUP PLC NEW ADR		0	3,954	3,350
56	EATON CORP PLC		0	4,134	4,334
57	VANGUARD BD INDEX FD INC		0	301,449	301,850
58	CME GROUP INC		0	5,090	4,814
59	SPDR DJ WILSHIRE INTERNATIONAL REA		0	68,549	73,024
60	VANGUARD INTERMEDIATE TERM B		0	133,073	140,406
61	DIAMOND HILL LONG-SHORT FD CL I 11		0	46,731	52,098
62	RIDGEWORTH SEIX HY BD-I 5855		0	101,337	105,172
63	GATEWAY FUND - Y 1986		0	49,409	48,922
64	CREDIT SUISSE COMM RT ST-CO 2156		0	113,277	101,314

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	6,485
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,347
3	Total	3	7,832

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	5,622
2	PY RETURN OF CAPITAL ADJUSTMENT	2	6,100
3	Total	3	11,722

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

	Amount
Long Term CG Distributions	3,819
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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						551,343	0	689	530,844	21,188	0	0	0	21,188
1	ACCO BRANDS CORP	00081T108		2/16/2011	5/15/2012	1		0	1	0	0	0	0	0
2	ACCO BRANDS CORP	00081T108		2/16/2011	5/17/2012	523		0	536	-13	0	0	0	-13
3	ABBOTT LABS	002824100		8/9/2012	11/7/2012	3,552		0	3,610	-58	0	0	0	-58
4	AMGEN INC	031162100		6/22/2011	8/9/2012	4,877		0	3,498	1,379	0	0	0	1,379
5	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		8/9/2012	11/16/2012	578		0	573	5	0	0	0	5
6	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/21/2011	11/16/2012	1,321		0	944	377	0	0	0	377
7	APPLE INC	037833100		9/30/2010	5/9/2012	2,255		0	1,143	1,112	0	0	0	1,112
8	ASCENA RETAIL GROUP INC	04351G101		7/13/2011	3/28/2012	6,987		0	5,422	1,565	0	0	0	1,565
9	BAKER HUGHES INC COM	057224107		9/12/2011	3/28/2012	3,435		0	4,781	-1,346	0	0	0	-1,346
10	BRISTOL MYERS SQUIBB CO	110122108		7/13/2011	5/9/2012	954		0	846	108	0	0	0	108
11	BRISTOL MYERS SQUIBB CO	110122108		5/21/2009	5/9/2012	296		0	185	111	0	0	0	111
12	BRISTOL MYERS SQUIBB CO	110122108		5/21/2009	8/9/2012	4,784		0	3,062	1,722	0	0	0	1,722
13	CAPITAL ONE FINANCIAL CORP	14040H105		6/22/2011	5/9/2012	1,712		0	1,636	76	0	0	0	76
14	CAPITAL ONE FINANCIAL CORP	14040H105		6/22/2011	8/9/2012	168		0	153	15	0	0	0	15
15	CAPITAL ONE FINANCIAL CORP	14040H105		12/9/2010	8/9/2012	224		0	164	60	0	0	0	60
16	CARDINAL HEALTH INC COM	14149Y108		6/22/2011	8/9/2012	4,593		0	5,194	-601	0	0	0	-601
17	CENTURYLINK, INC	156700106		9/30/2010	5/9/2012	1,247		0	1,308	-61	0	0	0	-61
18	CENTURYLINK, INC	156700106		9/30/2010	7/16/2012	4,399		0	4,241	158	0	0	0	158
19	CHEVRON CORP	166764100		9/30/2010	2/9/2012	1,178		0	895	283	0	0	0	283
20	COCA COLA CO	191216100		5/21/2009	5/9/2012	1,457		0	884	573	0	0	0	573
21	COCA COLA CO	191216100		5/21/2009	8/9/2012	4,852		0	2,837	2,015	0	0	0	2,015
22	COMCAST CORP CLASS A	20030N101		6/22/2011	5/9/2012	1,458		0	1,210	248	0	0	0	248
