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POSTMARK DATE MAY 0 3 2013

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

₹	Fo	r cal	endar year 2012 or tax year beginning	, and ending					
	Na	me of	foundation			A E	mployer identification nu	ımber	
¥	MΑ	RY I	NORWOOD PIPKIN]	25-6861	824	
	Nu	mber	and street (or P O box number if mail is not delivered to street ac	idress)	Room/suite	В 1	elephone number (see ins		
	We	lls F	argo Bank N.A. 101N Indepndence Mall E MACY1	372-062		ļ	(888) 730-4933		
			own, state, and ZIP code			C If	C If exemption application is pending, check here ▶		
	Phi	lade	lphia	PA 19106-2112			<u></u>		
,	G	Che	ck all that apply Initial return Initial	al return of a former	oublic charity	D 1	Foreign organizations, chi	eck here	
•			☐ Final return ☐ Ame	ended return		,	Foreign organizations me	eting the 85% test	
			Address change Nan	ne change		_	check here and attach cor		
	H	Che	ck type of organization X Section 501(c)(3) exe	mpt private foundation	on	<u>۔</u> ۔			
		Sec	ction 4947(a)(1) nonexempt charitable trust 🔲 (Other taxable private foundation			private foundation status winder section 507(b)(1)(A), o		
	Ŧ	Fair	market value of all assets at end J Accounting	method X Cash	n Accrual	{	the foundation is in a 60-m		
			ear (from Part II, col (c),	pecify)			nder section 507(b)(1)(B), o		
		line	16) ▶ \$ 416,556 (Part I, column (d) must be on cash bas	is)	L			
	Pa	rt I	Analysis of Revenue and Expenses (The total of	(a) Revenue and	(h) Not		4-3 4-4 -4 -4 -4	(d) Disbursements	
			amounts in columns (b), (c), and (d) may not necessarily equal		(b) Net investment income		(c) Adjusted net income	for charitable purposes	
			the amounts in column (a) (see instructions))	books				(cash basis only)	
		1	Contributions, gifts, grants etc., received (attach schedule)				* , ,	1	
		2	Check ► X if the foundation is not required to attach Sch B				······		
		3	Interest on savings and temporary cash investments	44.505				* * * * * * * * * * * * * * * * * * * *	
		4	Dividends and interest from securities	11,567	11	,397		1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	
	ĺ		a Gross rents Net rental income or (loss)		1 11 1			<u> </u>	
	Revenue		Net gain or (loss) from sale of assets not on line 10	16,518	V-1.53		RECEIN		
	en		O Gross sales price for all assets on line 6a 147,834		200		,	38	
	ě	7	Capital gain net income (from Part IV, line 2)			,518	NAY 0.7		
	"	8	Net short-term capital gain	1,2,15 34,	1,5, 2 - 5, 4	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	MAI UT		
		9	Income modifications		1 61 9	4, 1			
		10 a	Gross sales less returns and allowances				OGDEN	, U1	
		t	Less Cost of goods sold						
		(Gross profit or (loss) (attach schedule)					•	
		11	Other income (attach schedule)						
		12	Total Add lines 1 through 11	28,085	27	,915	0		
	S	13	Compensation of officers, directors, trustees, etc	6,695		,021		1,674	
5	Expenses	14	Other employee salaries and wages						
1	be	15	Pension plans, employee benefits						
	Ä	_	Legal fees (attach schedule)	4 4 4 6					
•	ě		Other professional face (attach schedule)	1,442				1,442	
	ati	17	Other professional fees (attach schedule) Interest						
Ē	str	18	Taxes (attach schedule) (see instructions)	203		108			
•	Ξ	19	Depreciation (attach schedule) and depletion	200		100		·	
1	틝	20	Occupancy				<u> </u>		
	Ā	21	Travel, conferences, and meetings						
Ĉ	P	22	Printing and publications					1	
を見てつつ	9	23	Other expenses (attach schedule)						
D	Operating and Administrative	24	Total operating and administrative expenses.						
	ā		Add lines 13 through 23	8,340	5	,129	0	3,116	
	희	25	Contributions, gifts, grants paid	17,286				17,286	
	2	26	Total expenses and disbursements. Add lines 24 and 25	25,626		,129	0	20,402	
		27	Subtract line 26 from line 12	Tar Sar S		~, *	the state of the s		
			3 Excess of revenue over expenses and disbursements	2,459	,			, 134	
			O Net investment income (if negative, enter -0-)	* * /* /	22	,786	r · · · · · · · · · · · · · · · · · · ·	**	
		(C Adjusted net income (if negative, enter -0-)	1			l ol	- 4	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Form 990-PF (2012) MARY NORWOOD PIPKIN

Рa	rt II	lance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	of year					
<u> </u>		should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value					
	1	Cash—non-interest-bearing	1,671	794	794					
	2	Savings and temporary cash investments	9,701	12,650	12,650					
	3	Accounts receivable								
		Less allowance for doubtful accounts								
	4	Pledges receivable	,							
		Less allowance for doubtful accounts								
	5	Grants receivable								
	6	Receivables due from officers, directors, trustees, and other								
		disqualified persons (attach schedule) (see instructions)								
	7	Other notes and loans receivable (attach schedule)								
		Less allowance for doubtful accounts								
Ś	8	Inventories for sale or use								
se	9	Prepaid expenses and deferred charges								
Assets	10 a	Investments—U.S. and state government obligations (attach schedule)								
	ı	Investments—corporate stock (attach schedule)								
	ì	Investments—corporate bonds (attach schedule)								
	11	Investments—land, buildings, and equipment basis	. ,							
		Less accumulated depreciation (attach schedule)								
	12	Investments—mortgage loans								
	13	Investments—other (attach schedule)	380,882	380,388	403,112					
	14	Land, buildings, and equipment basis ▶	:	4 - 4 -	100,112					
		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)	392,254	393,832	416,556					
	17	Accounts payable and accrued expenses	002,201	000,002	+10,000					
	18	Grants payable								
Liabilities	19	Deferred revenue			•					
≝	20 Loans from officers, directors, trustees, and other disqualified persons									
ä	21	Mortgages and other notes payable (attach schedule)		· · · · · · · · · · · · · · · · · · ·						
Ë	22	One and the order of the second of the secon								
	23	Total liabilities (add lines 17 through 22)	0							
		. 🗖								
Ś		Foundations that follow SFAS 117, check here	1							
õ	l	and complete lines 24 through 26 and lines 30 and 31.								
Balances	24	Unrestricted			'					
Ва	25	Temporarily restricted								
ਹ	26	Permanently restricted			ļ					
Fun		Foundations that do not follow SFAS 117, check here								
Ē	ا	and complete lines 27 through 31.			* 1					
0	27	Capital stock, trust principal, or current funds	392,254	393,832	!					
ë	28	Paid-in or capital surplus, or land, bldg, and equipment fund								
881	29	Retained earnings, accumulated income, endowment, or other funds			, , ,					
Ť	30	Total net assets or fund balances (see instructions)	392,254	393,832						
Net Assets or	31	Total liabilities and net assets/fund balances (see	[
	-	instructions)	392,254	393,832						
	t 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)								
2		amount from Part I, line 27a		2	2,459					
3	Othe	r increases not included in line 2 (itemize) Cost Basis Adjustment	t	3	585					
4		ines 1, 2, and 3		4	395,298					
5		eases not included in line 2 (itemize) ► See Attached Statement		5	1,466					
6	6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30									

