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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation J ROLAND GILBERT MARY R GILBERT		A Employer identification number 23-7879665			
Number and street (or P O box number if mail is not delivered to street address) 1 WEST 4TH STREET D4000-041		B Telephone number (see instructions) (336) 747-8166			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <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	3	3		
	4 Dividends and interest from securities.	17,999	17,607		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,099			
	b Gross sales price for all assets on line 6a 299,635				
	7 Capital gain net income (from Part IV, line 2) . . .		8,099		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a 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	26,101	25,709			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,539	9,405		3,135
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	750	0	0	750
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	923	291		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
Add lines 13 through 23	14,212	9,696	0	3,885	
25 Contributions, gifts, grants paid.	40,000			40,000	
26 Total expenses and disbursements. Add lines 24 and 25	54,212	9,696	0	43,885	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-28,111				
b Net investment income (if negative, enter -0-)		16,013			
c Adjusted net income (if negative, enter -0-)			0		

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	28,901	35,750	35,750
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►		0	0
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	0		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	633,235	600,614	638,978
c	Investments—corporate bonds (attach schedule)	199,618		
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		194,528	201,129
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)	861,754	830,892	875,857
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		
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	861,754	830,892	
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 page 17 of the instructions)	861,754	830,892	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	861,754	830,892	

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	861,754
2	Enter amount from Part I, line 27a	2	-28,111
3	Other increases not included in line 2 (itemize) ►	3	2,752
4	Add lines 1, 2, and 3	4	836,395
5	Decreases not included in line 2 (itemize) ►	5	5,503
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	830,892

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

(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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	8,099
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

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 page 18 of 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	40,123	875,221	0 045843
2010	39,074	831,716	0 04698
2009	43,700	730,426	0 059828
2008	49,492	869,254	0 056936
2007	0	1,017,769	0 0

2 Total of line 1, column (d).	2	0 209587
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 041917
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	865,169
5 Multiply line 4 by line 3.	5	36,265
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	160
7 Add lines 5 and 6.	7	36,425
8 Enter qualifying distributions from Part XII, line 4.	8	43,885

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	160
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 checked="" 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	160
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	160
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	460
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	460
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	300
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 160	11	140
			Refunded <input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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>	2	No
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ► WELLS FARGO BANK NA Telephone no ► (336) 747-8166
 Located at ► 1 W 4TH ST WINSTONSALEM NC ZIP+4 ► 27101

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b 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 page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here. ►	1b	No
1c 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	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	No
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) ►		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3b	
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.) ►	4a	No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4b	No
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? ►		

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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 1525 WWT HARRIS BLVD D1114-044 CHARLOTTE, NC 282885709	TRUSTEE 4	12,539		

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		

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.

1	
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.

1	
2	
All other program-related investments See page 24 of the instructions	
3	

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	844,260
b	Average of monthly cash balances.	1b	34,084
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	878,344
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	878,344
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,175
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	865,169
6	Minimum investment return. Enter 5% of line 5.	6	43,258

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	43,258
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	160
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	160
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	43,098
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	43,098
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	43,098

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	43,885
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	43,885
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	160
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	43,725

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				43,098
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			40,460	
b Total for prior years 2010, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	0			
b From 2008.	0			
c From 2009.	0			
d From 2010.	0			
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 43,885				
a Applied to 2011, but not more than line 2a			40,460	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.			3,425	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				39,673
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.	0			
b Excess from 2009.	0			
c Excess from 2010.	0			
d Excess from 2011.	0			
e Excess from 2012.	0			

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

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
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).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
INSTITUTE FOR CANCER RESEARCH 7701 BURHOLME AVE PHILADELPHIA, PA 19111	NONE	501(C)(3)	GENERAL SUPPORT	10,000
The Jefferson University 925 CHESTNUT STREET SUIT Philadelphia, PA 19107	NONE	PUBLIC CHARITY	EDUCATION & RESEARCH	30,000
Total				40,000
b Approved for future payment				
Total				3b

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				14	3	
4 Dividends and interest from securities.				14	17,999	
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	8,099	
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).					26,101	
13 Total. Add line 12, columns (b), (d), and (e).				13		26,101
(See worksheet in line 13 instructions to verify calculations.)						