23	COMCAST CORP CLASS A	20030N101		8/9/2012	8/16/2012	545		0	552	-7	0	0	0	-7
24	CONOCOPHILLIPS	20825C104		6/22/2011	8/9/2012	3,979		0	3,992	-13	0	0	0	-13
25	COSTCO WHOLESALE CORP	22160K105		10/21/2011	8/9/2012	5,443		0	4,842	601	0	0	0	601
26	CREDIT SUISSE COMM RT ST-CO #215	22544R305		12/13/2010	8/9/2012	5,746		0	6,642	-896	0	0	0	-896
27	CREDIT SUISSE COMM RT ST-CO #215	22544R305		12/13/2010	10/24/2012	3,047		500	3,548	-1	0	0	0	-1
28	DANAHER CORP	235851102		6/22/2011	5/9/2012	1,227		0	1,227	0	0	0	0	0
29	DANAHER CORP	235851102		12/9/2010	8/9/2012	4,504		0	3,867	637	0	0	0	637
30	DANAHER CORP	235851102		6/22/2011	8/9/2012	106		0	107	-1	0	0	0	-1
31	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		1/28/2011	2/9/2012	2,282		0	2,127	155	0	0	0	155
32	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		8/13/2012	10/24/2012	2,060		0	2,016	44	0	0	0	44
33	WALT DISNEY CO	254687106		8/9/2012	8/16/2012	553		0	554	-1	0	0	0	-1
34	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/9/2011	10/24/2012	3,313		0	3,293	20	0	0	0	20
35	DRIEHAUS ACTIVE INCOME FUND	262028855		8/13/2012	10/24/2012	2,061		0	2,030	31	0	0	0	31
36	ECOLAB INC	278865100		12/21/2011	8/9/2012	5,464		0	4,771	693	0	0	0	693
37	EXXON MOBIL CORPORATION	30231G102		5/21/2009	5/9/2012	1,412		0	1,168	244	0	0	0	244
38	EXXON MOBIL CORPORATION	30231G102		5/21/2009	8/9/2012	4,989		0	3,916	1,073	0	0	0	1,073
39	FORD MOTOR COMPANY	345370860		6/22/2011	7/16/2012	3,184		0	4,657	-1,473	0	0	0	-1,473
40	GATEWAY FUND - Y #1986	367829884		8/13/2012	10/24/2012	2,076		0	2,081	-5	0	0	0	-5
41	GENERAL ELECTRIC CO	369604103		5/21/2009	5/9/2012	1,266		0	894	372	0	0	0	372
42	GENERAL ELECTRIC CO	369604103		5/21/2009	8/9/2012	4,607		0	2,937	1,670	0	0	0	1,670
43	GILEAD SCIENCES INC	375558103		8/9/2012	9/25/2012	878		0	736	142	0	0	0	142
44	HEWLETT PACKARD CO	428236103		8/9/2012	8/30/2012	1,944		0	2,254	-310	0	0	0	-310
45	HOME DEPOT INC	437076102		5/21/2009	5/9/2012	1,550		0	728	822	0	0	0	822
46	HOME DEPOT INC	437076102		5/21/2009	7/16/2012	977		0	446	531	0	0	0	531
47	HOME DEPOT INC	437076102		5/21/2009	8/9/2012	5,099		0	2,256	2,843	0	0	0	2,843
48	HONEYWELL INTERNATIONAL INC	438516106		6/22/2011	5/9/2012	1,167		0	1,149	18	0	0	0	18
49	HONEYWELL INTERNATIONAL INC	438516106		6/22/2011	8/9/2012	4,402		0	4,307	95	0	0	0	95
50	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/30/2010	8/9/2012	6,395		0	7,697	-1,302	0	0	0	-1,302
51	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/13/2010	8/9/2012	24,165		0	27,278	-3,113	0	0	0	-3,113
52	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/9/2012	8/9/2012	11,151		0	11,914	-763	0	0	0	-763
53	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/11/2012	8/9/2012	503		0	530	-27	0	0	0	-27