25-6861824

Page 2

the Part VI instructions

Form 990-PF (2012) MARY NO	RWOOD PIPKIN					25-	6861824	Page 3
Part IV Capital Gains and	Losses for Tax on Inves	stmen	it Incor	ne				
	kind(s) of property sold (e.g., real esta e, or common stock, 200 shs MLC Co			(b) How acquired P—Purchase	٠,	Date acquired no , day, yr)	(d) Date (mo , da	
1a See Attached Statement	<u> </u>	<u> </u>		D—Donation			- ,	
b See Attached Statement								
c See Attached Statement				· · · · · · · · · · · · · · · · · · ·				
d See Attached Statement				-				
e See Attached Statement								····
(e) Gross sales pnce	(f) Depreciation allowed (or allowable)			r other basis			or (loss) minus (g)	
a			 			·· - ·· - · · · · · · · · · · · · · · ·		, 0
b								0
С					-			0
d								Ò
е								Ò
Complete only for assets show	ng gain in column (h) and owned	by the	foundation	on on 12/31/69	İ	(I) Gains (Col	(h) gain minu	s
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69			ss of col (i) (j), if any		col (k), but not Losses (fr	less than -0-) om col (h))	or
a								0
b							,	0
С								0
d								0
е					<u></u> ,			0
2 Capital gain net income or (net capital loss) { If (loss),	enter -	0- in Pa		2			16,518
3 Net short-term capital gain of If gain, also enter in Part I, I in Part I, line 8	or (loss) as defined in sections ine 8, column (c) (see instruct				3			0
Part V Qualification Und	er Section 4940(e) for Re	duced	d Tax o	n Net Investm	ent li	ncome		· · · · · · ·
(For optional use by domestic p								
If section 4940(d)(2) applies, lea	•			o(a) tax on not ii		nom moomo ,		
Was the foundation liable for the					the b	ase period?	Yes 🖸	< No
If "Yes," the foundation does no								
	unt in each column for each y	ear, se	ee the in	structions before	makı	ng any entries		
(a) Base period years	(b)			(c)		Dist	(d) ribution ratio	
Calendar year (or tax year beginning in	Adjusted qualifying distribution	ns	Net value	of noncharitable-use a	essets		divided by col	(c))
2011		408			5,891			051352
2010		,484			2,538			047088
2009		,040			7,581			060533
2008		,203			3,748			057116
2007	21	,896		500	0,610	· r · ·		043739
2 Total of line 1, column (d)						2	(259828
3 Average distribution ratio fo the number of years the four	r the 5-year base period—div ndation has been in existence				/	3	(051966
4 Enter the net value of noncl	nantable-use assets for 2012	from P	Part X. Iır	ne 5		4		405,537
5 Multiply line 4 by line 3					5		21,074	
6 Enter 1% of net investment	income (1% of Part I, line 27t	0)				6		228
7 Add lines 5 and 6				•		7		21,302
8 Enter qualifying distribution If line 8 is equal to or greate	s from Part XII, line 4 er than line 7, check the box ir	n Part '	VI, line 1	b, and complete	that s	8 part using a 19	% tax rate	20,402 See

