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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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 10 and ending 10

Name of foundation <b>BOYS GIRLS CLUB</b>	May 13 2013	A Employer identification number <b>23-7414898</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A. 101N Indepndence Mall E MACY1372-062</b>	Room/suite <b>APT</b>	B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>116,096</b>	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))

Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	2,770	2,725		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	2,882			
b Gross sales price for all assets on line 6a	50,449			
7 Capital gain net income (from Part IV, line 2)		2,882		
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	5,652	5,607	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	345	259		86
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	73	45		
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	418	304	0	86
25 Contributions, gifts, grants paid	5,856			5,856
26 Total expenses and disbursements. Add lines 24 and 25	6,274	304	0	5,942
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-622			
b Net investment income (if negative, enter -0-)		5,303		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

MAY 06 2013

RECEIVED  
STAMP DATE  
SCANNED MAY 15 2013  
Operating and Administrative Expenses

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		6,016	7,419
	3	Accounts receivable ►			7,419
		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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		107,649	105,403
	14	Land, buildings, and equipment basis ►			108,679
		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)		113,665	112,822
					116,098
	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 ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
Net Assets or Fund Balances	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		113,665	112,822
	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)		113,665	112,822
	31	Total liabilities and net assets/fund balances (see instructions)		113,665	112,822

## 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	113,665
2	Enter amount from Part I, line 27a	2	-622
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	165
4	Add lines 1, 2, and 3	4	113,208
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	386
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	112,822

**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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> 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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b> 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 }		<b>2</b>	2,882	
<b>3</b> 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		<b>3</b>	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	6,201	119,251	0 052000
2010	5,818	112,403	0 051760
2009	4,950	99,011	0 049994
2008	13,853	126,575	0 109445
2007			0 000000
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 263199
<b>3</b> 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			<b>3</b> 0 065800
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 115,565
<b>5</b> Multiply line 4 by line 3			<b>5</b> 7,604
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 53
<b>7</b> Add lines 5 and 6			<b>7</b> 7,657
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 5,942
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)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

1	106	
2	0	
3	106	
4		
5	106	
6a	74	
6b		
6c		
6d		
7	74	
8		
9	32	
10	0	
11	0	

Refunded ►

**Part VII-A Statements Regarding Activities**

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?

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*

c Did the foundation file Form 1120-POL for this year?

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*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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

AL

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*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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	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.**

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)? 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? □ 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)**

<b>5a</b> During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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 ► <input type="checkbox"/>				<b>5b</b> N/A
<b>c</b> 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>				<b>6b</b> X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
				<b>7b</b> N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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	345	
-----				
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				► 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	110,561
b	Average of monthly cash balances	1b	6,764
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	117,325
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	117,325
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,760
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	115,565
6	Minimum investment return. Enter 5% of line 5	6	5,778

**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	5,778
2a	Tax on investment income for 2012 from Part VI, line 5	2a	106
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	106
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,672
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,672
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	5,672

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	5,942
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	5,942
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	5,942
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>5,672</b>
<b>2</b> Undistributed income, if any, as of the end of 2012			<b>312</b>	
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008	<b>7,598</b>			
<b>c</b> From 2009	<b>50</b>			
<b>d</b> From 2010	<b>318</b>			
<b>e</b> From 2011	<b>312</b>			
<b>f</b> Total of lines 3a through e	<b>8,278</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ <b>5,942</b>			<b>312</b>	
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>5,630</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	<b>42</b>			<b>42</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>8,236</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		<b>0</b>		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013			<b>0</b>	
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				<b>0</b>
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	<b>8,236</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	<b>7,556</b>			
<b>b</b> Excess from 2009	<b>50</b>			
<b>c</b> Excess from 2010	<b>318</b>			
<b>d</b> Excess from 2011	<b>312</b>			
<b>e</b> 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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a				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				0	
	Subtract line 2d from line 2c				0	
3	Complete 3a, b, or c for the alternative test relied upon				0	
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				0	
(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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	5,856
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See Instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>	0			<b>5,652</b>	0
(See worksheet in line 13 instructions to verify calculations.)					

