



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

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

POSTMARK DATE MAY 03 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation

THE FRANK J POLEY MEMORIAL FUND

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

Wells Fargo Bank N A - 101N Independnence Mall E MACY1372-062

City or town, state, and ZIP code

Philadelphia

PA

19106-2112

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 152,469 (Part I, column (d) must be on cash basis)

J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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)
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		3,920	3,862		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		2,735			
b Gross sales price for all assets on line 6a	56,991				
7 Capital gain net income (from Part IV, line 2)			2,735		
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		6,655	6,597	0	
13 Compensation of officers, directors trustees, etc		2,496	1,872		624
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		99	39		
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		2,595	1,911	0	624
25 Contributions, gifts, grants paid		4,762			4,762
26 Total expenses and disbursements Add lines 24 and 25		7,357	1,911	0	5,386
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-702			
b Net investment income (if negative, enter -0-)			4,686		
c Adjusted net income (if negative enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

N  
18

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>
			<b>(a) Book Value</b>	<b>(b) Book Value</b>
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		8,020	6,792
	3 Accounts receivable ►			6,792
	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)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		135,096	135,316
	14 Land, buildings, and equipment basis ►			145,676
	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)		143,116	142,108
				152,468
<b>Net Assets or Fund Balances</b>	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 ► )		0	0
	23 Total liabilities (add lines 17 through 22) ►			
	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		143,116	142,108
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
<b>Net Assets or Fund Balances</b>	30 Total net assets or fund balances (see instructions)		143,116	142,108
	31 Total liabilities and net assets/fund balances (see instructions)		143,116	142,108

**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	143,116
2 Enter amount from Part I, line 27a	2	-702
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	199
4 Add lines 1, 2, and 3	4	142,613
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	505
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	142,108

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
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) 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		
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	2,735
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	4,653	149,304	0.031165
2010	7,372	141,022	0.052276
2009	3,536	125,845	0.028098
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

2	0.111539
3	0.037180
4	147,956
5	5,501
6	47
7	5,548
8	5,386

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1

Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 44

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

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

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

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

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

Refunded ►

11

0

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a X

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

4b N/A

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

5 X

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7 X

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

PA

8b X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney

General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 X

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933  
Located at ► 101N Independence Mall E MACY1372 362 Philadelphia PA ZIP+4 ► 19106-211215 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/A16 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 Yes X No X

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 ► <span style="float: right;">1b X</span>		
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? <span style="float: right;">1c X</span>		
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? <span style="float: right;">2b N/A</span>	<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) <span style="float: right;">2b N/A</span>		
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_____ <span style="float: right;">3b N/A</span>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;">3b N/A</span>	<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) <span style="float: right;">4a X</span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4b X</span>		
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? <span style="float: right;">4b X</span>		

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		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? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

**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	2,496	
-----				
-----				
-----				
-----				
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 performance of services		

Total number of others receiving over \$50,000 for professional services

<b>Part IX-A      Summary of Direct Charitable Activities</b>	
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	
<b>1</b>	<b>Expenses</b>
1. NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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		
3	All other program-related investments See instructions	
3	NONE	
<b>Total</b> 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	144,299
b	Average of monthly cash balances	1b	5,910
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	150,209
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	150,209
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,253
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	147,956
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	7,398

**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	7,398
2a	Tax on investment income for 2012 from Part VI, line 5	2a	94
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	94
3	Distributable amount before adjustments Subtract line 2c from line 1	3	7,304
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,304
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	7,304

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	5,386
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	5,386
b	Cash distribution test (attach the required schedule)	5	
4	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	5,386
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,304
2 Undistributed income, if any, as of the end of 2012			5,104	
a Enter amount for 2011 only				
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 ► \$ 5,386			5,104	
a Applied to 2011, but not more than line 2a				
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				282
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.	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				7,022
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	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2012	(b) 2011	(c) 2010	(d) 2009
b	85% of line 2a				(e) Total
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				0
a	"Assets" alternative test—enter				0
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				0
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	4,762
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	3,920	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	2,735	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b> a					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		6,655	0
<b>13 Total Add line 12, columns (b), (d), and (e)</b>			13		6,655