1 a Exempt operating foundations described in section 4940(a), 4940(b), 4940(b), 07 4948—see instructions) 1 a Exempt operating foundations described in section 4940(a); check here ▶ and enter "NA" on line 1 Date of ruling or determination letter (state hosp of letter if necessary—see instructions) 1 Domestic foundations that meet the section 4940(a); requirements in Part V, check here ▶ and letter 1 and 12 and enter 1 who 19 and	Form	990-PF (2012)	MARY NORWOOD PIPKIN			25-686	1824	Pa	ige 4
Date of ruling or determination letter b Domestic foundations that meet the section 4940(a) requirements in Part V, check here □ and enter 1% of Part I, line 27b C All other domestic foundations and enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, cot (b) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 5 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 5 if zero or less, enter -0- 6 C credits/Payments a 2012 estimated tax payments and 2011 overpayment credited to 2012 6 Eal 1331 6 Exempt foreign organizations—wax withheld at source 7 Total credits and payments Add lines 8 at invoying 6d 8 Enter any penalty for underpayment of estimated tax Check here □ if Form 2220 is attached 1 Tax total. If the total of lines 5 and 8 is more than line 7, enter amount owerd 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owerpaid 11 Enter the amount of line 10 to be Credited to 2013 estimated tax 10 Overpayment. If hine 7 is more than tine 10 influence any national, state, or local legislation or did it participate or inference in any political campaign? 10 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 11 Interest the amount of line 10 to be Credited to 2013 estimated tax 12 Did the foundation file Form 1120-PCL for the year? 13 Expendition of the definitio	Par	rt VI	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e)	, or 4948	—se	e instruc	tions	5)	
here	1 a	Exempt opera	g or determination letter(attach copy of letter if necessary—see instruct				_, ;	456	,
of Part I, Ine 12, cot (b) 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Tax based with application for extension of time to file (Form 888) 6 C Condits/Payments 6 D		here ▶ 🗌	and enter 1% of Part I, line 27b			24 Av 3 3	, ,	700	-
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2 4 455 A Add lines 1 and 2 3 455 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 5 Credits/Payments a 2012 estimated tax payments and 2011 overpayment credited to 2012 6	С				ــــــــــــــــــــــــــــــــــــــ			` - <u>-</u> -	
3 456 Subtille 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- 5 Credits/Payments a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations—tax withheld at source c Tax para with application for extension of time to file (Form 8868) d Backup with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld Total credits and payments Add lines 5 and 8 is more than the total of lines 5 and	2			-1	2			o	
Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0- 5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 6 Credis/Pyments a 2012 estimated tax payments and 2011 overpayment credited to 2012 6 B	_					 			
5 Tax based on investment income. Subtract line 4 from line 3 if zero or less, enter -0- 6 Credits/Payments a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations—tax withheld at source c Tax pard with application for extension of time to file (Form 8858) d Backup with application for extension of time to file (Form 8858) 7 Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here)-)	_				
6 Credits/Payments a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations—(ax withheld at source C Tax paid with application for extension of time to file (Form 8688) d Backup withholding erroneously withheld T Total credits and payments. Add lines 6 at through 6d 8 Enter any penalty for underpayment of estimated tax. Check here				,	5			456	
a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations—lax withheld at source c Tax paid with application for extension of time to file (Form 888) d Backup withholding erroneously withheld 7 Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax Check here delta from 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 line 7 enter amount owed 11 Enter the amount of line 10 to be Credited to 2013 estimated tax 12 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? 12 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? 13 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? 13 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? 14 During the participate or intervene in any political extendition of the activities or instructions for the definition? 15 If the answer is "Yes" to 1 ar or 1b, either a detailed description of the activities and copies of any materials published or distributed by the foundation or connection with the activities 15 C Did the foundation № \$ (2) On foundation managers \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	_								
c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld d Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax Check here	а	•	1 _ 1	133		'	,		i.
d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here	b	Exempt foreign	gn organizations—tax withheld at source 6b	l]				
Total credits and payments. Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here	С	Tax paid with	n application for extension of time to file (Form 8868)		1		,		
8 Enter any penalty for underpayment of estimated tax. Check here	d	Backup withh	holding erroneously withheld 6d				·	,	
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 of verpaid 11 Enter the amount of line 10 to be Credited to 2013 setimated tax 12 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? 13 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? 14 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? 15 Dud it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 16 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 and copies of any materials published or distributed by the foundation moneometion with the activities and copies of any materials published or distributed by the foundation with the activities and copies of any materials published or distributed by the foundation distributed by the foundation during the year? 15 Dud the foundation Part of the activities and copies of any materials published or distributed by the foundation during the year for political expenditure tax imposed on foundation managers \$\bigsilon \bigsilon \bi	7	Total credits			_	<u> </u>		133	
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 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 2 purposes (see linstructions for the definition)? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see linstructions for the definition)? 1 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 2 Did the foundation fle Form 1120-POL for this year? 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ►\$ (2) On foundation managers ▶ \$ 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 1 if "Yes," attach a detailed description of the activities 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X 4 Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4 Did the foundation than unrelated business gross income of \$1,000 or more during the year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Art the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By statle legislation that effectively amends the governing instrument? 5 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By statl	8			_		 			
The Enter the amount of line 10 to be Credited to 2013 estimated tax Part VII-A Statements Regarding Activities			•			 			ļ
Part VILA 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? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities and copies of any materials published or distributed by the foundation in connection with the activities C Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶\$				• • • • • • • • • • • • • • • • • • •		+		<u> </u>	
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities and copies of any materials published or distributed by the foundation in connection with the activities c Did the foundation file Form 1120-PDL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ (2) On foundation managers ▶ \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? if "Yes," attach a detailed description of the activities 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? if "Yes," attach a conformed copy of the changes 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4 b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Vas there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X 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 shate legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instru				runaea 🚩	111	<u> </u>		0	L.,
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								X	
or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes,"									
		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	·						9	<u> </u>	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X	10						10		x

Form	990-PF (2012) MARY NORWOOD PIPKIN	1824	_ P	age 5
Par	t 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		х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Χ	
	Website address ► N/A			
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-493	33		
	Located at ► 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			<u></u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		Þ	▶
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of	,	3	د ماست دین که
Do	the foreign country			L
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			r- <i>:-</i>
	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)	-	<u>`</u> ,	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No		- ,-	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			-,
	a disqualified person?			}
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			į
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		,	
	(5) Transfer any income or assets to a disqualified person (or make any of either available	-	٠_٠	- 、 ;
	for the benefit or use of a disqualified person)?	ا ، ز	í	
	(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)			. '
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations		****	ida 4
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		_ X
_	Organizations relying on a current notice regarding disaster assistance check here	, ,	;	
С	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	ī.,	χ.
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))	,		
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d	1	. ,	_
	and 6e, Part XIII) for tax year(s) beginning before 2012?	, 1	, , -	-
	If "Yes," list the years 20, 20, 20	,	÷,	
þ	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)		` <u>.</u> .	,
	to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
_	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 X 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)	, \	NI/A	٠ -
10	Did the foundation invest during the year any amount in a manner that would jeopardize its chantable purposes?	3b	N/A	X
4a b	Did the foundation invest during the year any amount in a manner that would jeopardize its chantable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its chantable	4a		 ^-
U	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	:: 4b		X
	, ,,,,,,,,	!		