54	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/11/2012	10/24/2012	2,068		133	2,201	0	0	0	0	0
55	INTEL CORP	458140100		5/21/2009	5/9/2012	1,158		0	655	503	0	0	0	503
56	INTERCONTINENTALEXCHANGE INC	45865V100		10/21/2011	8/9/2012	5,014		0	4,712	302	0	0	0	302
57	INTERNATIONAL BUSINESS MACHS CO	459200101		6/22/2011	5/9/2012	1,798		0	1,498	300	0	0	0	300
58	INTERNATIONAL BUSINESS MACHS CO	459200101		6/22/2011	8/9/2012	5,179		0	4,327	852	0	0	0	852
59	INTUIT COM	461202103		12/21/2011	8/9/2012	5,365		0	4,776	589	0	0	0	589
60	ISHARES S & P 500 INDEX FUND	464287200		6/22/2011	2/9/2012	2,444		0	2,352	92	0	0	0	92
61	ISHARES S & P 500 INDEX FUND	464287200		6/22/2011	5/9/2012	3,256		0	3,137	119	0	0	0	119
62	ISHARES S & P 500 INDEX FUND	464287200		6/22/2011	8/9/2012	3,380		0	3,137	243	0	0	0	243
63	ISHARES CORE S & P 500 ETF	464287200		6/22/2011	10/24/2012	2,123		0	1,960	163	0	0	0	163
64	ISHARES MSCI EAFE	464287465		1/28/2011	2/9/2012	3,198		0	3,546	-348	0	0	0	-348
65	ISHARES MSCI EAFE	464287465		1/26/2011	8/9/2012	12,772		0	14,845	-2,073	0	0	0	-2,073
66	ISHARES MSCI EAFE	464287465		1/26/2011	10/24/2012	6,086		0	6,851	-765	0	0	0	-765
67	ISHARES MSCI EAFE	464287465		1/26/2011	11/16/2012	13,660		0	15,746	-2,086	0	0	0	-2,086
68	ISHARES S&P MIDCAP 400 GROWTH	464287606		1/26/2011	2/9/2012	4,386		0	4,096	290	0	0	0	290
69	ISHARES S&P MIDCAP 400 GROWTH	464287606		8/9/2012	10/24/2012	768		0	760	8	0	0	0	8
70	ISHARES S&P MIDCAP 400 GROWTH	464287606		5/9/2012	10/24/2012	1,317		0	1,300	17	0	0	0	17
71	ISHARES S&P MIDCAP 400 VALUE	464287705		1/26/2011	2/9/2012	7,961		0	7,816	145	0	0	0	145
72	ISHARES S&P MIDCAP 400 VALUE	464287705		1/26/2011	5/9/2012	4,528		0	4,525	3	0	0	0	3
73	ISHARES S&P MIDCAP 400 VALUE	464287705		1/26/2011	10/24/2012	2,111		0	2,057	54	0	0	0	54
74	ISHARES TR SMALLCAP 600 INDEX FD	464287804		1/26/2011	2/8/2012	18,181		0	16,692	1,489	0	0	0	1,489
75	ISHARES CORE S&P SMALL-CAP E	464287804		8/9/2012	10/24/2012	2,393		0	2,382	11	0	0	0	11
76	ISHARES CORE S&P SMALL-CAP E	464287804		1/26/2011	10/24/2012	748		0	695	53	0	0	0	53
77	ISHARES CORE S&P SMALL-CAP E	464287804		1/26/2011	11/16/2012	2,503		0	2,434	69	0	0	0	69
78	JOHNSON & JOHNSON	478160104		6/22/2011	5/9/2012	1,165		0	1,196	-31	0	0	0	-31
79	JOHNSON & JOHNSON	478160104		6/22/2011	8/9/2012	4,571		0	4,451	120	0	0	0	120
80	KRAFT FOODS INC	50075N104		6/22/2011	3/28/2012	5,496		0	5 036	460	0	0	0	460
81	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		1/28/2011	8/9/2012	10,159		0	10,090	69	0	0	0	69
82	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		2/9/2012	8/9/2012	6,913		0	6,925	-12	0	0	0	-12
83	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		12/13/2010	8/9/2012	3,222		0	3,156	66	0	0	0	66
84	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		12/13/2010	10/24/2012	2,057		0	1,995	62	0	0	0	62