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

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.)

the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

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

	<b>Yes</b>	<b>No</b>
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		

**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

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

**Paid  
Preparer  
Use Only**

**Signature of officer or trustee** **Date** **Title**

---

**Signature of officer or trustee** **Date**

3/29/2013

SVP Wells Fargo Bank N A

**Signature of officer or trustee**

Da

## Title

	PTIN
	P01251603
	13-4008324
	12-355-6000

BOYS GIRLS CLUB

23-7414898 Page 1 of 1

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

BOYS AND GIRLS CLUBS

**Street**

PO BOX 1231

<b>City</b> DOTHAN	<b>State</b> AL	<b>Zip Code</b> 36302	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> 501(C)(3) PUBLIC CHARITY		
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 5,856
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>		
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>		
---------------------	--------------------------	--	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>		
---------------------	--------------------------	--	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>		
---------------------	--------------------------	--	--

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>		
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

		Amount		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions					
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		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
1	X	TCW SMALL CAP GROWTH FU	87234NB49							12/17/2010				11/16/2012			980		1,126				0				
2	X	TCW SMALL CAP GROWTH FU	87234NB49	8801986506						12/17/2010				12/19/2012			1,510		1,638				0			-128	
3	X	TEMPLETON FOREIGN FD - A	8801986506							2/13/2012				12/11/2012			776		813				0			-37	
4	X	TEMPLETON FOREIGN FD - A	8801986506							2/13/2012				12/11/2012			492		471				0			-21	
5	X	VANGUARD MSCI EMERGING	922042858							12/17/2010				12/9/2012			189		181				0			8	
6	X	VANGUARD MSCI EMERGING	922042858							12/17/2010				12/11/2012			176		141				0			-12	
7	X	VANGUARD MSCI EMERGING	922042858							12/17/2010				12/11/2012			130		141				0			-11	
8	X	VANGUARD REIT VIPER	922908553							12/17/2010				12/27/2012			131		141				0			-10	
9	X	VANGUARD REIT VIPER	922908553							12/17/2010				2/29/2012			438		374				0			-64	
10	X	VANGUARD REIT VIPER	922908553							12/17/2010				5/9/2012			131		106				0			-23	
11	X	VANGUARD REIT VIPER	922908553							11/16/2012				12/11/2012			196		186				0			-10	
12	X	VANGUARD REIT VIPER	922908553							12/17/2010				12/27/2012			130		104				0			-28	
13	X	WF ADV INDEX FUND-ADMIN	949756886							11/10/2011				2/9/2012			383		353				0			6	
14	X	WF ADV INDEX FUND-ADMIN	949756886							11/10/2011				2/9/2012			321		326				0			30	
15	X	WF ADV C & LARGE CAP VA	949751298							5/25/2011				5/9/2012			1,360		1,467				0			-5	
16	X	WF ADV C & LARGE CAP VA	949751298							5/25/2011				8/9/2012			174		172				0			-7	
17	X	WF ADV C & LARGE CAP VA	949751298							5/25/2011				12/27/2012			138		137				0			-2	
18	X	WF ADV C & LARGE CAP VA	949751298							5/26/2011				5/9/2012			549		545				0			-1	
19	X	WELLS FARGO ADV TOTAL RE	949751551							8/12/2012				12/17/2012			146		137				0			9	
20	X	WELLS FARGO ADV SP SIC V	949752447							8/12/2012				12/27/2012			121		114				0			7	
21	X	WELLS FARGO ADV SP SIC V	949752447							8/12/2012				12/27/2012			353		343				0			-10	
22	X	PIMCO FOREIGN BD FD USD	693390882							8/26/2011				8/26/2011			221		212				0			9	
23	X	PIMCO FOREIGN BD FD USD	693390882							8/26/2011				8/26/2012			89		86				0			3	
