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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
 Internal Revenue Service

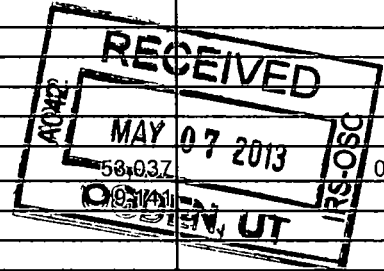
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation ANDREW J MCGOWAN		A Employer identification number 25-6893747
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 855,998	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,562	23,261		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	29,776			
	b Gross sales price for all assets on line 6a 964,296				
	7 Capital gain net income (from Part IV, line 2)		29,776		
	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	53,338				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,188			3,047
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	750			750
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	542	222		
	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	13,480	9,363	0	3,797
	25 Contributions, gifts, grants paid	38,984			38,984
26 Total expenses and disbursements Add lines 24 and 25	52,464	9,363	0	42,781	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	874				
b Net investment income (if negative, enter -0-)		43,674			
c Adjusted net income (if negative, enter -0-)			0		



ENVELOPE DATE MAY 03 2013

SCANNED MAY 1 2013

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	28,496	31,584	31,584
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	811,845	807,564	824,416	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	840,341	839,148	856,000	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	840,341	839,148	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	840,341	839,148		
31	Total liabilities and net assets/fund balances (see instructions)	840,341	839,148		

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	840,341
2	Enter amount from Part I, line 27a	2	874
3	Other increases not included in line 2 (itemize) <u>MUTUAL FUND & CTF INCOME ADDITIONS</u>	3	1,246
4	Add lines 1, 2, and 3	4	842,461
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	3,313
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	839,148

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	29,776
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.

(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	39,453	853,171	0.046243
2010	40,803	807,231	0.050547
2009	39,993	706,761	0.056586
2008	12,428	818,114	0.015191
2007	35,594	948,829	0.037514

2 Total of line 1, column (d)	2	0.206081
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041216
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	840,652
5 Multiply line 4 by line 3	5	34,648
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	437
7 Add lines 5 and 6	7	35,085
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	42,781

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	437
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	437
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	437
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	260	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	260
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9	177
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded		11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	5b	N/A
6b		X
7b		N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee	4 00	12,188	
.....				
.....				
.....				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE.....				
.....				
.....				
.....				
.....				
Total number of other employees paid over \$50,000				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments. See instructions.		
3 NONE		
Total. Add lines 1 through 3		▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	826,549
b	Average of monthly cash balances	1b	26,905
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	853,454
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	853,454
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,802
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	840,652
6	Minimum investment return. Enter 5% of line 5	6	42,033

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	42,033
2a	Tax on investment income for 2012 from Part VI, line 5	2a	437
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	437
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,596
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	41,596
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,596

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	42,781
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,781
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	437
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,344

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				41,596
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			35,426	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>42,781</u>				
a Applied to 2011, but not more than line 2a			35,426	
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				7,355
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				34,241
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					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 for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total				▶ 3a 38,984
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0

ANDREW J MCGOWAN

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

Recipient(s) paid during the year

Name
DIOCESE OF SCRANTON

Street
300 WYOMING AVENUE

City SCRANTON	State PA	Zip Code 18503	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 19,492

Name
MOUNT ST MARY'S SEMINARY

Street
16300 OLD EMMITSBURGS ROAD

City EMMITSBURG	State MD	Zip Code 21727	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 19,492

