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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>BOYS GIRLS CLUB</b>		<b>A Employer identification number</b> 23-7414898
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. 101N Independence Mall E MACY1372-062		<b>B Telephone number (see instructions)</b> (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <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		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>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</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	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		
<b>Operating and Administrative Expenses</b>	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)SCANNED MAY 06 2013  
MARK DATE

SCANNED MAY 15 2013

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	7,419
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
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	108,679
	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)	113,665	112,822	116,098
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	
Net Assets or Fund Balances	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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), 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.

(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 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.	<b>8</b>	5,942

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	106
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	106
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	106
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	74	
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	74	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	32	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0	
Refunded			

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phil	Trustee 4 00	345		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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	
<b>Total. Add lines 1 through 3</b>	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions )

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	110,561
<b>b</b>	Average of monthly cash balances	<b>1b</b>	6,764
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	117,325
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	117,325
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	1,760
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	115,565
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	5,778
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	106
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	106
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	5,672
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	5,672
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	5,672

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

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

**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				5,672
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			312	
<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	7,598			
<b>c</b> From 2009	50			
<b>d</b> From 2010	318			
<b>e</b> From 2011	312			
<b>f</b> Total of lines 3a through e	8,278			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,942				
<b>a</b> Applied to 2011, but not more than line 2a			312	
<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				5,630
<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) )	42			42
<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	8,236			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<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			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<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>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	8,236			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	7,556			
<b>b</b> Excess from 2009	50			
<b>c</b> Excess from 2010	318			
<b>d</b> Excess from 2011	312			
<b>e</b> Excess from 2012				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	5,856
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	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	
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	2,770	
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	2,882	
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		5,652	0
13	Total. Add line 12, columns (b), (d), and (e)				13 5,652	5,652

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |              |     |    |
|---|--------------|-----|----|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              | Yes | No |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |     |    |
| <b>(1)</b> Cash   | <b>1a(1)</b> |     | X  |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions   |              |     |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |     | X  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |     | X  |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |     | X  |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |     | X  |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |     | X  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received. |              |     |    |


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

**Sign  
Here**


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


**SVP Wells Fargo Bank N.A.**
**3/29/2013**
**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 3/29/2013	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN P01251603
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