24	X	T ROWE PRICE BLUE CHIP GR	87234NB49	87234NB49						2/13/2012				12/11/2012			137		129				0			9	
25	X	T ROWE PRICE BLUE CHIP GR	87234NB49	87234NB49						2/13/2012				12/21/2012			181		172				0			9	
26	X	T ROWE PRICE BLUE CHIP GR	87234NB49	87234NB49						2/13/2012				12/21/2012			253		278				0			-25	
27	X	SPDR DJ WILSHIRE INTERNAL	784633863							5/23/2011				8/9/2012			193		189				0			6	
28	X	SPDR DJ WILSHIRE INTERNAL	784633863	784633863						5/23/2011				5/23/2011			293		278				0			-15	
29	X	SPDR DJ WILSHIRE INTERNAL	784633863	784633863						12/17/2010				12/29/2012			268		262				0			6	
30	X	TCW SMALL CAP GROWTH FU	87234NB49	87234NB49						5/11/2012				11/16/2012			261		282				0			-21	
31	X	TCW SMALL CAP GROWTH FU	87234NB49	87234NB49						5/25/2011				12/21/2012			222		238				0			-4	
32	X	WELLS FARGO ADV EMG MK	949751751							5/25/2011				12/21/2012			134		142				0			-8	
33	X	WELLS FARGO ADV INTL BDN	94985D582							5/25/2011				8/9/2012			961		987				0			-26	
34	X	WELLS FARGO ADV INTL BDN	94985D582	94985D582						5/25/2011				12/21/2012			129		129				0			0	
35	X	WF ADV CAPITAL GROWTH F	949915616	949915616						11/10/2011				2/9/2012			7,381		8,755				0			-68	
36	X	WELLS FARGO ADV DIV INTL	949917322	949917322						8/26/2011				2/9/2012			1,118		1,050				0			68	
37	X	WELLS FARGO ADV DIV INTL	949917322	949917322						11/10/2011				11/16/2012			7,387		7,046				0			541	
38	X	WELLS FARGO ADV DIV INTL	949917322	949917322						11/10/2011				12/21/2012			203		198				0			7	
39	X	WELLS FARGO ADV INTL BDN	949917538	949917538						11/10/2011				8/9/2012			223		211				0			12	
40	X	WELLS FARGO ADV INTL BDN	949917538	949917538						11/10/2011				11/16/2012			244		231				0			13	
41	X	WELLS FARGO ADV INTL BDN	949917538	949917538						11/10/2011				12/21/2012			279		259				0			20	
42	X	WELLS FARGO ADV INTL BDN	949917538	949917538						11/10/2011				12/21/2012			219		200				0			19	
43	X	WELLS FARGO ADV INTL BDN	949917538	949917538						11/10/2011				5/26/2012			509		507				0			3	
44	X	WF ADV GOVT SECURITIES-I	949917579	949917579						8/13/2012				11/16/2012			1,112		1,109				0			3	
45	X	WF ADV GOVT SECURITIES-I	949917579	949917579						5/11/2011				11/16/2012			2,040		2,004				0			36	
46	X	WF ADV SHORT-TERM BOND	949917652	949917652						5/25/2012				2/9/2012			2,021		2,030				0			0	
47	X	WF ADV SHORT-TERM BOND	949917652	949917652						5/11/2012				8/26/2011			897		897				0			0	
48	X	WF ADV SHORT-TERM BOND	949917652	949917652						5/25/2012				8/9/2012			905		905				0			0	
49	X	WF ADV SHORT-TERM BOND	949917652	949917652						5/25/2012				12/21/2012			168		167				0			0	
50	X	WF ADV SHORT-TERM BOND	949917652	949917652						5/25/2012				2/13/2012			830		814				0			16	
51	X	INVESTOPD INTL GROWTH-Y	008893532	008893532						8/26/2011				12/11/2012			153		152				0			1	
52	X	INVESTOPD INTL GROWTH-Y	008893532	008893532						2/13/2012				12/27/2012			201		190				0			10	
53	X	CREDIT SUISSE COMM RT ST	02544R305	02544R305						8/26/2012				2/12/2012			173		163				0			3	
54	X	CREDIT SUISSE COMM RT ST	02544R305	02544R305						8/26/2012				8/26/2012			175		167				0			22	
55	X	DIAMOND HILL LONG-SHORT	25264S833	25264S833						8/26/2012				12/11/2012			143		135				0			8	
56	X	DIAMOND HILL LONG-SHORT	25264S833	25264S833						8/26/2012				12/27/2012			184		178				0			6	
57	X	DREYFUS EMG MKT DEBT LO	261980494	261980494						8/26/2012				12/27/2012			153		152				0			1	
58	X	DREYFUS EMG MKT DEBT LO	261980494	261980494						8/26/2012				12/27/2012			201		188				0			3	
59	X	DREYFUS ACTIVE INCOME F	38142Y401	38142Y401						8/26/2012				12/27/2012			11		11				0			0	
60	X	DREYFUS ACTIVE INCOME F	38142Y401	38142Y401						8/26/2012				12/27/2012			203		188				0			15	
61	X	JP MORGAN MID CAP VALUE	339128100	339128100						8/26/2012				12/11/2													