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Net Gain or Loss
	Long Term CG Distributions	Amount													964,296	29,776
	Short Term CG Distributions	3,068													0	0
1	X MFS VALUE FUND-CLASS I &	552983694			4/30/2012		8/8/2012	1,326	1,330					0	0	0
2	X PIMCO FOREIGN BD FD USD	693390882			11/30/2010		4/30/2012	66	65					0	0	0
3	X PIMCO FOREIGN BD FD USD	693390882			12/8/2010		4/30/2012	603	577					0	0	26
4	X PIMCO FOREIGN BD FD USD	693390882			12/31/2010		4/30/2012	75	73					0	0	2
5	X PIMCO FOREIGN BD FD USD	693390882			10/24/2006		4/30/2012	1,469	1,403					0	0	66
6	X PIMCO FOREIGN BD FD USD	693390882			10/24/2006		8/8/2012	9,083	8,499					0	0	584
7	X PIMCO EMERG MKTS BD-INS	693391559			3/26/2007		4/30/2012	3,288	4,954					0	0	334
8	X PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		4/30/2012	992	925					0	0	67
9	X PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		4/30/2012	728	654					0	0	74
10	X PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		4/30/2012	632	589					0	0	43
11	X PIMCO EMERG MKTS BD-INS	693391559			12/13/2006		4/30/2012	595	535					0	0	60
12	X PIMCO EMERG MKTS BD-INS	693391559			12/10/2008		4/30/2012	591	397					0	0	194
13	X PIMCO EMERG MKTS BD-INS	693391559			2/27/2009		4/30/2012	359	247					0	0	112
14	X PIMCO EMERG MKTS BD-INS	693391559			1/30/2009		4/30/2012	348	248					0	0	100
15	X PIMCO EMERG MKTS BD-INS	693391559			12/31/2008		4/30/2012	333	237					0	0	96
16	X PIMCO EMERG MKTS BD-INS	693391559			11/28/2008		4/30/2012	288	194					0	0	94
17	X PIMCO EMERG MKTS BD-INS	693391559			8/29/2008		4/30/2012	272	236					0	0	36
18	X PIMCO EMERG MKTS BD-INS	693391559			9/30/2008		4/30/2012	264	210					0	0	54
19	X PIMCO EMERG MKTS BD-INS	693391559			7/31/2008		4/30/2012	262	228					0	0	34
20	X PIMCO EMERG MKTS BD-INS	693391559			8/31/2007		4/30/2012	257	232					0	0	25
21	X PIMCO EMERG MKTS BD-INS	693391559			5/30/2008		4/30/2012	252	227					0	0	25
22	X PIMCO EMERG MKTS BD-INS	693391559			3/31/2009		4/30/2012	247	177					0	0	70
23	X PIMCO EMERG MKTS BD-INS	693391559			3/31/2008		4/30/2012	240	216					0	0	24
24	X PIMCO EMERG MKTS BD-INS	693391559			4/30/2008		4/30/2012	238	216					0	0	22
25	X PIMCO EMERG MKTS BD-INS	693391559			6/30/2008		4/30/2012	234	204					0	0	30
26	X PIMCO EMERG MKTS BD-INS	693391559			2/29/2008		4/30/2012	224	203					0	0	21
27	X PIMCO EMERG MKTS BD-INS	693391559			11/30/2007		4/30/2012	219	204					0	0	15
28	X PIMCO EMERG MKTS BD-INS	693391559			12/31/2007		4/30/2012	215	193					0	0	22
29	X PIMCO EMERG MKTS BD-INS	693391559			7/31/2006		4/30/2012	213	193					0	0	20
30	X PIMCO EMERG MKTS BD-INS	693391559			7/31/2006		4/30/2012	211	190					0	0	21
31	X PIMCO EMERG MKTS BD-INS	693391559			10/31/2007		4/30/2012	209	196					0	0	13
32	X PIMCO EMERG MKTS BD-INS	693391559			6/29/2007		4/30/2012	204	187					0	0	17
33	X PIMCO EMERG MKTS BD-INS	693391559			4/30/2009		4/30/2012	200	149					0	0	51