City

DOTHAN

State

AL

Zip Code

36302

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,856

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
								Long Term CG Distributions	Short Term CG Distributions	Capital Gains/Losses	Other sales	Gross Sales	Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		11/16/2012		552	0	980	1,126					2,852		
2	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		12/19/2012				1,510	1,638					-128		
3	TEMPLETON FOREIGN FD - A	880196506			2/13/2012		8/9/2012				776	813					-37		
4	TEMPLETON FOREIGN FD - A	880196506			2/13/2012		12/11/2012				492	471					21		
5	TEMPLETON FOREIGN FD - A	880196506			2/13/2012		12/27/2012				189	181					8		
6	VANGUARD MSCI EMERGING	922042858			12/17/2010		2/9/2012				176	188					-12		
7	VANGUARD MSCI EMERGING	922042858			12/17/2010		12/11/2012				130	141					-11		
8	VANGUARD MSCI EMERGING	922042858			12/17/2010		12/27/2012				131	141					-10		
9	VANGUARD REIT VIPER	922085553			12/17/2010		2/9/2012				438	374					64		
10	VANGUARD REIT VIPER	922085553			12/17/2010		5/9/2012				131	106					25		
11	VANGUARD REIT VIPER	922085553			11/16/2012		12/11/2012				186	186					0		
12	VANGUARD REIT VIPER	922085553			12/17/2010		12/27/2012				130	104					26		
13	WF ADV INDEX FUND-ADMIN	94975G686			11/10/2011		2/9/2012				137	132					5		
14	WF ADV INDEX FUND-ADMIN	94975G686			11/10/2011		8/9/2012				383	353					30		
15	WF ADV C & B LARGE CAP VA	94975J268			5/25/2011		2/9/2012				321	326					-5		
16	WF ADV C & B LARGE CAP VA	94975J268			5/25/2011		5/9/2012				1,460	1,467					-7		
17	WF ADV C & B LARGE CAP VA	94975J268			5/25/2011		8/9/2012				174	172					2		
18	WF ADV C & B LARGE CAP VA	94975J268			5/25/2011		12/27/2012				138	137					1		
19	WELLS FARGO ADV TOT RT B	94975J581			8/26/2011		5/9/2012				549	545					4		
20	WELLS FARGO ADV SP SIC VI	94975P447			8/13/2012		12/11/2012				146	137					9		
21	WELLS FARGO ADV SP SIC VI	94975P447			8/13/2012		12/27/2012				121	114					7		
22	PIMCO FOREIGN BD FD USD	693390882			11/10/2011		8/9/2012				353	343					10		
23	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/9/2012				221	212					9		
24	T ROWE PRICE BLUE CHIP GR	77954Q106			2/13/2012		12/11/2012				89	86					3		
25	T ROWE PRICE BLUE CHIP GR	77954Q106			2/13/2012		12/27/2012				137	129					8		
26	T ROWE PRICE BLUE CHIP GR	77954Q106			2/13/2012		2/9/2012				181	172					9		
27	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		5/9/2012				253	278					-25		
28	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/9/2012				193	199					-6		
29	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		12/11/2012				283	278					5		
30	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		2/9/2012				268	262					6		
31	TCW SMALL CAP GROWTH FUND	87234N849			12/17/2010		11/16/2012				261	282					-21		
32	WELLS FARGO ADV EMG MK	94975P751			5/25/2011		12/11/2012				222	236					-14		
33	WELLS FARGO ADV EMG MK	94975P751			5/25/2011		12/27/2012				134	142					-8		
34	WELLS FARGO ADV EMG MK	94985D582			5/25/2011		8/9/2012				961	987					-26		
35	WELLS FARGO ADV INTL BON	94985D582			5/25/2011		12/27/2012				129	129					0		
36	WF ADV CAPITAL GROWTH FUND	949915615			11/10/2011		2/9/2012				7,381	6,755					626		
37	WELLS FARGO ADV DIV INTL	949917322			8/26/2011		2/9/2012				1,118	1,050					68		
38	WELLS FARGO ADV DIV INTL	949917322			11/10/2011		2/9/2012				7,587	7,046					541		
39	WELLS FARGO ADV HI INC-IN	949917538			11/10/2011		2/9/2012				203	196					7		
40	WELLS FARGO ADV HI INC-IN	949917538			11/10/2011		8/9/2012				223	211					12		
41	WELLS FARGO ADV HI INC-IN	949917538			11/10/2011		11/16/2012				244	231					13		
42	WELLS FARGO ADV HI INC-IN	949917538			8/26/2011		11/16/2012				279	259					20		
43	WELLS FARGO ADV HI INC-IN	949917538			8/26/2011		12/27/2012				219	200					19		
44	WF ADV GOVT SECURITIES-I	949917579			11/10/2011		5/9/2012				509	507					2		
45	WF ADV GOVT SECURITIES-I	949917579			8/13/2012		11/16/2012				1,112	1,109					3		
46	WF ADV GOVT SECURITIES-I	949917579			11/10/2011		11/16/2012				2,040	2,004					36		
47	WF ADV SHORT-TERM BOND	949917652			5/25/2011		2/9/2012				2,021	2,030					-9		
48	WF ADV SHORT-TERM BOND	949917652			5/11/2012		8/9/2012				897	897					0		
49	WF ADV SHORT-TERM BOND	949917652			5/25/2011		8/9/2012				905	905					0		
50	WF ADV SHORT-TERM BOND	949917652			5/25/2011		12/27/2012				168	167					1		
51	INVESTCO INTL GROWTH-Y 88	008882532			2/13/2012		8/9/2012				830	814					16		
52	INVESTCO INTL GROWTH-Y 88	008882532			2/13/2012		12/11/2012				200	190					10		
53	INVESTCO INTL GROWTH-Y 88	008882532			2/13/2012		12/27/2012				173	163					10		
54	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/9/2012				175	197					-22		
55	DIAMOND HILL LONG-SHORT	25264S833			11/10/2011		2/9/2012				149	135					14		
56	DIAMOND HILL LONG-SHORT	25264S833			8/13/2012		12/27/2012				184	178					6		
57	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		12/11/2012				153	152					1		
58	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		12/27/2012				201	198					3		
59	DRIEHAUS ACTIVE INCOME F	262028855			8/13/2012		12/27/2012				117	115					2		
60	JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/9/2012				203	188					15		
61	JP MORGAN MID CAP VALUE	339128100			12/17/2010		5/9/2012				287	259					28		
62	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/9/2012				162	141					21		
63	JP MORGAN MID CAP VALUE	339128100			10/17/2008		12/11/2012				171	141					30		
64	GOLDMAN SACHS GRTH OPP	38142Y401			12/31/2008		2/9/2012				124	78					46		
65	GOLDMAN SACHS GRTH OPP	38142Y401			12/31/2008		4/10/2012				674	348					326		
66	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012				2,210	1,397					813		
67	HUSMAN STRATEGIC GROW	448108100			11/10/2011		8/9/2012				2,065	2,357					-292		
68	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		12/27/2012				187	191					-4		



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

		Long Term CG Distributions		Short Term CG Distributions		Totals									
		Amount		Amount		Capital Gains/Losses									
						Other sales									
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	Cost, Other Basis and Expenses		Net Gain or Loss	
												Depreciation	Adjustments		
69	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/9/2012	261	249					12	
70	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		8/9/2012	2,853	2,741					112	
71	X MERGER FD SH BEN INT 260	599509108			11/10/2011		8/9/2012	573	574					1	
72	X PIMCO FOREIGN BD FD USD	693390882			5/17/2010		8/9/2012	372	353					19	
73	X PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/9/2012	272	257					15	

**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**

		107,649		105,403		108,679	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1				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	WF 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-I 758		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	WF 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	WF ADV GOVT SECURITIES-I 3101		0	6,510	6,447		
22	WF ADV SHORT-TERM BOND FUND-I3102		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

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

1	COST BASIS ADJ	1	40
2	MUTUAL FUND ADDITION	2	125
3	Total	3	165

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

1	MUTUAL FUND SUBTRACTION	1	339
2	PY RETURN OF CAP ADJ	2	47
3	Total	3	386

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[illegible]

**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	6/5/2012	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
7 Total		7	74