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
53 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-01-28	2012-02-10
291 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-01-28	2012-08-08
117 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-01-28	2012-11-01
193 CREDIT SUISSE COMM RET ST-I #2156		2011-08-01	2012-08-08
119 CREDIT SUISSE COMM RET ST-I #2156		2011-08-01	2012-11-01
92 DIAMOND HILL LONG-SHORT FD CL I #11		2012-08-10	2012-11-01
199 DODGE & COX INT'L STOCK FD # 1048		2011-01-28	2012-08-08
112 DODGE & COX INT'L STOCK FD # 1048		2011-01-28	2012-11-01
174 079 DODGE & COX INCOME FD COM		2011-10-24	2012-02-10
1021 921 DODGE & COX INCOME FD COM		2006-12-04	2012-02-10
88 DODGE & COX INCOME FD COM		2012-08-10	2012-11-01
1533 955 DODGE & COX INCOME FD COM		2006-12-04	2012-11-19
204 423 DODGE & COX INCOME FD COM		2012-08-10	2012-11-19
426 622 DODGE & COX INCOME FD COM		2012-05-10	2012-11-19
114 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-08-01	2012-11-01
58 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-29	2012-02-10
104 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-29	2012-05-08
46 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-08-01	2012-08-08
56 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2011-08-01	2012-11-01
706 985 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2011-01-28	2012-04-10
433 666 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2011-08-10	2012-04-10
47 HARBOR FD CAP APPRECIATION		2010-12-29	2012-02-10
18 108 HARBOR FD CAP APPRECIATION		2010-12-29	2012-11-01
17 892 HARBOR FD CAP APPRECIATION		2012-08-10	2012-11-01
357 HUSSMAN STRATEGIC GROWTH FD		2012-02-14	2012-08-08
625 HUSSMAN STRATEGIC GROWTH FD		2011-08-01	2012-08-08
13 ISHARES S&P 500 INDEX FUND		2011-01-26	2012-02-10
105 ISHARES S&P 500 INDEX FUND		2011-01-26	2012-05-08
8 ISHARES S&P 500 INDEX FUND		2012-08-08	2012-11-01
87 KEELEY SMALL CAP VAL FD CLI #2251		2011-08-01	2012-02-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
39 KEELEY SMALL CAP VAL FD CLI #2251		2011-08-01	2012-08-08
84 KEELEY SMALL CAP VAL FD CLI #2251		2011-08-01	2012-11-01
670 LAUDUS MONDRIAN INTL FI-INST #2940		2010-12-29	2012-08-08
58 MFS VALUE FUND-CLASS I #893		2012-05-10	2012-08-08
80 MFS VALUE FUND-CLASS I #893		2011-01-28	2012-11-01
1148 MAINSTAY EP US EQ YLD-IS #1204		2010-12-29	2012-02-10
79 MAINSTAY EP US EQ YLD-IS #1204		2010-12-29	2012-05-08
880 MAINSTAY EP US EQ YLD-IS #1204		2010-12-29	2012-08-08
197 477 MAINSTAY EP US EQ YLD-IS #1204		2011-08-10	2012-08-08
82 OPPENHEIMER DEVELOPING MKT-Y #788		2010-12-29	2012-11-01
172 523 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-10-24	2012-02-10
1313 477 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-01-28	2012-02-10
133 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-08-10	2012-11-01
735 PIMCO FOREIGN BOND FUND-INST		2011-08-01	2012-08-08
171 RIDGEWORTH SEIX HY BD-I #5855		2011-01-28	2012-11-01
321 RIDGEWORTH SEIX HY BD-I #5855		2011-01-28	2012-11-19
1795 959 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-05-08
737 041 ROWE T PRICE SHORT TERM BD FD INC		2010-12-29	2012-05-08
3237 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-08-08
934 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-11-19
59 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-02	2012-08-08
52 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-04-29	2012-11-01
54 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-29	2012-02-10
40 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-29	2012-11-01
385 083 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-08-01	2012-11-19
85 917 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-05-10	2012-11-19
481 375 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-08-10	2012-12-19
37 089 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-08-10	2012-12-19
30 VANGARD MSCI EMERGING MARKETS EFT		2011-07-28	2012-11-01
64 VANGUARD REIT VIPER		2011-01-26	2012-02-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
19 VANGUARD REIT VIPER		2010-12-27	2012-05-08
14 VANGUARD REIT VIPER		2010-12-27	2012-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,151		1,167	-16
6,667		6,408	259
2,774		2,576	198
1,602		1,826	-224
982		1,126	-144
1,686		1,645	41
6,263		7,120	-857
3,734		4,007	-273
2,369		2,315	54
13,908		13,060	848
1,227		1,214	13
21,368		19,604	1,764
2,848		2,819	29
5,943		5,840	103
1,715		1,743	-28
1,463		1,366	97
2,729		2,449	280
1,243		1,109	134
1,594		1,350	244
17,505		17,248	257
10,738		10,221	517
1,929		1,733	196
760		668	92
751		744	7
3,973		4,241	-268
6,956		7,569	-613
1,749		1,690	59
14,285		13,509	776
1,138		1,125	13
2,242		2,268	-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,008		1,017	-9
2,343		2,190	153
7,953		7,826	127
1,451		1,410	41
2,050		1,859	191
14,947		14,752	195
1,033		1,015	18
11,774		11,308	466
2,642		2,243	399
2,798		2,922	-124
1,917		1,855	62
14,593		14,260	333
1,541		1,522	19
8,122		7,828	294
1,708		1,712	-4
3,184		3,213	-29
8,710		8,692	18
3,575		3,575	
15,699		15,667	32
4,530		4,521	9
2,287		2,453	-166
2,125		2,156	-31
1,590		1,592	-2
1,073		1,180	-107
9,843		11,341	-1,498
2,196		2,347	-151
12,915		13,463	-548
995		1,006	-11
1,254		1,450	-196
3,970		3,599	371