34	X PIMCO EMERG MKTS BD-INS	693391559			7/31/2009		4/30/2012	197	161					0	0	36
35	X PIMCO EMERG MKTS BD-INS	693391559			5/31/2009		4/30/2012	195	163					0	0	32
36	X PIMCO EMERG MKTS BD-INS	693391559			5/29/2009		4/30/2012	193	152					0	0	41
37	X PIMCO EMERG MKTS BD-INS	693391559			9/28/2007		4/30/2012	185	172					0	0	13
38	X PIMCO EMERG MKTS BD-INS	693391559			4/30/2007		4/30/2012	183	173					0	0	10
39	X PIMCO EMERG MKTS BD-INS	693391559			6/30/2009		4/30/2012	182	144					0	0	38
40	X PIMCO EMERG MKTS BD-INS	693391559			10/30/2009		4/30/2012	179	154					0	0	25
41	X PIMCO EMERG MKTS BD-INS	693391559			9/30/2009		4/30/2012	177	152					0	0	25
42	X PIMCO EMERG MKTS BD-INS	693391559			3/30/2007		4/30/2012	174	163					0	0	11
43	X PIMCO EMERG MKTS BD-INS	693391559			8/31/2009		4/30/2012	173	143					0	0	30
44	X PIMCO EMERG MKTS BD-INS	693391559			2/28/2007		4/30/2012	173	161					0	0	12
45	X PIMCO EMERG MKTS BD-INS	693391559			12/29/2006		4/30/2012	172	160					0	0	12
46	X PIMCO EMERG MKTS BD-INS	693391559			12/31/2009		4/30/2012	169	146					0	0	23
47	X PIMCO EMERG MKTS BD-INS	693391559			4/30/2010		4/30/2012	167	150					0	0	17
48	X PIMCO EMERG MKTS BD-INS	693391559			3/31/2010		4/30/2012	156	140					0	0	16
49	X PIMCO EMERG MKTS BD-INS	693391559			11/30/2009		4/30/2012	152	133					0	0	19
50	X PIMCO EMERG MKTS BD-INS	693391559			7/31/2007		4/30/2012	152	139					0	0	13
51	X PIMCO EMERG MKTS BD-INS	693391559			2/26/2010		4/30/2012	144	127					0	0	17
52	X PIMCO EMERG MKTS BD-INS	693391559			1/29/2010		4/30/2012	135	117					0	0	18
53	X PIMCO EMERG MKTS BD-INS	693391559			10/24/2006		4/30/2012	17,493	16,599					0	0	894
54	X PIMCO EMERG MKTS BD-INS	693391559			5/28/2010		4/30/2012	152	134					0	0	18
55	X PIMCO EMERG MKTS BD-INS	693391559			7/30/2010		4/30/2012	137	134					0	0	10
56	X PIMCO EMERG MKTS BD-INS	693391559			8/31/2010		4/30/2012	135	131					0	0	4
57	X PIMCO EMERG MKTS BD-INS	693391559			9/30/2010		4/30/2012	132	132					0	0	5
58	X CREDIT SUISSE COMM FT ST	22544R305			4/30/2012		8/8/2012	714	703					0	0	11
59	X DELAWARE POOLED TR INTL	246248306			12/15/2008		4/30/2012	9,462	8,103					0	0	1,359
60	X DELAWARE POOLED TR INTL	246248306			12/15/2008		4/30/2012	7,290	6,243					0	0	1,047
61	X DELAWARE POOLED TR INTL	246248306			12/15/2008		4/30/2012	4,915	9,081					0	0	-4,166
62	X DELAWARE POOLED TR INTL	246248306			12/19/2007		4/30/2012	4,690	8,584					0	0	-3,894
63	X DELAWARE POOLED TR INTL	246248306			12/17/2009		4/30/2012	2,399	2,495					0	0	-96
64	X DELAWARE POOLED TR INTL	246248306			3/11/2009		4/30/2012	1,479	1,003					0	0	476
65	X DELAWARE POOLED TR INTL	246248306			12/15/2006		4/30/2012	1,344	2,483					0	0	-1,139
66	X DELAWARE POOLED TR INTL	246248306			12/14/2006		4/30/2012	1,265	2,461					0	0	-1,050
67	X DELAWARE POOLED TR INTL	246248306			12/15/2006		4/30/2012	283	523					0	0	-240