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

	Amount
Long Term CG Distributions	3,819
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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						551,343	0	689	530,844	21,188	0	0	0	21,188
85	MCDONALDS CORP	580135101		5/21/2009	5/9/2012	1,302		0	783	519	0	0	0	519
86	MCDONALDS CORP	580135101		5/21/2009	8/9/2012	4,559		0	2,907	1,652	0	0	0	1,652
87	MCKESSON CORP	58155Q103		6/22/2011	5/9/2012	357		0	335	22	0	0	0	22
88	MCKESSON CORP	58155Q103		12/9/2010	5/9/2012	981		0	742	239	0	0	0	239
89	MCKESSON CORP	58155Q103		12/9/2010	8/9/2012	4,323		0	3,307	1,016	0	0	0	1,016
90	MEADWESTVACO CORP	583334107		2/16/2011	8/9/2012	4,442		0	4,353	89	0	0	0	89
91	MERGER FD SH BEN INT #260	589509108		12/13/2010	8/9/2012	8,581		0	8,683	-102	0	0	0	-102
92	MERGER FD SH BEN INT #260	589509108		12/13/2010	10/24/2012	1,865		0	1,895	-30	0	0	0	-30
93	MERGER FD SH BEN INT #260	589509108		9/30/2010	10/24/2012	195		0	196	-1	0	0	0	-1
94	MICROSOFT CORP	594918104		5/21/2009	5/9/2012	1,120		0	732	388	0	0	0	388
95	NATIONAL OILWELL INC COM	637071101		5/6/2011	8/9/2012	4,960		0	4,512	448	0	0	0	448
96	OCCIDENTAL PETE CORP	674599105		6/7/2010	5/9/2012	1,023		0	945	78	0	0	0	78
97	OCCIDENTAL PETE CORP	674599105		6/7/2010	8/9/2012	3,894		0	3,385	509	0	0	0	509
98	ORACLE CORPORATION	68389X105		5/21/2009	5/9/2012	1,132		0	765	367	0	0	0	367
99	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/11/2012	8/9/2012	4,654		0	4,565	89	0	0	0	89
100	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/9/2011	8/9/2012	18,294		0	17,518	776	0	0	0	776
101	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/9/2011	10/24/2012	2,066		0	1,940	126	0	0	0	126
102	PHILLIPS 66	718546104		6/22/2011	5/17/2012	1,102		0	1,186	-84	0	0	0	-84
103	PROCTER & GAMBLE CO	742718109		5/21/2009	8/9/2012	5,329		0	4,221	1,108	0	0	0	1,108
104	PUBLIC SVC ENTERPRISE GROUP INC	744573106		9/12/2011	8/9/2012	4,795		0	4,765	30	0	0	0	30
105	QUALCOMM INC	747525103		6/22/2011	5/9/2012	1,238		0	1,088	150	0	0	0	150
106	QUALCOMM INC	747525103		6/22/2011	8/9/2012	4,600		0	4,078	522	0	0	0	522
107	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/28/2011	8/9/2012	2,293		0	2,332	-39	0	0	0	-39
108	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/28/2011	10/24/2012	3,360		0	3,363	-3	0	0	0	3
109	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/28/2011	11/16/2012	5,990		0	6,056	-66	0	0	0	-66
110	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/6/2011	5/9/2012	3,504		0	3,921	-417	0	0	0	-417
111	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/6/2011	8/9/2012	1,811		0	1,900	-89	0	0	0	-89
112	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/6/2011	10/24/2012	2,287		0	2,304	-17	0	0	0	-17
113	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/6/2011	11/16/2012	4,233		0	4,325	-92	0	0	0	-92
114	TEXAS INSTRUMENTS INC	882508104		12/9/2010	8/9/2012	4,884		0	5,567	-683	0	0	0	-683
115	TIMKEN CO	887389104		10/21/2011	8/9/2012	3,339		0	3,324	15	0	0	0	15
116	UNITED TECHNOLOGIES CORP	913017109		5/21/2009	5/9/2012	1,318		0	855	463	0	0	0	463