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,241		1,044	197
922		758	164

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-16
			259
			198
			-224
			-144
			41
			-857
			-273
			54
			848
			13
			1,764
			29
			103
			-28
			97
			280
			134
			244
			257
			517
			196
			92
			7
			-268
			-613
			59
			776
			13
			-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			- 9
			153
			127
			41
			191
			195
			18
			466
			399
			-124
			62
			333
			19
			294
			-4
			-29
			18
			32
			9
			-166
			-31
			-2
			-107
			-1,498
			-151
			-548
			-11
			-196
			371

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			197
			164

TY 2012 Accounting Fees Schedule

Name: J ROLAND GILBERT MARY R GILBERT

EIN: 23-7879665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC)	750			750

TY 2012 Investments Corporate Bonds Schedule**Name:** J ROLAND GILBERT MARY R GILBERT**EIN:** 23-7879665

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX		
261980494 DREYFUS EMERGING		
464287242 ISHARES IBOXX		
51855Q655 LAUDUS MONDRIAN		
693390841 PIMCO HIGH YIELD		
693390700 PIMCO TOTAL RETURN		
76628T645 RIDGEWORTH SEIX		
77957P105 T ROWE PRICE SHORT		
922031869 VANGUARD INFLATION		
693391559 PIMCO EMERGING MRKT		
693390882 PIMCO FOREIGN BOND		
239080401 DAVIS NEW YORK		
34984T857 GOLDEN SMALL CAP		
38142Y401 GOLDMAN SACHS		
411511504 HARBOR CAPITAL APPR		
464287655 ISHARES RUSSELL		
464287200 ISHARES S & P		
464287499 ISHARES TR RUSSELL		
339128100 JP MORGAN MID CAP		
487300808 KEELEY SMALL CAP		
56063J302 MAINSTAY EPOCH U.S.		
784924425 SSGA EMERGING MRKT		
77954Q106 T ROWE PRICE		
87234N849 TCW SMALL CAP		
89155H793 TOUCHSTONE MID CAP		
94984B157 WELLS FARGO ADVANT.		
94984B587 WELLS FARGO ADVANT.		
94984B348 WELLS FARGO ADVANT.		
94985D277 WELLS FARGO ADVANT.		
04314H204 ARTISAN INTERN.		