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expenses of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals		
															Capital Gains/Losses	Other Sales	
														Gross Sales	Costs and Expenses	Net Gain or Loss	
														3,068	0	29,776	
69	X	DEL AWARE POOLED TR INTL	246248306		12/14/2007		4/30/2012	64	117					0	0	0	-53
70	X	DEL AWARE POOLED TR INTL	246248306		10/24/2006		4/30/2012	25,622	51,245					0	0	0	-25,623
71	X	DEL AWARE POOLED TR INTL	246248306		12/17/2010		4/30/2012	2,130	2,130					0	0	0	-80
72	X	DODGE & COX INTL STOCK F	256206103		4/30/2012		6/8/2012	6,483	6,629					0	0	0	-146
73	X	DODGE & COX INTL STOCK F	256206103		4/30/2012		11/9/2012	2,175	2,156					0	0	0	19
74	X	ARTISAN INTERNATIONAL FU	043144204		4/30/2012		8/8/2012	6,346	6,332					0	0	0	14
75	X	PIMCO EMERG MKTS 8D-INS	693391559		10/29/2010		4/30/2012	141	137					0	0	0	4
76	X	PIMCO EMERG MKTS 8D-INS	693391559		11/30/2010		4/30/2012	143	139					0	0	0	6
77	X	PIMCO EMERG MKTS 8D-INS	693391559		12/31/2010		4/30/2012	172	161					0	0	0	11
78	X	PIMCO EMERG MKTS 8D-INS	693391559		10/31/2008		4/30/2012	342	225					0	0	0	117
79	X	PIMCO COMMODITY REAL RE	722005667		3/11/2009		4/30/2012	5,687	4,724					0	0	0	963
80	X	PIMCO COMMODITY REAL RE	722005667		12/10/2008		4/30/2012	5,211	4,561					0	0	0	650
81	X	PIMCO COMMODITY REAL RE	722005667		12/10/2008		4/30/2012	863	755					0	0	0	108
82	X	PIMCO COMMODITY REAL RE	722005667		3/18/2010		4/30/2012	782	922					0	0	0	-140
83	X	PIMCO COMMODITY REAL RE	722005667		12/30/2009		4/30/2012	748	924					0	0	0	-176
84	X	PIMCO COMMODITY REAL RE	722005667		9/17/2009		4/30/2012	484	557					0	0	0	-74
85	X	PIMCO COMMODITY REAL RE	722005667		12/9/2009		4/30/2012	374	448					0	0	0	-74
86	X	PIMCO COMMODITY REAL RE	722005667		6/18/2009		4/30/2012	374	405					0	0	0	-31
87	X	PIMCO COMMODITY REAL RE	722005667		12/30/2008		4/30/2012	365	336					0	0	0	29
88	X	PIMCO COMMODITY REAL RE	722005667		3/19/2009		4/30/2012	354	334					0	0	0	20
89	X	PIMCO COMMODITY REAL RE	722005667		12/27/2006		4/30/2012	346	715					0	0	0	-369
90	X	PIMCO COMMODITY REAL RE	722005667		6/21/2007		4/30/2012	211	443					0	0	0	-232
91	X	PIMCO COMMODITY REAL RE	722005667		10/24/2006		4/30/2012	13,125	27,946					0	0	0	-14,821
92	X	PIMCO COMMODITY REAL RE	722005667		6/17/2010		4/30/2012	879	982					0	0	0	-103
93	X	PIMCO COMMODITY REAL RE	722005667		9/16/2010		4/30/2012	960	1,135					0	0	0	-175
94	X	PIMCO COMMODITY REAL RE	722005667		12/31/2010		4/30/2012	738	1,018					0	0	0	-280
95	X	PIONEER HIGH YIELD FUND	723698406		11/28/2007		4/30/2012	2,969	3,054					0	0	0	-85
96	X	ARTISAN INTERNATIONAL FU	043144204		4/30/2012		11/9/2012	1,277	1,257					0	0	0	20
97	X	DODGE & COX INCOME FD CC	256210105		4/30/2012		5/11/2012	1,576	1,571					0	0	0	5
98	X	DODGE & COX INCOME FD CC	256210105		8/10/2012		11/9/2012	17,381	17,199					0	0	0	188
