



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2012

Department of the Treasury
 Internal Revenue Service

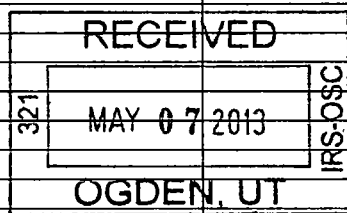
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation BOWKLEY SPCA		A Employer identification number 23-7726637
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06		B Telephone number (see instructions) (888) 730-4933
City or town, state and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <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) ▶ \$ 390,681	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,423	10,269		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	12,163			
	b Gross sales price for all assets on line 6a 176,673				
	c Capital gain net income (from Part IV, line 2)		12,163		
	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	22,586	22,432	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,238	4,679		1,560
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	500			500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	100	100		
	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	6,838	4,779	0	2,060
	25 Contributions, gifts, grants paid	11,755			11,755
26 Total expenses and disbursements Add lines 24 and 25	18,593	4,779	0	13,815	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,993				
b Net investment income (if negative, enter -0-)		17,653			
c Adjusted net income (if negative, enter -0-)			0		



ENVELOPE POSTMARK DATE MAY 03 2013

SCANNED MAY 10 2013

12

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		733	733
	2	Savings and temporary cash investments	15,752	15,749	15,749
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	346,509	348,895	374,199	
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)	362,261	365,377	390,681	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	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	362,261	365,377	
	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)	362,261	365,377		
31	Total liabilities and net assets/fund balances (see instructions)	362,261	365,377		

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	362,261
2	Enter amount from Part I, line 27a	2	3,993
3	Other increases not included in line 2 (itemize) <u>Mutual Fund & CTF Income Additions</u>	3	534
4	Add lines 1, 2, and 3	4	366,788
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	1,411
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	365,377

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	12,163	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	10,048	378,733	0.026531
2010	8,885	350,300	0.025364
2009	17,857	306,059	0.058345
2008	21,931	376,556	0.058241
2007			0.000000
2 Total of line 1, column (d)			2 0.168481
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.042120
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 377,097
5 Multiply line 4 by line 3			5 15,883
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 177
7 Add lines 5 and 6			7 16,060
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 13,815

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	353
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	353
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	353
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	186
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	186
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	167
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 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶		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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	6,238		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount	
1 NONE		
2		
All other program-related investments See instructions 3 NONE		
Total. Add lines 1 through 3 ▶		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	370,702
b	Average of monthly cash balances	1b	12,138
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	382,840
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	382,840
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,743
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	377,097
6	Minimum investment return. Enter 5% of line 5	6	18,855

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	18,855
2a	Tax on investment income for 2012 from Part VI, line 5	2a	353
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	353
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,502
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,502
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	18,502

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	13,815
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13,815
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,815

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				18,502
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			11,047	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>13,815</u>				
a Applied to 2011, but not more than line 2a			11,047	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,768
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				15,734
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	11,755
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