Forn	990-PF (2012) MARY NORWOOD PIPKIN							2 <u>5-686</u>	1824	_ Page 6
Pa	t VII-B Statements Regarding Activit	ies f	or Which Forn	า 47	20 May Be Ro	equired (continued)			
5a	During the year did the foundation pay or incur ar								* <u>t</u>	. 4 1 - 1 7 1
	(1) Carry on propaganda, or otherwise attempt	to infl	uence legislation (sect	ion 4945(e))?		Yes	X No		
	(2) Influence the outcome of any specific public	elect	ion (see section 49	955)	, or to carry		_	_		1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
	on, directly or indirectly, any voter registration	on driv	/e [?]				Yes	X No	Γ,	
	(3) Provide a grant to an individual for travel, st	udv. c	or other similar pur	pose	es?		Yes	X No		124 4
	(4) Provide a grant to an organization other tha	•	•	-			لسما		'	l. 1 . 1
	in section 509(a)(1), (2), or (3), or section 4						Yes	X No		
	(5) Provide for any purpose other than religious	, chai	ritable, scientific, lit	terai	y, or					
	educational purposes, or for the prevention						Yes	X No		· 'i
b	If any answer is "Yes" to 5a(1)–(5), did any of the	trans	actions fail to qual	ıfy u	nder the exceptio	ns describe	ed in		12.2	
	Regulations section 53 4945 or in a current notice								5b	N/A
	Organizations relying on a current notice regardin	g disa	ister assistance ch	ieck	here		•		4	15 \$ 15
С	If the answer is "Yes" to question 5a(4), does the	found	ation claim exemp	tion	from the		_		1	-6
	tax because it maintained expenditure responsibi	ity for	the grant?		N/A		Yes	No	1	1 21.7
	If "Yes," attach the statement required by Regula	ions s	section 53 4945–5 ₍	(d)).	
6a	Did the foundation, during the year, receive any f	ınds,	directly or indirectl	y, to	pay] .	· ;
	premiums on a personal benefit contract?						Yes	X No		
b	Did the foundation, during the year, pay premium	s, dıre	ctly or indirectly, o	n a	personal benefit o	ontract?			6b	X
	If "Yes" to 6b, file Form 8870									
	At any time during the tax year, was the foundation						Yes	X No		
	If "Yes," did the foundation receive any proceeds								7b	N/A
Р	rt VIII Information About Officers	, Dir	ectors, Truste	es,	Foundation	Manage	rs, Highly	Paid Em	iploy	ees,
_	and Contractors				 					
	List all officers, directors, trustees, found		Title, and average		C) Compensation		nstructions ontributions to	·		
	(a) Name and address	1 ' '	hours per week		f not paid, enter	employe	ee benefit plans	5 ``		se account, llowances
10/-	- Form Book N.A.		evoted to position stee		-0-)	and defer	red compensat	ion	onici ai	
	s Fargo Bank, N A N Indepndence Mall E MACY1372-062 Phila		4 00		6,695					
10	Villdepitderice Wall E WACT 1072-002 Fillio	\dagger	- 400		0,000		· · · · · · · · · · · · · · · · · · ·			
		1								
								i		
2	Compensation of five highest-paid emploenter "NONE."	yees	(other than the	ose	included on lir	ne 1—see	instruction	ns). If no	ne,	
			(b) Title, and avera	age			Contributions t		Evan	
(a	Name and address of each employee paid more than \$5	000,0	hours per week		(c) Compensation		mployee benefi ins and deferre			ise account, llowances
			devoted to position	on			compensation			
ЙĊ	<u> </u>									
						_				
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_		_								
			<u></u>			l				
То	al number of other employees paid over \$50	,000					•	•		0
								F	orm 9 9	90-PF (2012)

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Part VIII Information About Officers, Directors, Trustees, Founda	ition Managers, Highly Paid	Employees,
and Contractors (continued)		
3 Five highest-paid independent contractors for professional services (see instruct		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical the number of organizations and other beneficianes served, conferences convened, research papers produced.		Expenses
1 NONE		
2		
3		
4		
•		
Part IX-B Summary of Program-Related Investments (see instruction	ons)	
Describe the two largest program-related investments made by the foundation during the tax year on lines		Amount
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3	<u> </u>	0

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Pai	Minimum Investment Return (All domestic foundations must complete this part. Foreign	foundations	1
	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out chantable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	401,945
b	Average of monthly cash balances	1b	9,768
C	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	411,713
е	Reduction claimed for blockage or other factors reported on lines 1a and] [
	1c (attach detailed explanation)	<u> </u>	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	411,713
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see	1 1	
	instructions)	4	6,176
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	405,537
6	Minimum investment return. Enter 5% of line 5	6	20,277
Par			
	foundations and certain foreign organizations check here And do not complete this part)		
1	Minimum investment return from Part X, line 6		20,277
2a	Tax on investment income for 2012 from Part VI, line 5	4	
b	Income tax for 2012 (This does not include the tax from Part VI)	 	
C	Add lines 2a and 2b	2c	456
3	Distributable amount before adjustments Subtract line 2c from line 1	3	19,821
4	Recovenes of amounts treated as qualifying distributions	4	40.004
5	Add lines 3 and 4	5	19,821
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII,	_	40.004
	line 1	7	19,821
Par	t XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 .	1a	20,402
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	_
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	20,402
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,402
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the four qualifies for the section 4940(e) reduction of tax in those years	idation	