99	X	DODGE & COX INCOME FD CC	256210105		4/30/2012		11/9/2012	35,118	34,412					0	0	0	706
100	X	EI INTERNATIONAL PROPER	26852M105		12/29/2008		4/30/2012	752	491					0	0	0	261
101	X	EI INTERNATIONAL PROPER	26852M105		12/29/2009		4/30/2012	404	391					0	0	0	13
102	X	EI INTERNATIONAL PROPER	26852M105		12/29/2008		4/30/2012	64	42					0	0	0	22
103	X	EI INTERNATIONAL PROPER	26852M105		10/24/2006		4/30/2012	24,813	31,504					0	0	0	-6,691
104	X	EI INTERNATIONAL PROPER	26852M105		3/11/2009		4/30/2012	537	600					0	0	0	-63
105	X	AMERICAN EURO PACIFIC GR	339128100		3/4/2010		4/30/2012	16,125	16,125					0	0	0	1,040
106	X	JP MORGAN MID CAP VALUE	339128100		4/30/2012		11/9/2012	1,108	1,093					0	0	0	15
107	X	GOLDEN SMALL CAP CORE F	349847857		11/14/2008		4/30/2012	15,520	10,000					0	0	0	5,520
108	X	GOLDEN SMALL CAP CORE F	349847857		3/11/2009		4/30/2012	13,060	6,411					0	0	0	6,649
109	X	GOLDEN SMALL CAP CORE F	349847857		12/12/2007		4/30/2012	326	341					0	0	0	-15
110	X	PIONEER HIGH YIELD FUND	723698406		11/29/2006		4/30/2012	1,868	2,009					0	0	0	-141
111	X	PIONEER HIGH YIELD FUND	723698406		12/31/2008		4/30/2012	1,103	663					0	0	0	440
112	X	PIONEER HIGH YIELD FUND	723698406		11/25/2008		4/30/2012	912	558					0	0	0	354
113	X	PIONEER HIGH YIELD FUND	723698406		3/11/2009		4/30/2012	544	320					0	0	0	224
114	X	PIONEER HIGH YIELD FUND	723698406		3/31/2009		4/30/2012	534	325					0	0	0	208
115	X	PIONEER HIGH YIELD FUND	723698406		1/30/2009		4/30/2012	520	325					0	0	0	195
116	X	PIONEER HIGH YIELD FUND	723698406		11/28/2008		4/30/2012	510	315					0	0	0	195
117	X	PIONEER HIGH YIELD FUND	723698406		2/27/2009		4/30/2012	495	303					0	0	0	192
118	X	PIONEER HIGH YIELD FUND	723698406		4/30/2009		4/30/2012	480	323					0	0	0	157
119	X	PIONEER HIGH YIELD FUND	723698406		10/31/2008		4/30/2012	454	315					0	0	0	138
120	X	PIONEER HIGH YIELD FUND	723698406		5/29/2009		4/30/2012	454	326					0	0	0	128
121	X	PIONEER HIGH YIELD FUND	723698406		6/30/2009		4/30/2012	436	327					0	0	0	109
122	X	PIONEER HIGH YIELD FUND	723698406		7/31/2009		4/30/2012	386	309					0	0	0	77
123	X	PIONEER HIGH YIELD FUND	723698406		8/31/2009		4/30/2012	366	308					0	0	0	72
124	X	PIONEER HIGH YIELD FUND	723698406		10/30/2009		4/30/2012	355	321					0	0	0	34
125	X	PIONEER HIGH YIELD FUND	723698406		9/30/2009		4/30/2012	348	301					0	0	0	47
126	X	PIONEER HIGH YIELD FUND	723698406		2/26/2010		4/30/2012	341	305					0	0	0	43
127	X	PIONEER HIGH YIELD FUND	723698406		8/29/2008		4/30/2012	337	325					0	0	0	12
128	X	PIONEER HIGH YIELD FUND	723698406		9/30/2008		4/30/2012	336	292					0	0	0	44
129	X	PIONEER HIGH YIELD FUND	723698406		1/29/2010		4/30/2012	285	316					0	0	0	31
130	X	PIONEER HIGH YIELD FUND	723698406		7/31/2008		4/30/2012	293	283					0	0	0	10
131	X	PIONEER HIGH YIELD FUND	723698406		12/31/2007		4/30/2012	268	251					0	0	0	-10
132	X	PIONEER HIGH YIELD FUND	723698406		6/30/2008		4/30/2012	261	259					0	0	0	2