BOWKLEY SPCA

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

Recipient(s) paid during the year

Name

SPCA OF LUZERNE COUNTY

Street

524 E MAIN STREET

City

WILKES-BARRE

State

PA

Zip Code

18702

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

11,755

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	Capital Gains/Losses		Totals			Net Gain or Loss	
								Gross Sales	Other Sales	Gross Sales	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improvements
	Long Term CG Distributions	Amount	1,344							176,673	0	164,510	0	12,163
	Short Term CG Distributions	Amount	0							0	0	0	0	0
1	ARTISAN INTERNATIONAL FU	04314H204			6/20/2012	8/17/2012	8/17/2012	685	639					46
2	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	8/17/2012	8/17/2012	2,893	2,964					329
3	ARTISAN MID CAP FUND-INS	04314H600			6/20/2012	8/17/2012	8/17/2012	359	347					12
4	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008	6/18/2012	6/18/2012	7,045	6,247					798
5	ARTIO INTERNATIONAL EQ FI	04315L837			5/25/2010	6/18/2012	6/18/2012	1,341	1,387					46
6	ARTIO INTERNATIONAL EQ FI	04315L837			2/25/2009	6/18/2012	6/18/2012	1,965	1,614					351
7	CREDIT SUISSE COMM RT ST	22944R305			8/26/2011	8/17/2012	8/17/2012	1,130	1,285					155
8	DODGE & COX INTL STOCK F	256206103			8/25/2006	8/17/2012	8/17/2012	4,412	4,261					151
9	DODGE & COX INTL STOCK F	256206103			8/25/2006	11/19/2012	11/19/2012	491	597					106
10	DODGE & COX INCOME FD CC	256210105			2/4/2011	6/18/2012	6/18/2012	3,208	3,100					108
11	DODGE & COX INCOME FD CC	256210105			5/25/2011	6/18/2012	6/18/2012	4,552	4,496					56
12	DODGE & COX INCOME FD CC	256210105			8/26/2011	6/18/2012	6/18/2012	7,987	7,827					170
13	DODGE & COX INCOME FD CC	256210105			8/26/2011	11/19/2012	11/19/2012	3,371	3,243					128
14	DODGE & COX INCOME FD CC	256210105			8/26/2011	11/19/2012	11/19/2012	8,715	8,609					106
15	DODGE & COX INCOME FD CC	256210105			12/14/2007	11/19/2012	11/19/2012	6,204	5,594					610
16	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011	11/19/2012	11/19/2012	451	456					5
17	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008	6/18/2012	6/18/2012	5,135	3,907					1,228
18	GOLDEN LARGE CAP CORE F	34984T881			2/25/2009	6/18/2012	6/18/2012	5,348	3,347					2,001
19	GOLDMAN SACHS GRTH OPP	38142Y401			11/25/2008	6/18/2012	6/18/2012	2,453	1,319					1,174
20	GOLDMAN SACHS GRTH OPP	38142Y401			2/25/2009	6/18/2012	6/18/2012	1,582	775					807
21	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008	6/18/2012	6/18/2012	6,626	4,248					2,378
22	JP MORGAN MID CAP VALUE	339128100			12/17/2010	6/18/2012	6/18/2012	2,366	2,139					227
23	JP MORGAN MID CAP VALUE	339128100			12/17/2010	8/17/2012	8/17/2012	465	400					65
24	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008	6/18/2012	6/18/2012	4,194	3,386					808
25	HARBOR CAPITAL APRCTN	411511504			5/25/2011	6/18/2012	6/18/2012	2,424	2,287					127
26	HARBOR CAPITAL APRCTN	411511504			5/25/2011	8/17/2012	8/17/2012	718	662					56
27	HUSSMAN STRATEGIC GROW	448108100			6/20/2012	8/17/2012	8/17/2012	6,306	6,769					-463
28	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010	6/18/2012	6/18/2012	656	673					-17
29	KEELEY SMALL CAP VAL FD C	487300808			12/17/2010	8/17/2012	8/17/2012	980	922					58
30	LAUDUS MONDRIAN INTL FLJ	518550555			6/20/2012	6/18/2012	6/18/2012	3,258	3,255					3
31	MFS VALUE FUND-CLASS 1 8	552983694			5/25/2011	6/18/2012	6/18/2012	3,214	3,266					-52
32	MAINSTAY EP US EQUITY-INS	56063J302			5/25/2011	8/17/2012	8/17/2012	934	895					39
33	MERGER FD SH BEN INT 280	589509108			6/20/2012	8/17/2012	8/17/2012	1,705	1,693					12
34	OPPENHEIMER DEVELOPING	683974505			5/25/2011	6/18/2012	6/18/2012	462	489					-27
35	PIMCO TOTAL RET FD-INST 3	693390700			5/25/2011	6/18/2012	6/18/2012	3,456	3,300					156
36	PIMCO TOTAL RET FD-INST 3	693390700			5/25/2011	8/17/2012	8/17/2012	8,600	8,402					198
37	PIMCO TOTAL RET FD-INST 3	693390700			8/26/2011	6/18/2012	6/18/2012	4,134	4,017					117
38	PIMCO FOREIGN BD FD USD	693390882			2/4/2011	8/17/2012	8/17/2012	1,703	1,600					103
39	PIMCO FOREIGN BD FD USD	693390882			5/25/2011	8/17/2012	8/17/2012	265	250					15
40	PIMCO FOREIGN BD FD USD	693390882			6/20/2012	8/17/2012	8/17/2012	1,071	1,045					26
41	PIMCO FOREIGN BD FD USD	693390882			8/26/2011	8/17/2012	8/17/2012	493	473					20
42	PIMCO FOREIGN BD FD USD	693390882			8/26/2011	11/19/2012	11/19/2012	494	425					29
43	PIMCO COMMODITY REAL RE	722005667			8/26/2011	6/18/2012	6/18/2012	6,206	5,748					456
44	RIDGEWORTH SEIX HY BD-1	76628T645			2/25/2009	8/17/2012	8/17/2012	216	212					4
45	RIDGEWORTH SEIX HY BD-1	76628T645			8/26/2011	11/19/2012	11/19/2012	2,182	2,061					121
46	T ROWE PRICE SHORT TERM	77857P105			8/29/2011	8/17/2012	8/17/2012	5,939	5,951					-12
47	T ROWE PRICE SHORT TERM	77857P105			5/25/2011	8/17/2012	8/17/2012	7,212	7,241					-29
48	T ROWE PRICE SHORT TERM	77857P105			5/25/2011	8/17/2012	8/17/2012	4,742	4,752					-10
49	T ROWE PRICE SHORT TERM	77857P105			5/25/2011	11/19/2012	11/19/2012	744	740					4
50	SPDR DJ WILSHIRE INTERNA	78463X863			6/20/2012	8/17/2012	8/17/2012	969	991					-22
51	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011	11/19/2012	11/19/2012	603	595					8
52	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011	8/17/2012	8/17/2012	681	728					-37
53	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010	11/19/2012	11/19/2012	4,192	4,772					-560
54	TCW SMALL CAP GROWTH FL	87234N849			12/17/2010	12/19/2012	12/19/2012	5,017	5,442					-425
55	VANGUARD REIT VIPER	922908553			12/17/2010	6/18/2012	6/18/2012	1,932	1,651					341
56	WELLS FARGO ADV INTL BON	94985D582			5/25/2011	6/18/2012	6/18/2012	1,251	1,194					57
57	WELLS FARGO ADV INTL BON	94985D582			12/14/2007	6/18/2012	6/18/2012	4,742	4,646					96
58	WELLS FARGO ADV INTL BON	94985D582			2/4/2011	6/18/2012	6/18/2012	496	500					-4