117	UNITED TECHNOLOGIES CORP	913017109		5/21/2009	8/9/2012	4,401		0	2,865	1,536	0	0	0	1,536
118	UNITEDHEALTH GROUP INC	91324P102		12/9/2010	5/9/2012	1,212		0	810	402	0	0	0	402
119	UNUM GROUP	91529Y106		6/22/2011	8/9/2012	3,812		0	5,062	-1,250	0	0	0	-1,250
120	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	5/9/2012	16,653		0	16,536	117	0	0	0	117
121	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	8/9/2012	4,809		0	4,725	84	0	0	0	84
122	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	10/24/2012	4,047		0	3,937	110	0	0	0	110
123	VANGUARD SHORT TERM BOND ETF	921937827		9/28/2010	2/9/2012	6,248		0	6,300	-52	0	0	0	-52
124	VANGUARD SHORT TERM BOND ETF	921937827		9/28/2010	8/9/2012	7,948		0	8,018	-70	0	0	0	-70
125	VANGUARD SHORT TERM BOND ETF	921937827		9/28/2010	10/24/2012	8,699		56	8,755	0	0	0	0	0
126	VANGUARD MSCI EMERGING MARKETS	922042858		1/26/2011	2/9/2012	9,309		0	10,066	-757	0	0	0	-757
127	VANGUARD MSCI EMERGING MARKETS	922042858		1/26/2011	10/24/2012	3,939		0	4,532	-593	0	0	0	-593
128	VANGUARD REIT VIPER	922908553		1/26/2011	2/9/2012	1,439		0	1,300	139	0	0	0	139
129	VANGUARD REIT VIPER	922908553		12/9/2010	2/9/2012	7,821		0	6,706	1,115	0	0	0	1,115
130	VANGUARD REIT VIPER	922908553		12/9/2010	5/9/2012	2,285		0	1,872	413	0	0	0	413
131	VANGUARD REIT VIPER	922908553		12/9/2010	8/9/2012	2,958		0	2,381	577	0	0	0	577
132	VANGUARD REIT VIPER	922908553		10/21/2011	10/24/2012	2,065		0	1,706	359	0	0	0	359
133	VERIZON COMMUNICATIONS	92343V104		7/16/2012	8/9/2012	4,277		0	4,402	-125	0	0	0	-125
134	WYNN RESORTS LTD	983134107		6/22/2011	7/16/2012	3,379		0	4,748	-1,369	0	0	0	-1,369
135	ACCENTURE PLC	G1151C101		9/12/2011	5/9/2012	1,174		0	986	188	0	0	0	188
136	ACCENTURE PLC	G1151C101		9/12/2011	8/9/2012	4,562		0	3,647	915	0	0	0	915
137	COOPER INDUSTRIES PLC NEW IRELA	G24140108		8/9/2012	11/30/2012	4,127		0	3,821	306	0	0	0	306
138	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	15		0	15	0	0	0	0	0
139	ACE LIMITED	H0023R105		9/30/2010	5/9/2012	1,479		0	1,171	308	0	0	0	308
140	VANGUARD MSCI EMERGING MARKETS	922042858		1/26/2011	11/16/2012	5,814		0	6,869	-1,055	0	0	0	-1,055
141	ACE LIMITED	H0023R105		9/30/2010	8/9/2012	5,468		0	4,390	1,078	0	0	0	1,078
142	TYCO INTERNATIONAL LTD NEW	H89128104		1/26/2011	5/9/2012	1,240		0	1,033	207	0	0	0	207
143	TYCO INTERNATIONAL LTD NEW	H89128104		1/26/2011	7/16/2012	677		0	584	93	0	0	0	93
144	TYCO INTERNATIONAL LTD NEW	H89128104		1/26/2011	8/9/2012	4,729		0	3,771	958	0	0	0	958

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										29,261	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	29,261	0	0
2												

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	6/5/2012	2	1,033
3	Second quarter estimated tax payment	7/2/2012	3	1,033
4	Third quarter estimated tax payment	10/2/2012	4	1,033
5	Fourth quarter estimated tax payment	1/4/2013	5	1,032
6	Other payments		6	0
7	Total		7	4,131

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	5,270
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,270