Part	VIII Undistributed Income (see instructions)	(a)	(b)	(c)	(d)
1	Distributable amount for 2012 from Part XI,	Corpus	Years prior to 2011	2011	2012
	line 7				19,821
2	Undistributed income, if any, as of the end of 2012	, <' ,			,
а	Enter amount for 2011 only	<u>. *</u>		17,286	
b	Total for prior years 20, 20, 20	4 m 4 m	. <u>-</u>		
3	Excess distributions carryover, if any, to 2012				
а	From 2007				2 14
b	From 2008			,*	
C	From 2009				*, *
d	From 2010				
е	From 2011				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part	` .			,
	XII, line 4 \$ 20,402			47 200	
	Applied to 2011, but not more than line 2a		<u>`</u>	17,286	
D	Applied to undistributed income of prior years	•			, - , , , , , , , , , , , , , , , , , ,
_	(Election required—see instructions)	····			
C	Treated as distributions out of corpus (Election				
4	required—see instructions) Applied to 2012 distributable amount				3,116
	Remaining amount distributed out of corpus				0,110
е 5	Excess distributions carryover applied to 2012		-	:	·
,	(If an amount appears in column (d), the			,	
	same amount must be shown in column (a))				
6	Enter the net total of each column as indicated below:		,		-
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0	•	,	·
	Prior years' undistributed income Subtract				
	line 4b from line 2b		l o		
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)				-1,
	tax has been previously assessed				ď
d	Subtract line 6c from line 6b Taxable				
	amount-see instructions				
е	Undistributed income for 2011 Subtract line	5 4	-		
	4a from line 2a Taxable amount—see				J
	instructions			0	· · · · · · · · · · · · · · · · · · ·
f	Undistributed income for 2012 Subtract		İ		
	lines 4d and 5 from line 1. This amount must	,			
	be distributed in 2013				16,705
7	Amounts treated as distributions out of				Ψ.
	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			. [•
	Excess from 2008				
b]	,
C	Excess from 2010]	
C	Excess from 2011				•
€	Excess from 2012		<u> </u>	L	

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	t XIV Private Operating Foundations (N/A
1 a	If the foundation has received a ruling or determing foundation, and the ruling is effective for 2012, en			•		
	Check box to indicate whether the foundation is a	private operating fo	undation described	d in section	4942(j)(3) oi	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum	Tax year		Prior 3 years		(e) Total
	investment return from Part X for each	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	year listed					0
b	85% of line 2a					0
C	Qualifying distributions from Part XII,					
	line 4 for each year listed					0
d	Amounts included in line 2c not used directly			1		_
_	for active conduct of exempt activities					0
е	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 "Assets" alternative test—enter		1	1		
а	(1) Value of all assets					0
	• •					<u> </u>
	(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		<u> </u>			0
С	"Support" alternative test-enter					
	(1) Total support other than gross					, ,
	investment income (interest, dividends, rents, payments		l			
	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)					
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
Pa	rt XV Supplementary Information (Co	mnlete this par	t only if the fo	undation had \$5	000 or more in	
1 6	assets at any time during the ye				,ooo or more m	
1	Information Regarding Foundation Mana		· · · · · · · · · · · · · · · · · · ·			
а	List any managers of the foundation who have co	_	2% of the total con	ntributions received by	the foundation	
	before the close of any tax year (but only if they h	ave contributed mor	e than \$5,000) (Se	ee section 507(d)(2))		
	NE	, , ,·- ,				
b	List any managers of the foundation who own 10				ortion of the	
	ownership of a partnership or other entity) of which	in the foundation has	s a 10% or greater	interest		
2	NE Information Regarding Contribution, Gra	nt Gift Loan Sc	holarshin etc	Programs:		
_	Check here X if the foundation only make				nes not accept	
	unsolicited requests for funds If the foundation m					
	other conditions, complete items 2a, b, c, and d		•	,		
а	The name, address, and telephone number or e-	mail of the person to	whom applications	s should be addressed	j	
	The form in which applications should be submitt	ed and information a	nd materials they	should include		
	, Silin in milen applications should be sublime					
_	A cu submususa desduses					
C	: Any submission deadlines					•
		 				
C	 Any restrictions or limitations on awards, such as factors 	by geographical are	as, chantable field	s, kinds of institutions,	, or other	
	120.0.0					

Form 990-PF (2012) MARY NORWOOD PIPKIN 25-6861824 Page **11** Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or Amount status of any foundation manager contribution recipient Name and address (home or business) or substantial contributor Paid during the year See Attached Statement Total **▶** 3a 17,286 Approved for future payment NONE Total ▶ 3b

MARY NORWOOD PIPKIN

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For	m 990-PF (107 11 11 11011	WOOD PIPK				61 <u>824</u>	Pag	_{je} 13
Pa	rt XVII	Information Reg Exempt Organize	_	sfers To and Transactions a	nd Re	lationships With Nonchar	itable		
b	rransfe (1) Ca (2) Other t (1) Sa (2) Pu (3) Re (4) Re (5) Loc (6) Pe Sharing	organization directly on 501(c) of the Code cations? ers from the reporting sher assets ransactions les of assets to a non rchases of assets from that of facilities, equipulations or loan guarantee of services g of facilities, equipment of facilities, equipment of services of of sacilities, equipment of facilities, equipment of facilities, equipment of facilities, equipment of services of of facilities, equipment of services of servic	or indirectly e e (other than s foundation to charitable exe m a noncharita ment, or othe ments s or membersh ent, mailing lis	able exempt organization	r in sect	tion 527, relating to political .	1a(1) 1a(2) 1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6) 1c		X X X X X X X X
	value o	of the goods, other ass n any transaction or s	sets, or service haring arrange	es given by the reporting foundat ement, show in column (d) the va	ion If thalue of t	ne foundation received less that he goods, other assets, or ser	in fair ma vices rec	arket eived	
(a)	Line no	(b) Amount involved	 	of noncharitable exempt organization	(d) De	scription of transfers, transactions, and	sharing ar	rangerr	ents
			Not Applicab	le	 				
			 		 				
					 				
_					†	· · · · · · · · · · · · · · · · · · ·	···		
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	describ		of the Code (o	ated with, or related to, one or mother than section 501(c)(3)) or in		exempt organizations 527?	Yes X] No	
		(a) Name of organization	1	(b) Type of organization		(c) Description of rela	tionship	-	
					·				
	_								
				I		I			

		 			· · · · · · · · · · · · · · · · · · ·		
described b If "Yes," o	ndation directly or indirectly affili d in section 501(c) of the Code (c complete the following schedule				tions Yes X No		
	(a) Name of organization	(b) Type of or	ganization	(c)	(c) Description of relationship		
Sign Here	penaities of perjury, I declare that I have examined t, and complete Declaration of preparer (other than Language SVP Wells Fargo Bar mature of officer or trustee	n taxpayer) is based on all informati		knowledge	wledge and belief, it is true, May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No		
Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO Firm's name ► Pricewaterhous Firm's address ► 600 GRANT ST	eCoopers, LLP	PA 15219-2777	Date 4/19/2013	Check X if self-employed P01251603 Firm's EIN ▶ 13-4008324 Phone no 412-355-6000		
	1 000 GRANT 31	NEET, FIT ISBUNGI	, FA 13218-2111		- 200 DE		