## 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	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions		Amount	552													50,449	47,581	2,882
Short Term CG Distributions		0							0							0	0	0
Capital Gains/Losses Other Sales																		
69	X	KEELEY SMALL CAP VAL FD Q	487300808			12/17/2010		2/9/2012	261								0	0
70	X	KEELEY SMALL CAP VAL FD Q	487300809			12/17/2010		8/9/2012	2,653		2741						0	0
71	X	MERGER FD SH BEN INT 260	599509108			11/10/2011		8/9/2012	573		574						0	0
72	X	PIMCO FOREIGN BD FD USD1	6933900882			5/17/2010		8/9/2012	372		353						0	0
73	X	PIMCO FOREIGN BD FD USD1	6933900882			5/25/2011		8/9/2012	272		257						0	0

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

		73	45	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	45	45		
2	ESTIMATED EXCISE PAYEMENTS	28			

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	0
2	MERGER FD SH BEN INT 260		0	1,724	1,711
3	PIMCO FOREIGN BD FD USD H-INST 103		0	2,388	2,520
4	T ROWE PRICE BLUE CHIP GRWTH 93		0	6,313	6,685
5	TEMPLETON FOREIGN FD - ADV 604		0	4,742	5,032
6	WVF ADV INDEX FUND-ADMIN 88		0	3,731	3,986
7	ARTISAN MID CAP FUND-INSTL 1333		0	3,197	3,146
8	ISHARES RUSSELL 2000 GROWTH		0	2,831	2,955
9	AIM INTERNATIONAL GROWTH-Y 8516		0	4,719	5,023
10	DREYFUS EMG MKT DEBT LOC C-I 6083		0	5,234	5,532
11	DRIEHAUS ACTIVE INCOME FUND		0	1,610	1,650
12	JP MORGAN MID CAP VALUE-1758		0	2,116	2,519
13	HUSSMAN STRATEGIC GROWTH FUND 60		0	2,589	2,211
14	WELLS FARGO INTL ADV FUND-IS 4705		0	2,293	2,503
15	WELLS FARGO ADV TOT RT BD-FD-IN 944		0	12,801	12,566
16	WELLS FARGO ADV EMG MK E-INS 4146		0	3,449	3,383
17	WVF ADV C & B LARGE CAP VAL-I 1868		0	4,807	5,069
18	VANGUARD REIT VIPER		0	3,211	4,014
19	WELLS FARGO ADV SP S/C VA-IS 4143		0	2,606	2,809
20	VANGUARD EMERGING MARKETS ETF		0	3,594	3,518
21	WVF ADV GOVT SECURITIES- I 3101		0	6,510	6,447
22	WVF ADV SHORT-TERM BOND FUND-13102		0	4,648	4,667
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,586	3,970
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	2,567	2,766
25	WELLS FARGO ADV HI INC-INS 3110		0	5,085	5,547
26	GATEWAY FUND - Y 1986		0	2,870	2,841
27	CREDIT SUISSE COMM RT ST-CO 2156		0	6,182	5,609

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

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

<b>1</b>	<b>COST BASIS ADJ</b>	<b>1</b>	<b>40</b>
<b>2</b>	<b>MUTUAL FUND ADDITION</b>	<b>2</b>	<b>125</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>165</b>

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

<b>1</b>	<b>MUTUAL FUND SUBTRACTION</b>	<b>1</b>	<b>339</b>
<b>2</b>	<b>PY RETURN OF CAP ADJ</b>	<b>2</b>	<b>47</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>386</b>