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



## THE FRANK J POLEY MEMORIAL FUND

25-6852214 Page 1 of 1

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

ST LUKE'S UNITED CHURCH OF CHRIST

**Street**

200 WEST MAIN STREET

City TRAPPE	State PA	Zip Code 19426	Foreign Country
----------------	-------------	-------------------	-----------------

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

<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 4,762
---------------------------------------------------------------	------------------------

**Name****Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

**Relationship****Foundation Status**

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

**Name****Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

**Relationship****Foundation Status**

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

**Name****Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

**Relationship****Foundation Status**

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

**Name****Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

**Relationship****Foundation Status**

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

**Name****Street**

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

**Relationship****Foundation Status**

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

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

Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Date Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost Other Basis and Expenses		Net Gain or Loss	
											Expense of Sale and Cost of Improvements	54,255	0	Net Gain or Loss
1 X	ARTISAN INTERNATIONAL FU	04314H204			10/2/2011	-	8/8/2012	1,191	-	1,057	-	-	0	134
2 X	ARTISAN INTERNATIONAL FU	04314H204			10/2/2011	-	8/8/2012	163	-	142	-	-	0	21
3 X	CREDIT SUISSE COMM RLS	256206305			10/2/2011	-	8/8/2012	296	-	210	-	-	0	4
4 X	DODGE & COX INT'L STOCK F	256206103			10/2/2011	-	8/8/2012	1,039	-	1,034	-	-	0	5
5 X	DODGE & COX INT'L STOCK F	256206103			10/2/2011	-	1/1/19/2012	327	-	313	-	-	0	14
6 X	DODGE & COX INCOME FD CO	256210105			9/22/2008	-	2/1/19/2012	4,812	-	4,307	-	-	0	565
7 X	DODGE & COX INCOME FD CO	256210105			5/10/2012	-	1/1/19/2012	1,758	-	1,727	-	-	0	31
8 X	DODGE & COX INCOME FD CO	256210105			8/10/2012	-	1/1/19/2012	2,944	-	2,914	-	-	0	30
9 X	DODGE & COX INCOME FD CO	256210105			11/19/2012	-	11/19/2012	2,232	-	1,919	-	-	0	313
10 X	J.P MORGAN MID CAP VALUE	339128100			10/2/2011	-	5/8/2012	472	-	420	-	-	0	52
11 X	J.P MORGAN MID CAP VALUE	339128100			10/2/2011	-	8/8/2012	216	-	187	-	-	0	29
12 X	GOULDMAN SACHS GRTH OFP	38142Y401			10/2/2011	-	4/10/2012	3,816	-	3,520	-	-	0	296
13 X	HARBOR CAPITAL APROCH	411151504			10/2/2011	-	2/10/2012	205	-	188	-	-	0	17
14 X	HUSSMANN STRATEGIC GROW	448108100			10/2/2011	-	8/8/2012	2,604	-	2,953	-	-	0	349