MARY NURWOUD PIPKIN				25-686	1624 Page I	<u> 01 I</u>
Continuation of Part XV, Lin	ne 3a (990-PF) -	Gran	ts and Cont	ributions Paid	During the	Year
Recipient(s) paid during the year						
Name	DETIDEMENT COM	41.15117757	INIC			
Street	RETIREMENT COMIN	IUNITY,	INC			
3800 SHAMROCK DRIVE City		State	Zip Code	Foreign Coun	trv	
CHARLOTTE			28215-3220	. 0.0.g 00a		
Relationship	Foundation Status					
NONE	501 (c)(3) PUBLIC (CHARIT	Υ		Amount	
Purpose of grant/contribution GENERAL SUPPORT GRANT				· · · · · · · · · · · · · · · · · · ·	Amount	17,286
Name						
Street						
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status					
Purpose of grant/contribution	•				Amount	
Name						
Street	· · · · · · · · · · · · · · · · · · ·					
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status		<u>. </u>	—		
Purpose of grant/contribution					Amount	
Name						
Street				<u>.</u>	-	
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status			· , , , , , , , , , , , , , , , , , , ,		
Purpose of grant/contribution	-				Amount	
Name						· · · · · · · · · · · · · · · · · · ·
Street						
City	····	State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status		·	1		
Purpose of grant/contribution		-	· · · · · · · · · · · · · · · · · · ·	······································	Amount	
Name						
Street						
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status	<u>. </u>	I		· · · · · · · · · · · · · · · · · · ·	
Purpose of grant/contribution	<u> </u>				Amount	

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

				-				Totals	Gross			Other		Gain
		Amount							Sales		Basis and	Expenses	01 1	Loss
	Long Term CG Distributions	1,623						Capital Gains/Losses		147,834		131,318		16,518
	Short Term CG Distributions	0						Other sales		0				0
Check to inclu				Check "X" if Purchaser is a	Date	Acquisition	Date	Gross Sales	Cost or	Valuation	Expense of Sale and Cost of Improve-			Net Gain
in Part		CUSIP #	Purchaser	Business	Acquired	Method	Sold	Price	Other Basis	Method	ments	Depreciation	Adjustments	or Loss
1 X	WELLS FARGO ADVINTL BON	949850582			8/1/2007		8/8/2012	8,682	6,333				0	349
2 X	WELLS FARGO ADV INTL BON	94985D582		1	2/4/2011		8/8/2012	502	500				0	2
3 ×	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	3,414	3,049				0	365
4 X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		8/13/2012	7,820	6,839				0	981
5 X	ARTIO INTERNATIONAL ED FI	04315J837			2/27/2009		6/13/2012	1,747	1,380				0	367
6 X	ARTIO INTERNATIONAL EQ FI	04315J837			7/23/2010		8/13/2012	2,010	2,203				0	-193
7 X	DODGE & COX INT'L STOCK F	256208103		I	8/1/2007		11/19/2012	753	1,097				0	344
8 X	DODGE & COX INCOME FD CO	256210105			2/4/2011		8/8/2012	2,812	2,700			l	lo	112
9 X	DODGE & COX INCOME FD C	256210105			5/25/2011		8/8/2012	5,024	4,929				0	95
10 X	DODGE & COX INCOME FD C	256210105			8/28/2011		8/8/2012	1,383	1,345			l	0	38
11 X	DODGE & COX INCOME FD C	256210105			6/24/2009		11/19/2012	1,057	944				0	113
12 X	DODGE & COX INCOME FD C	258210105			8/28/2011		11/19/2012	11,106	10,684				0	422
13 X	DODGE & COX INCOME FD CO	258210105			_B/1/2007_		11/19/2012	6,920	6,170				0	750
14 X	JP MORGAN MID CAP VALUE	339128100			12/17/2010		8/8/2012	3,298	2,888					430
15 X	GOLDEN LARGE CAP CORE F	34984T881			10/31/2008	l	7/25/2012	4,558	3,477		l		ļĢ	1 081
16 X	GOLDEN LARGE CAP CORE F	34984T881			2/27/2009		7/25/2012	6,277	3,803					2,474
17 X	GOLDEN LARGE CAP CORE F	34984T881		I	2/27/2009		8/8/2012	642					0	272
18 X	GOLDMAN SACHS GRTH OPP	38142Y401		l	12/24/2008	<u></u>	8/8/2012	4,803	2,372				[_]	2,431
19 X	GOLDMAN SACHS GRTH OPP	38142Y401		l	10/31/2008	l	8/8/2012_	7,195	4,508		ļ		_	2 689
20 X	GOLDMAN SACHS L/C VALUE	38142Y773		.l	10/31/2008	l	8/8/2012	4,827	3,708					1.119
21 X	HARBOR CAPITAL APROTION	411511504		l	5/25/2011	l	8/8/2012	3,653	3,427					226
22 X	KEELEY SMALL CAP VAL FD	487300808			12/17/2010	ļ	8/8/2012	1,783	1,719				9	64
23 X	MFS VALUE FUND-CLASS [8	552983694		.	5/25/2011	l	8/8/2012	4,954	4,790			l		164
24 X	PIMCO TOTAL RET FD-INST 3	693390700		l	5/25/2011		8/8/2012	9 621	9,284			ļ	<u>-</u>	337
25 X	PIMCO TOTAL RET FD-INST 3	693390700		l	2/4/2011		8/8/2012	358	337			ļ		21
26 X	PIMCO FOREIGN BD FD USD	693390882		l	7/23/2010	l	8/8/2012	354	339				<u></u>	4
27 X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011	<u> </u>	8/8/2012	956	900					56
28 X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/8/2012_	340	322				<u>-</u>	/ 18
29 X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	1,334	1,283					
30 X	PIMCO COMMODITY REAL RE	722005667		ļ	12/24/2008	1	7/25/2012	ļ <u>7</u>	6			ļ	<u></u> 9	: !
31 X	PIMCO COMMODITY REAL RE	722005687	l	I	12/24/2008	l	8/13/2012	946	858				I	88
32 X	PIMCO COMMODITY REAL RE	722005667	ļ	.	2/27/2009	.	8/13/2012	6,409	5,537	ļ			<u>-</u>	872
33 X	RIDGEWORTH SEIX HY BD-I	76828T645		.i	8/10/2012	\vdash	11/19/2012	1,607	1,592		l	l	⁹	·
34 X	RIDGEWORTH SEIX HY BD-I	78628T645			8/26/2011		11/19/2012	476	450	l	·		<u>-</u>	26
35 X	T ROWE PRICE SHORT TERM	77957P105	<u></u>		5/25/2011	·	8/8/2012_	10,583	10,605		 	1		22
36 X	T ROWE PRICE SHORT TERM	77957P105			_5/25/2011_	·	11/19/2012	2,554	2 559	l	l	l		/ <u>-</u> -
37 X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011	l	11/19/2012	3,237	3,237	ļ			9	<u>/</u> j
38 X	SPDR DJ WILSHIRE INTERNA	78463X863		·}	_5/23/2011		11/19/2012	523		ļ- 		 	<u>-</u>	j
39 X	TCW SMALL CAP GROWTH FL	87234N849		 	12/17/2010	·	8/8/2012	615	669	l	 	 		54
40X	TCW SMALL CAP GROWTH FU	87234N849		·	12/17/2010	·I	11/19/2012	4,780	5 442 5,849	i———				456
41 X	TCW SMALL CAP GROWTH FU	87234N849		·	12/17/2010	·	12/19/2012	5,393					<u>}</u>	579
42 X	VANGUARD REIT VIPER	922906553	ı	1	12/17/2010	1	8/8/2012	2.898	1 2.319	1	1	1		71 5/A