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

Long Term CG Distributions										Short Term CG Distributions									
Description of Property Sold					CUSIP #					How Acquired					Date Acquired				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
1 TCM SMALL CAP GROWTH FUND-1	47203243859	—	12/17/2010	1/16/2012	980	—	—	—	—	—	—	—	—	—	—	—	—	—	—
2 TCM SMALL CAP GROWTH FUND-1	47203243859	—	12/19/2012	1/16/2012	1,510	—	—	—	—	—	—	—	—	—	—	—	—	—	—
3 TEMPLETON FOREIGN FD-ADV	604	880198506	2/13/2012	8/8/2012	776	—	—	—	—	—	—	—	—	—	—	—	—	—	—
4 TEMPLETON FOREIGN FD-ADV	604	880198506	2/13/2012	12/27/2012	492	—	—	—	—	—	—	—	—	—	—	—	—	—	—
5 TEMPLETON FOREIGN FD-ADV	604	880198506	2/13/2012	12/27/2012	189	—	—	—	—	—	—	—	—	—	—	—	—	—	—
6 VANGUARD ASCI EMERGING MARKETS	—	9220442856	12/17/2010	1/27/2012	176	—	—	—	—	—	—	—	—	—	—	—	—	—	—
7 VANGUARD ASCI EMERGING MARKETS	—	9220442856	12/17/2010	1/27/2012	130	—	—	—	—	—	—	—	—	—	—	—	—	—	—
8 VANGUARD ASCI EMERGING MARKETS	—	9220442856	12/17/2010	1/27/2012	131	—	—	—	—	—	—	—	—	—	—	—	—	—	—
9 VANGUARD REIT VIPER	—	922080553	12/17/2010	2/8/2012	438	—	—	—	—	—	—	—	—	—	—	—	—	—	—
10 VANGUARD REIT VIPER	—	922080553	12/17/2010	5/6/2012	131	—	—	—	—	—	—	—	—	—	—	—	—	—	—
11 VANGUARD REIT VIPER	—	922080553	12/17/2010	12/27/2012	196	—	—	—	—	—	—	—	—	—	—	—	—	—	—
12 VANGUARD REIT VIPER	—	922080553	12/17/2010	12/27/2012	130	—	—	—	—	—	—	—	—	—	—	—	—	—	—
13 IMF ADV INDEX FUND-ADMIN	68	961956888	11/10/2011	2/8/2012	131	—	—	—	—	—	—	—	—	—	—	—	—	—	—
14 IMF ADV INDEX FUND-ADMIN	68	961956888	11/10/2011	2/8/2012	383	—	—	—	—	—	—	—	—	—	—	—	—	—	—
15 IMF ADV C & LARGE CAP VAL-1	1688	949752088	5/25/2011	2/8/2012	321	—	—	—	—	—	—	—	—	—	—	—	—	—	—
16 IMF ADV C & LARGE CAP VAL-1	1688	949752088	5/25/2011	2/8/2012	1,460	—	—	—	—	—	—	—	—	—	—	—	—	—	—
17 IMF ADV C & LARGE CAP VAL-1	1688	949752088	5/25/2011	8/9/2012	174	—	—	—	—	—	—	—	—	—	—	—	—	—	—
18 IMF ADV C & LARGE CAP VAL-1	1688	949752088	5/25/2011	12/27/2012	138	—	—	—	—	—	—	—	—	—	—	—	—	—	—
19 WELLS FARGO ADV AUTO RET BD-FDN	949751581	8/28/2011	5/6/2012	549	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
20 WELLS FARGO ADV SP SCAV-AS	4131	949752047	8/11/2012	12/17/2012	148	—	—	—	—	—	—	—	—	—	—	—	—	—	—
21 WELLS FARGO ADV SP SCAV-AS	4131	949752047	8/11/2012	12/27/2012	121	—	—	—	—	—	—	—	—	—	—	—	—	—	—
22 PIMCO FOREIGN BD-USD-HINST 10	—	693350882	11/10/2011	8/9/2012	353	—	—	—	—	—	—	—	—	—	—	—	—	—	—
23 PIMCO FOREIGN BD-USD-HINST 10	—	693350882	11/10/2011	8/9/2012	221	—	—	—	—	—	—	—	—	—	—	—	—	—	—
24 T ROWE PRICE BLUE CHIP GROWTH	9317844106	2/13/2012	8/9/2012	89	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