15 X	ISHARE'S & P 500 INDEX FU	464287200			10/2/2011	-	2/10/2012	209	-	238	-	-	0	21
16 X	ISHARE'S S & P 500 INDEX FU	464287200			10/2/2011	-	5/8/2012	2,041	-	1,851	-	-	0	180
17 X	KEELEY SMALL CAP VAL FD Q	487300808			10/2/2011	-	5/10/2012	232	-	207	-	-	0	25
18 X	KEELEY SMALL CAP VAL FD Q	487300808			5/10/2012	-	8/8/2012	181	-	177	-	-	0	4
19 X	KEELEY SMALL CAP VAL FD Q	487300808			5/10/2012	-	11/19/2012	55	-	51	-	-	0	4
20 X	KEELEY SMALL CAP VAL FD Q	487300808			10/2/2011	-	11/19/2012	107	-	91	-	-	0	16
21 X	LAUDS MONDRIAN INT'L FU	518593655			10/2/2011	-	8/8/2012	1,294	-	1,189	-	-	0	84
22 X	MFS VALUE FUND-CLASS 181	552933694			5/10/2012	-	8/8/2012	275	-	287	-	-	0	8
23 X	MAINSTAY EP US EQUITY INS	560631302			10/2/2011	-	2/10/2012	2,083	-	2,019	-	-	0	60
24 X	MAINSTAY EP US EQUITY INS	560631302			10/2/2011	-	8/8/2012	2,243	-	2,119	-	-	0	127
25 X	MERGER FD SH BEN INT 260	568509108			10/2/2011	-	8/8/2012	572	-	571	-	-	0	1
26 X	OPPENHEIMER FD CAP VAL FD	8/10/2011			8/10/2012	-	11/19/2012	198	-	194	-	-	0	4
27 X	PIMCO TOTAL RET FD-INST 3	639390700			10/2/2011	-	2/11/2012	412	-	409	-	-	0	9
28 X	PIMCO TOTAL RET FD-INST 3	639390700			9/22/2008	-	2/10/2012	4,576	-	4,300	-	-	0	276
29 X	PIMCO FOREIGN BD USD	639390882			2/14/2012	-	8/8/2012	297	-	287	-	-	0	10
30 X	PIMCO FOREIGN BD USD	639390882			2/23/2007	-	8/8/2012	1,316	-	1,259	-	-	0	107
31 X	PIMCO FOREIGN BD USD	653390882			10/2/2011	-	11/19/2012	148	-	138	-	-	0	10
32 X	PIMCO FOREIGN SEIX HY BD-1	7562281645			2/14/2012	-	8/8/2012	217	-	213	-	-	0	10
33 X	RIDGEWORTH SEIX HY BD-1	7562281645			10/2/2011	-	8/8/2012	29	-	28	-	-	0	4
34 X	RIDGEWORTH SEIX HY BD-1	7562281645			10/2/2011	-	11/19/2012	1,094	-	761	-	-	0	43
35 X	VANGUARD RET VIPER	9222908553			10/2/2011	-	5/8/2012	186	-	164	-	-	0	32
36 X	VANGUARD RET VIPER	9222908553			10/2/2011	-	8/8/2012	12	-	10	-	-	0	23
37 X	TCW RICE SHORT TERM	77957P105			2/14/2012	-	5/9/2012	3,594	-	3,956	-	-	0	8
38 X	TCW RICE SHORT TERM	77957P105			2/14/2012	-	8/8/2012	5,359	-	5,358	-	-	0	11
39 X	TCW RICE SHORT TERM	77957P105			2/14/2012	-	11/19/2012	1,450	-	1,427	-	-	0	3
40 X	TCW RICE SHORT TERM	77957P105			10/2/2011	-	11/19/2012	1,147	-	1,132	-	-	0	4
41 X	SPDR DJ ULLSHR INTERN	78463X863			10/2/2011	-	8/8/2012	368	-	347	-	-	0	41
42 X	SPDR DJ ULLSHR INTERN	78463X863			10/2/2011	-	11/19/2012	241	-	208	-	-	0	33
43 X	TCW SMALL CAP GROWTH FU	87234N849			10/2/2011	-	2/10/2012	206	-	186	-	-	0	20
44 X	TCW SMALL CAP GROWTH FU	87234N849			5/10/2012	-	11/19/2012	291	-	311	-	-	0	20
45 X	TCW SMALL CAP GROWTH FU	87234N849			8/10/2012	-	11/19/2012	75	-	79	-	-	0	44
46 X	TCW SMALL CAP GROWTH FU	87234N849			10/2/2011	-	11/19/2012	1,347	-	1,402	-	-	0	55
47 X	TCW SMALL CAP GROWTH FU	87234N849			10/2/2011	-	12/19/2012	1,964	-	1,949	-	-	0	15
48 X	VANGUARD MSCI EMERGING	9229062868			10/2/2011	-	2/10/2012	345	-	316	-	-	0	29
49 X	VANGUARD RETT VIPER	922906553			10/2/2011	-	2/10/2012	558	-	494	-	-	0	64