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

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Net Gain or Loss
	Long Term CG Distributions	3,068													964,296	29,776
	Short Term CG Distributions	0													0	0
137	PIONEER HIGH YIELD FUND-X	723698406			1/31/2008		4/30/2012	258	258					0	0	0
138	PIONEER HIGH YIELD FUND-X	723698406			3/31/2008		4/30/2012	294	294					0	0	0
139	PIONEER HIGH YIELD FUND-X	723698406			2/29/2008		4/30/2012	259	259					0	0	0
140	PIONEER HIGH YIELD FUND-X	723698406			2/29/2008		4/30/2012	247	247					0	0	0
141	PIONEER HIGH YIELD FUND-X	723698406			5/30/2008		4/30/2012	247	251					0	0	0
142	PIONEER HIGH YIELD FUND-X	723698406			5/30/2008		4/30/2012	246	253					0	0	0
143	PIONEER HIGH YIELD FUND-X	723698406			12/29/2006		4/30/2012	221	211					0	0	0
144	PIONEER HIGH YIELD FUND-X	723698406			11/30/2006		4/30/2012	208	223					0	0	0
145	PIONEER HIGH YIELD FUND-X	723698406			1/31/2007		4/30/2012	197	213					0	0	0
146	PIONEER HIGH YIELD FUND-X	723698406			1/29/2006		4/30/2012	193	211					0	0	0
147	PIONEER HIGH YIELD FUND-X	723698406			5/14/2010		4/30/2012	104	111					0	0	0
148	PIONEER HIGH YIELD FUND-X	723698406			4/30/2010		4/30/2012	25	23					0	0	0
149	PIONEER HIGH YIELD FUND-X	723698406			10/24/2006		4/30/2012	8	7					0	0	0
150	PIONEER HIGH YIELD FUND-X	723698406			5/28/2010		4/30/2012	35,524	38,907					0	0	0
151	PIONEER HIGH YIELD FUND-X	723698406			6/30/2010		4/30/2012	210	192					0	0	0
152	PIONEER HIGH YIELD FUND-X	723698406			7/30/2010		4/30/2012	244	216					0	0	0
153	PIONEER HIGH YIELD FUND-X	723698406			8/31/2010		4/30/2012	241	222					0	0	0
154	PIONEER HIGH YIELD FUND-X	723698406			9/30/2010		4/30/2012	229	207					0	0	0
155	PIONEER HIGH YIELD FUND-X	723698406			9/30/2010		4/30/2012	248	235					0	0	0
156	PIONEER HIGH YIELD FUND-X	723698406			11/30/2010		4/30/2012	241	237					0	0	0
157	PIONEER HIGH YIELD FUND-X	723698406			12/31/2010		4/30/2012	248	243					0	0	0
158	RIDGEMOUTH SEIX HY BD-I	766281645			4/30/2012		8/8/2012	474	478					0	0	0
159	RIDGEMOUTH SEIX HY BD-I	766281645			4/30/2012		11/9/2012	1,988	1,961					0	0	0
160	T ROWE PRICE SHORT TERM	77957P105			4/30/2012		9/8/2012	4,836	4,836					0	0	0
161	T ROWE PRICE SHORT TERM	77957P105			4/30/2012		11/9/2012	31,268	31,268					0	0	0
162	T ROWE PRICE SHORT TERM	77957P105			11/14/2008		4/30/2012	10,430	10,408					0	0	0
163	T ROWE PRICE REAL ESTATE	779919109			6/26/2008		4/30/2012	10,859	4,710					6,149	0	0