25 T ROWE PRICE BLUE CHIP GROWTH	9317844106	2/13/2012	12/27/2012	137	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
26 T ROWE PRICE BLUE CHIP GROWTH	9317844106	2/13/2012	12/27/2012	181	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
27 SPDR DJ WILSHIRE INTERNATIONAL R	9478433983	5/23/2011	5/6/2012	253	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
28 SPDR DJ WILSHIRE INTERNATIONAL R	9478433983	5/23/2011	8/9/2012	193	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
29 SPDR DJ WILSHIRE INTERNATIONAL R	9478433983	5/23/2011	12/17/2012	283	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
30 TROW SMALL CAP GROWTH FUND-1	47203243849	5/11/2012	11/16/2012	288	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
31 TROW SMALL CAP GROWTH FUND-1	47203243849	5/11/2012	12/27/2012	261	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
32 WELLS FARGO ADV EMG MKT-EINS	413484975751	5/25/2011	5/6/2012	222	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
33 WELLS FARGO ADV EMG MKT-EINS	413484975751	5/25/2011	12/27/2012	134	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
34 WELLS FARGO ADV INT'L BOND-1S	47056498502	5/25/2011	8/9/2012	981	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
35 WELLS FARGO ADV INT'L BOND-1S	47056498502	5/25/2011	12/27/2012	129	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
36 WELLS FARGO ADV INT'L BOND-1S	47056498502	5/25/2011	11/10/2011	7361	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
37 WELLS FARGO ADV DIV INT'L FD-3113	—	949817322	—	2/9/2012	1,118	—	—	—	—	—	—	—	—	—	—	—	—	—	—
38 WELLS FARGO ADV DIV INT'L FD-3113	—	949817322	—	11/10/2011	2/9/2012	—	—	—	—	—	—	—	—	—	—	—	—	—	—
39 WELLS FARGO ADV HI INCS-3110	—	949817538	—	11/10/2011	2/9/2012	203	—	—	—	—	—	—	—	—	—	—	—	—	—
40 WELLS FARGO ADV HI INCS-3110	—	949817538	—	11/10/2011	8/9/2012	223	—	—	—	—	—	—	—	—	—	—	—	—	—
41 WELLS FARGO ADV HI INCS-3110	—	949817538	—	11/10/2011	12/27/2012	244	—	—	—	—	—	—	—	—	—	—	—	—	—
42 WELLS FARGO ADV HI INCS-3110	—	949817538	—	11/10/2011	12/27/2012	279	—	—	—	—	—	—	—	—	—	—	—	—	
43 WELLS FARGO ADV HI INCS-3110	—	949817538	—	8/28/2011	12/27/2012	219	—	—	—	—	—	—	—	—	—	—	—	—	
44 WELLS FARGO ADV DIV SECURITIES-13101	—	949817579	—	11/10/2011	2/9/2012	508	—	—	—	—	—	—	—	—	—	—	—	—	
45 WELLS FARGO ADV DIV SECURITIES-13101	—	949817579	—	11/10/2011	12/27/2012	1,112	—	—	—	—	—	—	—	—	—	—	—	—	
46 WELLS FARGO SHORT-TERM BOND FUND-1	31	949817652	5/25/2011	2/9/2012	2,040	—	—	—	—	—	—	—	—	—	—	—	—	—	—
47 WELLS FARGO SHORT-TERM BOND FUND-1	31	949817652	5/25/2011	8/9/2012	202	—	—	—	—	—	—	—	—	—	—	—	—	—	—