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

		99	39	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	39	39		
2	PY EXCISE TAXES PAID	16			
3	ESTIMATED EXCISE TAXES PAID	44			

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

			135,096	135,316	145,676
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	ARTISAN INTERNATIONAL FUND 661		0	5,851	7,077
2	DODGE & COX INCOME FD COM 147		0	6,328	7,290
3	HARBOR CAPITAL APRITION-INST 2012		0	8,084	9,132
4	MERGER FD SH BEN INT 260		0	2,246	2,241
5	PIMCO TOTAL RET FD-INST 35		0	21,940	22,320
6	PIMCO FOREIGN BD FD USD H-INST 103		0	2,991	3,130
7	PROUTY FUND 1000 1000		0	1,166	1,174
8	ROWE PRICE SHORT TERM BD FD 55		0	4,195	4,128
9	ARTISAN MID CAP FUND-INSTL 1333		0	3,704	3,812
10	SHARES RUSSELL 2000 GROWTH		0	4,789	5,296
11	SHARES S & P 500 INDEX FUND		0	3,469	3,264
12	LAUDUS MONDRIAN INTL F-INST 2940		0	7,042	7,640
13	DREYFUS EMG MKT DEBT LOC C-I 6083		0	2,240	2,296
14	DRIEHHAUS ACTIVE INCOME FUND		0	2,932	3,514
15	JP MORGAN MID CAP VALUE-I 758		0	3,344	2,874
16	HUSSMAN STRATEGIC GROWTH FUND 61		0	4,266	5,132
17	VANGUARD REIT VIPER		0	4,334	4,854
18	VANGUARD EMERGING MARKETS ETF		0	4,073	4,654
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	4,476	5,334
20	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,560	3,873
21	DIAMOND HILL LONG-SHORT FD CL I 11		0	6,946	7,516
22	RIDGEWORTH SEIX HY BD-I 5855		0	3,744	3,703
23	GATEWAY FUND - Y 1986		0	7,692	7,295
24	CREDIT SUISSE COMM RT ST CO 2156		0	3,226	4,036
25	KEELEY SMALL CAP VAL FD CL I 2251		0	6,420	7,112
26	DODGE & COX INTL STOCK FD 1048		0	6,258	6,979
27	MFS VALUE FUND-CLASS I 893		0		

**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	143
2	COST BASIS ADJUSTMENT	2	56
3	Total	3	199

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	486
2	PY RETURN OF CAPITAL ADJUSTMENT	2	19
3	Total	3	505