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256206103 DODGE & COX INTERN.		
683974505 OPPENHEIMER DEV.		
922042858 VANGUARD EMERGING		
22544R305 CREDIT SUISSE		
44980Q518 ING INTERNATIONAL		
722005667 PIMCO COMMODITY		
78463X863 SPDR DJ WILSHIRE		
779919109 T ROWE PRICE REAL		
922908553 VANGUARD REIT VIPER		

TY 2012 Investments Corporate Stock Schedule

Name: J ROLAND GILBERT MARY R GILBERT

EIN: 23-7879665

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04314H204 ARTISAN INTERNATIONA	44,866	50,933
22544R305 CREDIT SUISSE COMM R	47,140	41,608
25264S833 DIAMOND HILL LONG-SH	31,423	34,384
256206103 DODGE & COX INT'L ST	44,300	51,490
339128100 JP MORGAN MID CAP VA	20,059	24,031
38142Y401 GOLDMAN SACHS GRTH O		
411511504 HARBOR CAPITAL APRCT	54,836	63,162
448108100 HUSSMAN STRATEGIC GR	23,660	20,924
464287200 ISHARES CORE S & P 5	32,625	35,928
487300808 KEELEY SMALL CAP VAL	24,186	28,303
552983694 MFS VALUE FUND-CLASS	42,659	46,403
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	17,592	17,367
683974505 OPPENHEIMER DEVELOPI	36,316	36,630
78463X863 SPDR DJ WILSHIRE INT	32,765	34,941
87234N849 TCW SMALL CAP GROWTH		
922042858 VANGUARD MSCI EMERGI	39,801	38,118
922908553 VANGUARD REIT VIPER	29,243	35,532
04314H600 ARTISAN MID CAP FUND	30,720	30,231
367829884 GATEWAY FUND - Y #19	21,782	21,544
464287648 ISHARES RUSSELL 2000	26,641	27,449

TY 2012 Investments - Other Schedule

Name: J ROLAND GILBERT MARY R GILBERT**EIN:** 23-7879665

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	AT COST	11,532	12,507
261980494 DREYFUS EMG MKT DEBT	AT COST	40,630	42,768
51855Q655 LAUDUS MONDRIAN INTL	AT COST	7,679	7,604
693390700 PIMCO TOTAL RET FD-I	AT COST	80,995	82,782
693390882 PIMCO FOREIGN BD FD	AT COST	7,540	7,639
76628T645 RIDGEWORTH SEIX HY B	AT COST	41,975	43,643
77957P105 T ROWE PRICE SHORT T	AT COST	4,177	4,186

TY 2012 Other Decreases Schedule

Name: J ROLAND GILBERT MARY R GILBERT**EIN:** 23-7879665

Description	Amount
COST BASIS ADJUSTMENT	5,503

TY 2012 Other Increases Schedule**Name:** J ROLAND GILBERT MARY R GILBERT**EIN:** 23-7879665

Description	Amount
MUTUAL FUND TIMING DIFFERENCE	2,312
ROC BASIS ADJUSTMENT	440

TY 2012 Taxes Schedule

Name: J ROLAND GILBERT MARY R GILBERT**EIN:** 23-7879665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	172	0		0
FEDERAL ESTIMATES - PRINCIPAL	460	0		0
FOREIGN TAXES ON QUALIFIED FOR	207	207		0
FOREIGN TAXES ON NONQUALIFIED	84	84		0