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

		500	0	0	500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	500			500

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

		100	100	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	100	100		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1					374,199
2	ARTISAN INTERNATIONAL FUND 661		0	15,358	18,458
3	DODGE & COX INCOME FD COM 147		0	16,926	18,756
4	HARBOR CAPITAL APRCTION-INST 2012		0	20,412	23,153
5	MERGER FD SH BEN INT 260		0	5,746	5,750
6	PIMCO TOTAL RET FD-INST 35		0	55,955	57,415
7	PIMCO FOREIGN BD FD USD H-INST 103		0	7,609	8,052
8	T ROWE PRICE SHORT TERM BD FD 55		0	3,003	3,015
9	ARTISAN MID CAP FUND-INSTL 1333		0	10,275	10,406
10	ISHARES RUSSELL 2000 GROWTH		0	9,524	9,817
11	ISHARES S & P 500 INDEX FUND		0	11,960	13,598
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	8,651	8,526
13	DODGE & COX INT'L STOCK FD 1048		0	14,862	18,305
14	MFS VALUE FUND-CLASS I 893		0	16,241	17,734
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	18,329	19,406
16	DRIEHAUS ACTIVE INCOME FUND		0	5,778	5,911
17	JP MORGAN MID CAP VALUE-I 758		0	7,500	8,929
18	HUSSMAN STRATEGIC GROWTH FUND 60		0	8,122	7,480
19	VANGUARD REIT VIPER		0	10,736	13,423
20	VANGUARD EMERGING MARKETS ETF		0	12,562	12,290
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	11,758	12,008
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	12,430	13,728
23	DIAMOND HILL LONG-SHORT FD CLI 11		0	9,358	9,842
24	RIDGEWORTH SEIX HY BD-I 5855		0	17,877	19,327
25	GATEWAY FUND - Y 1986		0	9,635	9,516
26	CREDIT SUISSE COMM RT ST-CO 2156		0	19,167	18,810
27	KEELEY SMALL CAP VAL FD CLI 2251		0	9,121	10,544