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

Long Term CG Distributions		Amount		5.6.64		5.4.256		2.208		0		0		0			
Short Term CG Distributions		0		Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Adjusted Basis as of 12/31/69	
1	JARTSIAN INTERNATIONAL FUND	661	04314H204	10/2/2011	11/19/2012	163	1.191	10/2/2011	11/19/2012	163	134	142	21	142	21	0	0
2	JARTSIAN INTERNATIONAL FUND	661	04314H204	10/2/2011	11/19/2012	266	1.191	10/2/2011	11/19/2012	266	134	270	21	270	21	0	0
3	CREDIT SUISSE COMMUTER CO	25682546R305	—	—	—	102/10/1	9/8/2012	102/10/1	9/8/2012	1039	0	0	0	0	0	0	0
4	DODGE & COX INT'L STOCK FD	1948	256206103	—	—	102/10/1	11/19/2012	102/10/1	11/19/2012	327	5	0	0	0	0	0	0
5	DODGE & COX INT'L STOCK FD	1948	256206103	—	—	9/22/2008	11/19/2012	9/22/2008	11/19/2012	4,872	565	4,307	14	4,307	14	0	0
6	DODGE & COX INCOME FD	147	25620105	—	—	5/10/2012	11/19/2012	5/10/2012	11/19/2012	1,758	565	565	0	565	0	0	0
7	DODGE & COX INCOME FD	147	25620105	—	—	8/10/2012	11/19/2012	8/10/2012	11/19/2012	2,944	31	2,727	0	2,727	0	0	0
8	DODGE & COX INCOME FD	147	25620105	—	—	9/22/2008	11/19/2012	9/22/2008	11/19/2012	2,992	31	2,814	30	2,814	30	0	0
9	DODGE & COX INCOME FD	147	25620105	—	—	10/2/2011	9/8/2012	10/2/2011	9/8/2012	3,121	31	2,975	31	2,975	31	0	0
10	MORGAN MID CAP VALUE	758	339128100	—	—	10/2/2011	9/8/2012	10/2/2011	9/8/2012	3,121	31	3,120	29	3,120	29	0	0
11	J.P. MORGAN MID CAP VALUE	758	339128100	—	—	4/10/2011	4/10/2012	4/10/2011	4/10/2012	3,816	29	3,520	29	3,520	29	0	0
12	GOLDMAN SACHS GRTH OPT FD	113	381471201	—	—	10/2/2011	2/10/2012	10/2/2011	2/10/2012	1,201	29	188	17	188	17	0	0
13	HARBOR CAPITAL APRTN INST	201	411511504	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	1,081	17	953	17	953	17	0	0
14	HUSSMAN STRATEGIC GROWTH FUND	—	448108100	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	2,804	349	2,604	349	2,604	349	0	0
15	SHARES S&P 500 INDEX FUND	—	164297700	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	2,659	31	2,446	31	2,446	31	0	0
16	SHARES S & P 500 INDEX FUND	—	464257200	—	—	10/2/2011	9/8/2012	10/2/2011	9/8/2012	2,041	31	1,961	30	1,961	30	0	0
17	KEELEY SMALL CAP VAL FD	2251	487300808	—	—	5/10/2012	8/8/2012	5/10/2012	8/8/2012	232	25	207	25	207	25	0	0
18	KEELEY SMALL CAP VAL FD	2251	487300808	—	—	5/10/2012	8/8/2012	5/10/2012	8/8/2012	181	25	177	24	177	24	0	0
19	KEELEY SMALL CAP VAL FD	2251	487300808	—	—	5/10/2012	8/8/2012	5/10/2012	8/8/2012	55	4	51	4	51	4	0	0
20	KEELEY SMALL CAP VAL FD	2251	487300808	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	107	4	91	16	91	16	0	0
21	LAUDUS MONGOLIAN INT'L FUND	25401610560555	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	1,24	64	1,486	64	1,486	64	0	0	
22	WFS VALUE FUND CLASS	893	566153993994	—	—	5/10/2012	8/8/2012	5/10/2012	8/8/2012	175	64	175	64	175	64	0	0
23	MAINSTAY EP US EQUITY-INS	204	566153993994	—	—	10/2/2011	2/10/2012	10/2/2011	2/10/2012	2,083	64	2,019	64	2,019	64	0	0
24	MAINSTAY EP US EQUITY-INS	204	566153993994	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	2,243	127	2,116	127	2,116	127	0	0
25	MERGER FUND SH BEN INT	260	588509108	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	572	1	571	1	571	1	0	0