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

	1,442)	0 1,442
	Revenue and		A -1A - 1.NI-A	Disbursements for Charitable
Description	Expenses per Books	Net Investment Income	Adjusted Net Income	Purposes (Cash Basis Only)
1 TAX PREP FEE	1,442]	1,442

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

		203	108	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	108	108	,	
2	Estimated Excise Payments	95			

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

			380,882	380,388	403,112
		Basis of	Book Value	Book Value	FMV
	Asset Description	Valuation	Beg of Year	End of Year	_End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	16,572	19,917
3	DODGE & COX INCOME FD COM 147		0	18,074	20,169
4	HARBOR CAPITAL APRCTION-INST 2012			22,154	25,133
5	MERGER FD SH BEN INT 260		0	6,158	6,130
6	PIMCO TOTAL RET FD-INST 35		0	59,779	61,740
7	PIMCO FOREIGN BD FD USD H-INST 103		0	8,474	9,002
8	T ROWE PRICE SHORT TERM BD FD 55		0	3,243	3,243
9	ARTISAN MID CAP FUND-INSTL 1333		0	11,303	11,231
10	ISHARES RUSSELL 2000 GROWTH		0	10,197	10,484
11	ISHARES S & P 500 INDEX FUND		0	12,877	14,743
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	9,242	9,008
13	DODGE & COX INT'L STOCK FD 1048		0	18,760	19,661
14	MFS VALUE FUND-CLASS I 893		0	17,562	19,180
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	20,011	21,001
16	DRIEHAUS ACTIVE INCOME FUND		0	6,160	6,314
17	JP MORGAN MID CAP VALUE-I 758		Ö	8,111	9,657
18	HUSSMAN STRATEGIC GROWTH FUND 6		0	8,218	7,929
19	VANGUARD REIT VIPER		0	11,349	14,081
20	VANGUARD EMERGING MARKETS ETF		0	13,727	13,359
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	13,092	13,303
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	13,855	14,762
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	10,260	10,530
24	RIDGEWORTH SEIX HY BD-I 5855		0	19,168	20,785
25	GATEWAY FUND - Y 1986		0	10,276	10,164
26	CREDIT SUISSE COMM RT ST-CO 2156		0	21,748	20,004
27	KEELEY SMALL CAP VAL FD CL I 2251		0	10,018	11,582

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

Line 3 - Other increases not included in Part III, Line 2		
2 Mutual Fund & CTF Income Additions	₂	585
3 Total	3	585
Line 5 - Decreases not included in Part III, Line 2		
1 Mutual Fund & CTF Income Subtraction	11	1,369
2 PY Return of Capital Adjustment	2	97
3 Total .	3	1,466