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

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

1	Mutual Fund & CTF Income Additions	1	534
2	Total	2	534

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

1	Cost Basis Adjustment	1	2
2	Mutual Fund & CTF Income Subtraction	2	1,250
3	PY Return of Capital Adjustment	3	159
4	Total	4	1,411

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	10,819
043144204	ARTISAN INTERNATIONAL FUND 661		6/20/2012	6/17/2012	685		0	639	46				46	10,819
043144204	ARTISAN INTERNATIONAL FUND 661		6/20/2011	8/17/2012	2,893		0	2,564	329				329	10,819
043144600	ARTISAN MID CAP FUND-INS 1333		6/20/2012	8/17/2012	359		0	347	12				12	10,819
043151209	ARTIO TOTAL RETURN BD CL I 159-040		10/31/2008	6/18/2012	7,045		0	6,247	798				798	10,819
043151837	ARTIO INTERNATIONAL EQ FD II 1529		5/25/2009	6/18/2012	1,341		0	1,387	-46				-46	10,819
043151837	ARTIO INTERNATIONAL EQ FD II 1529		2/25/2009	6/18/2012	1,965		0	1,614	351				351	10,819
2156244305	CREDIT SUISSE COMM RT ST-CC 2156		8/25/2011	8/17/2012	1,130		0	1,285	-155				-155	10,819
256706103	DDODGE & COX INTL STOCK FD 1048		2/25/2006	6/17/2012	3,412		0	4,261	-849				-849	10,819
256706103	DDODGE & COX INTL STOCK FD 1048		8/25/2006	11/19/2012	491		0	597	-106				-106	10,819
256710105	DDODGE & COX INCOME FD COM 147		2/14/2011	6/18/2012	3,208		0	3,100	108				108	10,819
256710105	DDODGE & COX INCOME FD COM 147		5/25/2011	6/18/2012	4,552		0	4,496	56				56	10,819
256710105	DDODGE & COX INCOME FD COM 147		8/26/2011	6/18/2012	7,997		0	7,827	170				170	10,819
256710105	DDODGE & COX INCOME FD COM 147		8/26/2011	11/19/2012	3,371		0	3,243	128				128	10,819
256710105	DDODGE & COX INCOME FD COM 147		8/21/2012	11/19/2012	8,715		0	8,609	106				106	10,819
256710105	DDODGE & COX INCOME FD COM 147		12/14/2007	11/19/2012	6,204		0	5,594	610				610	10,819
261980494	DREYFUS EMG MKT DEBT LOC C-1 608		10/31/2008	6/18/2012	451		0	456	-5				-5	10,819
349847881	GOLDEN LARGE CAP CORE FUND I		2/25/2009	6/18/2012	5,348		0	3,907	1,441				1,441	10,819
113338142401	GOLDMAN SACHS GRTH OPP FDI 113338		2/25/2009	6/18/2012	2,493		0	3,347	-2,001				-2,001	10,819
113338142401	GOLDMAN SACHS GRTH OPP FDI 113338		2/25/2009	6/18/2012	1,582		0	1,319	223				223	10,819
339128100	GOLDMAN SACHS GRTH OPP FDI 113338		10/31/2008	6/18/2012	6,626		0	775	807				807	10,819
339128100	GOLDMAN SACHS GRTH OPP FDI 113338		12/17/2010	6/18/2012	2,366		0	2,139	227				227	10,819
1758	UP MORGAN MID CAP VALUE-1 758		12/17/2010	6/18/2012	465		0	400	65				65	10,819
1216	GOLDMAN SACHS LC VALUE-1 1216		10/31/2008	6/18/2012	4,194		0	3,386	808				808	10,819
411511504	HARBOR CAPITAL APRCION-INST 201		5/25/2011	6/18/2012	2,424		0	2,257	127				127	10,819
448108100	RUSSMAN STRATEGIC GROWTH FUND		5/25/2011	8/17/2012	718		0	662	56				56	10,819
487300808	KEELEY SMALL CAP VAL FD CL I 2251		6/20/2012	8/17/2012	6,306		0	6,769	-463				-463	10,819
518550655	LAUDUS MONDRIAN INTL FINST 2940		12/17/2010	6/18/2012	656		0	673	-17				-17	10,819
552983694	LAUDUS MONDRIAN INTL FINST 2940		12/17/2010	6/18/2012	980		0	922	58				58	10,819