26	OPENHEIMER DEVELOPING MKT Y	7	683974405	—	—	8/10/2012	11/19/2012	8/10/2012	11/19/2012	198	4	194	4	194	4	0	0
27	DUNCOP TOTAL RET FD	201	693130700	—	—	11/1/2011	2/10/2012	11/1/2011	2/10/2012	412	4	403	9	403	9	0	0
28	DUNCOP TOTAL RET FD	201	693130700	—	—	9/22/2009	2/10/2012	9/22/2009	2/10/2012	4,770	9	4,300	276	4,300	276	0	0
29	PIMCO FOREIGN BD USD-H INST	10	693308082	—	—	8/10/2012	5/8/2012	8/10/2012	5/8/2012	287	10	287	10	287	10	0	0
30	PIMCO FOREIGN BD USD-H INST	10	693308082	—	—	2/13/2007	8/8/2012	2/13/2007	8/8/2012	1,316	107	138	107	138	107	0	0
31	PIMCO FOREIGN BD USD-H INST	10	693308082	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	148	11	213	10	213	10	0	0
32	RIDGE NORTH SIXTH BD	158555	766201645	—	—	2/14/2012	8/8/2012	2/14/2012	8/8/2012	217	4	208	4	208	4	0	0
33	RIDGE NORTH SEXY BD	158555	766201645	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	29	1	761	1	761	1	0	0
34	RIDGE NORTH SEXY BD	158555	766201645	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	103	43	69	43	69	43	0	0
35	VANGUARD RETI VPER	—	9229098553	—	—	10/2/2011	5/8/2012	10/2/2011	5/8/2012	196	32	164	32	164	32	0	0
36	VANGUARD RETI VPER	—	9229098553	—	—	2/14/2012	5/8/2012	2/14/2012	5/8/2012	132	23	109	23	109	23	0	0
37	1 ROWE PRICE SHORT TERM BD	5075975P105	—	—	2/14/2012	5/8/2012	2/14/2012	5/8/2012	3,594	8	3,586	8	3,586	8	0	0	
38	1 ROWE PRICE SHORT TERM BD	5075975P105	—	—	2/14/2012	8/8/2012	2/14/2012	8/8/2012	5,369	11	4,477	10	4,477	10	0	0	
39	1 ROWE PRICE SHORT TERM BD	5075975P105	—	—	2/14/2012	11/19/2012	2/14/2012	11/19/2012	1,450	4	660	4	660	4	0	0	
40	1 ROWE PRICE SHORT TERM BD	5075975P105	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	664	4	347	4	347	4	0	0	
41	SDR DOWLSHIRE INTERNATIONAL R	168326X085	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	308	41	308	33	308	33	0	0	
42	SDR DOWLSHIRE INTERNATIONAL R	168326X085	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	241	33	186	20	186	20	0	0	
43	TCW SMALL CAP GROWTH FUND	47234N849	—	—	10/2/2011	8/8/2012	10/2/2011	8/8/2012	3,111	20	3,111	20	3,111	20	0	0	
44	TCW SMALL CAP GROWTH FUND	47234N849	—	—	5/10/2012	11/19/2012	5/10/2012	11/19/2012	75	4	75	4	75	4	0	0	
45	TCW SMALL CAP GROWTH FUND	47234N849	—	—	8/10/2012	11/19/2012	8/10/2012	11/19/2012	1,402	5	1,402	5	1,402	5	0	0	
46	TCW SMALL CAP GROWTH FUND	47234N849	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	1,347	15	1,349	15	1,349	15	0	0	
47	TCW SMALL CAP GROWTH FUND	47234N849	—	—	10/2/2011	11/19/2012	10/2/2011	11/19/2012	1,364	15	1,364	15	1,364	15	0	0	
48	VANGUARD MSCI EMERGING MARKETS	9229098553	—	—	10/2/2011	2/10/2012	10/2/2011	2/10/2012	316	29	295	29	295	29	0	0	
49	VANGUARD RETI VPER	—	9229098553	—	—	10/2/2011	2/10/2012	10/2/2011	2/10/2012	558	0	494	0	494	0	0	0

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

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	44
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
<b>7 Total</b>	<b>7</b>	<b>44</b>

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	5,104
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	5,104