Part IV (990-PF) - Capital Gains and Losses for Tax on investment income

Amount_												
Long Term CG Distributions 1,623]											
Short Term CG Distributions 0	1			146,211) (131,316	14,695)0		014,895
	1					I	Cost or Other			Adjusted Basis		Gains Minus Excess
	How	Date	Date	Gross	Depreciation	1	Basis Plus		FMV as of	as of	Excess of FMV	of FMV Over Adjusted
Description of Property Sold CUSIP #	Acquired	Acquired	Solid	Sales Price	Allowed	Adjustments	Expense of Sale	Gain or Loss	12/31/69	12/31/69	Over Ad Basis	Basis or Losses
1 WELLS FARGO ADV INTL BOND-13 470 949850582 2 WELLS FARGO ADV INTL BOND-19 470 949850582	I	8/1/2007	8/8/2012_	6,682			6,333	349		ا <u></u>		0349
3 ARTISAN INTERNATIONAL FUND 661 04314H204	l	2/4/2011	8/8/2012	502		· · · · · · · · · · · · · · · · · · ·	500	2		l0		3 2
4 ARTIO TOTAL RETURN BD FD CL 152404315J209	ļ	8/26/2011	B/6/2012	3,414		·	3,049	365		ļ		0365
5 ARTIO INTERNATIONAL EQ FO H 1529 04315J837	I	10/31/2008	B/13/2012	7,820			6,839	981		·	l	961
6 ARTIO INTERNATIONAL EQ FO II 1529 043153837	l	7/23/2010	8/13/2012 8/13/2012	1,747		·	1,380	367	9	<u> 9</u>		0 367
7 DODGE & COX INTL STOCK FO 1048 258208103		8/1/2007	11/19/2012	753		<u>-</u>	1,097	193		<u>-</u>		193
8 DODGE & COX INCOME FD COM 147 256210105		2/1/2011	8/8/2012	2,812		·	2,700	344		<u> </u>		0 344 0 112
9 DODGE & COX INCOME FO COM 147 256210105		5/25/2011	8/8/2012	5,024		·	4,929	112		J	·	3 12
10 DODGE & COX INCOME FD COM 147 2562 10105	1	8/26/2011	8/8/2012	1,383		1	1 345			3		
11 DODGE & COX INCOME FD COM 147 255210105	!	6/24/2009	11/19/2012	1,057		·	944	113		<u> </u>		0 113
12 DODGE & COX INCOME FD COM 147 256210105	I	8/26/2011	11/19/2012	11,106		1	10,684	422		3 2		0 113
13 DODGE & COX INCOME FD COM 147 256210105	i——	8/1/2007	11/19/2012	8 920		·	6.170	750	;	<u> </u>		750
14 JP MORGAN MID CAP VALUE 758 339128100	}	12/17/2010	8/8/2012	3,298		 	2,868		———— <u> </u>	J		/50
15 GOLDEN LARGE CAP CORE FUND-1 34984T881		10/31/2008	7/25/2012	4,558		(3,477	1,081		3		0 430 0 1,081
16 GOLDEN LARGE CAP CORE FUND-1 349847881	1	2/27/2009	7/25/2012	6 277		·	3 803	2,474	 }	J————		2,474
17 GOLDEN LARGE CAP CORE FUND-1 349847881		2/27/2009	8/8/2012	642		1	370	272		1 <u>`</u>		272
18 GOLDMAN SACHS GRTH OPP FD-I 113/38142Y401		12/24/2008	8/8/2012	4,803		·	2.372	2,431		1 <u>`</u>		á l
19 GOLDMAN SACHS GRTH OPP FD-I 113 38142Y401		10/31/2008	8/8/2012	7,195		1	4.508	2.589	;	i 		0 2,431 0 2,689
20 GOLDMAN SACHS UC VALUE 1216 38142Y773	 	10/31/2008	8/8/2012	4,827		1	3,708	1,119		1——— <u> </u>		
21 HARBOR CAPITAL APRCTION INST 201 411511504		5/25/2011	8/8/2012	3 653			3.427	226		 	ļ	0 1,119 0 226
22 KEELEY SMALL CAP VAL FD CL 2251 487300808		12/17/2010	8/8/2012	1,783		· · · · · · · · · · · · · · · · · · ·	1 719	- R4		i		
23 MFS VALUE FUND-CLASS 893 552983694		5/25/2011	8/8/2012	4,954		·	4 790	164				ál,&I
24 PIMCO TOTAL RET FD INST 35 693390700		5/25/2011	6/8/2012	P 621	-	1	9 284	337		(337
25 PIMCO TOTAL RET FD INST 35 693390700		2/4/2011	8/8/2012	358			337	21		}		6
28 PIMCO FOREIGN BD FD USD H INST 10 693390862		7/23/2010	8/8/2012	354			338			} -		6
27 PIMCO FOREIGN BD FD USD H INST 10 693390882		2/4/2011	B/8/2012	956			900	56				56
28 PIMCO FOREIGN BD FD USD H INST 10 693390882	1	5/25/2011	8/8/2012	340			322	15				18
29 PIMCO FOREIGN BD FD USD H INST 10 693390882	1	8/26/2011	8/8/2012	1,334		1	1 283	51		I		51
30 PIMCO COMMODITY REAL RET STRAT 722005667	1	12/24/2008	7/25/2012	7		1		1				al 1
31 PIMCO COMMODITY REAL RET STRAT- 722005667		12/24/2008	8/13/2012	946			858	88				88
32 PIMCO COMMODITY REAL RET STRAT 722005667		2/27/2009	8/13/2012	6,409		1	5,537	872				872
33 RIDGEWORTH SEIX HY BD-I 5855 76628T645		8/10/2012	11/19/2012	1,607			1,592	15		0		15
34 RIDGEWORTH SEIX HY BD-I 5855 766287645		8/26/2011	11/19/2012	476			450	26		0		26
35 T ROWE PRICE SHORT TERM BD FD 5:77957P105	l	5/25/2011	8/8/2012	10 583			10,605	22		0		22
36 T ROWE PRICE SHORT TERM BD FD 5 77957P105	1	5/25/2011	11/19/2012	2,554			2 559	5		0		اد
37 T ROWE PRICE SHORT TERM BD FD 5:77957P105		8/29/2011	11/19/2012	3,237		1	3 237	0		0		J
38 SPDR DJ WILSHIRE INTERNATIONAL R 78463X863	l	5/23/2011	11/19/2012	523		1	515	8		0		лв
39 TCW SMALL CAP GROWTH FUND-1 47287234N849		12/17/2010	8/8/2012	615		I	689	54		0		54
40 TCW SMALL CAP GROWTH FUND-1 47287234NB49	!	12/17/2010	11/19/2012	4,780			5,442	-662				0 -662 0 -456
41 TCW SMALL CAP GROWTH FUND-1 47287234N849	l	12/17/2010	12/19/2012	5,393			5,849	456		0		
4Z VANGUARD REIT VIPER 922908553	1	12/17/2010	8/8/2012	2 898			2 3 19	579		10		579

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

Name		Check "X"										
1101110		Business	Street	City	State	Zıp Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N			101N Indepndence Mail E MACY1372		PA	19106 2112	, original and	TRUSTEE	4 00	6 695	0	
1									l			

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

		, ,			Date	Amount
1	Credit from prior year return					138
2	First quarter estimated tax payment	•	•	•	5/9/2012	2 95
3	Second quarter estimated tax payment					3
4	Third quarter estimated tax payment.		•	•		4
5	Fourth quarter estimated tax payment					5
6	Other payments					60
7	Total		·			7 133

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	17,286
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	·
9	9	
10 Total	10	17.286