48 WELLS FARGO SHORT-TERM BOND FUND-1	31	949817652	5/25/2011	12/27/2012	231	—	—	—	—	—	—	—	—	—	—	—	—	—	—
49 WELLS FARGO SHORT-TERM BOND FUND-1	31	949817652	5/25/2011	11/16/2012	244	—	—	—	—	—	—	—	—	—	—	—	—	—	—
50 WELLS FARGO SHORT-TERM BOND FUND-1	31	949817652	5/25/2011	12/27/2012	279	—	—	—	—	—	—	—	—	—	—	—	—	—	—
51 INVESTOP INTL GROWTH-8516	—	008885392	11/10/2011	2/9/2012	507	—	—	—	—	—	—	—	—	—	—	—	—	—	—
52 INVESTOP INTL GROWTH-8516	—	008885392	11/10/2011	12/27/2012	1,108	—	—	—	—	—	—	—	—	—	—	—	—	—	—
53 INVESTOP INL GROWTH	—	008885392	11/10/2011	12/27/2012	2,004	—	—	—	—	—	—	—	—	—	—	—	—	—	—
54 CREDIT SUISSE COMM RT ST-CO 2158	—	008885392	11/10/2011	8/9/2012	203	—	—	—	—	—	—	—	—	—	—	—	—	—	—
55 DIAMOND HILL LONG-SHORT FD CL-1	—	008885392	11/10/2011	8/9/2012	173	—	—	—	—	—	—	—	—	—	—	—	—	—	—
56 DIAMOND HILL LONG-SHORT FD CL-1	—	008885392	11/10/2011	12/27/2012	143	—	—	—	—	—	—	—	—	—	—	—	—	—	—
57 DREYFUS EMG MKT DEBT LOC C-1008	—	008885392	11/10/2011	8/9/2012	198	—	—	—	—	—	—	—	—	—	—	—	—	—	—
58 DREYFUS EMG MKT DEBT LOC C-1008	—	008885392	11/10/2011	12/27/2012	201	—	—	—	—	—	—	—	—	—	—	—	—	—	—
59 DREIHEIM ACTIVE INCOME FUND	—	008885392	11/10/2011	2/9/2012	117	—	—	—	—	—	—	—	—	—	—	—	—	—	—
60 JP MORGAN MID CAP VALUE-758	—	008885392	12/17/2010	5/6/2012	193	—	—	—	—	—	—	—	—	—	—	—	—	—	—
61 JP MORGAN MID CAP VALUE-758	—	008885392	12/17/2010	8/9/2012	287	—	—	—	—	—	—	—	—	—	—	—	—	—	—
62 JP MORGAN MID CAP VALUE-758	—	008885392	12/17/2010	8/9/2012	162	—	—	—	—	—	—	—	—	—	—	—	—	—	—
63 JP MORGAN MID CAP VALUE-758	—	008885392	12/17/2010	12/27/2012	171	—	—	—	—	—	—	—	—	—	—	—	—	—	—
64 GOLDMAN SACHS GRTH OPFD CL-1	—	008885392	12/17/2010	8/9/2012	124	—	—	—	—	—	—	—	—	—	—	—	—	—	—
65 GOLDMAN SACHS GRTH OPFD CL-1	—	008885392	12/17/2010	12/27/2012	153	—	—	—	—	—	—	—	—	—	—	—	—	—	—
66 GOLDMAN SACHS GRTH OPFD CL-1	—	008885392	12/17/2010	8/9/2012	201	—	—	—	—	—	—	—	—	—	—	—	—	—	—
67 HUSSMAN STRATEGIC GROWTH FUND	—	008885392	11/10/2011	8/9/2012	103	—	—	—	—	—	—	—	—	—	—	—	—	—	—
68 ISHARES STRATEGIC GROWTH FUND	—	008885392	12/17/2010	4/10/2012	2,100	—	—	—	—	—	—	—	—	—	—	—	—	—	—
69 KEELEY SMALL CAP VAL FD CL-1	225	008885392	12/17/2010	8/9/2012	281	—	—	—	—	—	—	—	—	—	—	—	—	—	—
70 KEELEY SMALL CAP VAL FD CL-1	225	008885392	12/17/2010	8/9/2012	283	—	—	—	—										

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

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

	Date	Amount
1 Credit from prior year return	1	46
2 First quarter estimated tax payment	2	28
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
<b>7 Total</b>	<b>7</b>	<b>74</b>