552983694	LAUDUS MONDRIAN INTL FINST 2940		5/25/2011	6/18/2012	3,258		0	3,255	3				3	10,819
560631302	LAUDUS MONDRIAN INTL FINST 2940		5/25/2011	6/18/2012	3,214		0	3,266	-52				-52	10,819
589509108	MAINSTAY EP US EQUITY-INS 1204		5/20/2012	8/17/2012	1,705		0	1,653	52				52	10,819
663974505	OPPENHEIMER DEVELOPING MKT-Y 74		2/14/2011	11/19/2012	462		0	489	-27				-27	10,819
693390700	PIMCO TOTAL RET FD-INST 35		5/25/2011	6/18/2012	3,456		0	3,300	156				156	10,819
693390700	PIMCO TOTAL RET FD-INST 35		8/26/2011	6/18/2012	4,134		0	4,017	117				117	10,819
693390882	PIMCO FOREIGN BD FD USD H-INST 10		2/14/2011	8/17/2012	1,703		0	1,600	103				103	10,819
693390882	PIMCO FOREIGN BD FD USD H-INST 10		5/25/2011	8/17/2012	265		0	250	15				15	10,819
693390882	PIMCO FOREIGN BD FD USD H-INST 10		6/20/2012	8/17/2012	1,071		0	1,045	26				26	10,819
693390882	PIMCO FOREIGN BD FD USD H-INST 10		8/26/2011	8/17/2012	493		0	473	20				20	10,819
693390882	PIMCO FOREIGN BD FD USD H-INST 10		8/26/2011	11/19/2012	454		0	425	29				29	10,819
722005667	PIMCO COMMODITY REAL RET STRAT		2/25/2009	6/18/2012	6,206		0	5,748	458				458	10,819
766287645	RIDGEWORTH SEIX HY BD-1 5855		6/20/2012	8/17/2012	216		0	212	4				4	10,819
766287645	RIDGEWORTH SEIX HY BD-1 5855		8/26/2011	11/19/2012	182		0	206	-24				-24	10,819
5177957P105	T ROWE PRICE SHORT TERM BD FD 5177957P105		5/25/2011	8/17/2012	7,212		0	5,951	1,261				1,261	10,819
5177957P105	T ROWE PRICE SHORT TERM BD FD 5177957P105		5/25/2011	11/19/2012	4,742		0	7,241	-2,499				-2,499	10,819
5177957P105	T ROWE PRICE SHORT TERM BD FD 5177957P105		6/20/2012	8/17/2012	744		0	4,752	-4,008				-4,008	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		5/23/2011	8/17/2012	969		0	740	229				229	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		5/23/2011	11/19/2012	603		0	991	-388				-388	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		12/17/2010	8/17/2012	691		0	585	106				106	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		12/17/2010	12/19/2012	4192		0	4,772	-580				-580	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		12/17/2010	12/19/2012	5,017		0	5,442	-425				-425	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		12/17/2010	6/18/2012	1,952		0	1,651	301				301	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		5/25/2010	6/18/2012	1,251		0	1,194	57				57	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		12/14/2007	6/18/2012	4,742		0	4,646	96				96	10,819
478463X863	SPDR DJ WILSHIRE INTERNATIONAL R478463X863		2/14/2011	6/18/2012	496		0	500	-4				-4	10,819

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	101N Independence Mall E MACY1374	Philadelphia	PA	19106-2112		TRUSTEE	4 00	6,238	0	0
2												
										6 238	0	0

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

	Date	Amount
1 Credit from prior year return		186
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		186

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	11,047
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	11,047