164	T ROWE PRICE REAL ESTATE	779919109			4/30/2012		8/8/2012	39,066	32,708					6,358	0	0
165	SPDR DJ WILSHIRE INTERNA	78463X863			4/30/2012		11/9/2012	1,385	1,343					0	0	0
166	SPDR DJ WILSHIRE INTERNA	78463X863			10/17/2008		4/30/2012	1,564	1,455					0	0	0
167	SSGA EMERGING MARKETS F	784924425			3/11/2008		4/30/2012	6,117	3,548					2,569	0	0
168	SSGA EMERGING MARKETS F	784924425			10/23/2009		4/30/2012	5,667	2,898					2,769	0	0
169	SSGA EMERGING MARKETS F	784924425			10/24/2006		4/30/2012	1,225	1,139					0	0	0
170	SSGA EMERGING MARKETS F	784924425			10/22/2010		4/30/2012	29,525	30,326					0	0	0
171	SSGA EMERGING MARKETS F	784924425			10/21/2011		4/30/2012	817	884					0	0	0
172	SSGA EMERGING MARKETS F	784924425			10/21/2011		4/30/2012	809	731					0	0	0
173	TCW SMALL CAP GROWTH F	87234N849			4/30/2012		12/19/2012	20,271	22,341					0	0	0
174	TCW SMALL CAP GROWTH F	87234N849			5/11/2012		12/19/2012	1,026	1,047					0	0	0
175	TCW SMALL CAP GROWTH F	87234N849			8/10/2012		4/30/2012	236	238					0	0	0
176	VANGUARD SELECTED VALU	921946109			3/4/2010		4/30/2012	26,647	21,732					4,915	0	0
177	VANGUARD INFLAT PROTEC	922031869			11/14/2008		4/30/2012	28,446	22,131					6,315	0	0
178	VANGUARD REIT VIPER	922908553			4/30/2012		8/8/2012	988	976					0	0	0
179	WELLS FARGO ADV DS US CF	949848157			12/5/2009		4/30/2012	16,425	18,060					0	0	0
180	WELLS FARGO ADV DS US CF	949848157			3/11/2009		4/30/2012	15,958	8,645					0	0	0
181	WELLS FARGO ADV DS US CF	949848157			11/14/2008		4/30/2012	7,404	5,900					0	0	0
182	WELLS FARGO ADV DS US CF	949848157			12/4/2008		4/30/2012	6,816	4,398					0	0	0
183	WELLS FARGO ADV DS US CF	949848157			12/5/2006		4/30/2012	3,910	4,608					0	0	0
184	WELLS FARGO ADV DS US CF	949848157			3/13/2009		4/30/2012	1,244	696					0	0	0
185	WELLS FARGO ADV DS US CF	949848157			12/12/2008		4/30/2012	1,114	721					0	0	0
186	WELLS FARGO ADV DS US CF	949848157			12/11/2009		4/30/2012	779	627					0	0	0
187	WELLS FARGO ADV DS US CF	949848157			6/12/2009		4/30/2012	736	512					0	0	0
188	WELLS FARGO ADV DS US CF	949848157			9/11/2009		4/30/2012	661	509					0	0	0
189	WELLS FARGO ADV DS US CF	949848157			6/13/2008		4/30/2012	625	631					0	0	0
190	WELLS FARGO ADV DS US CF	949848157			1/22/2008		4/30/2012	562	620					0	0	0
191	WELLS FARGO ADV DS US CF	949848157			9/12/2008		4/30/2012	450	426					0	0	0
192	WELLS FARGO ADV DS US CF	949848157			3/5/2008		4/30/2012	404	403					0	0	0
193	WELLS FARGO ADV DS US CF	949848157			3/12/2010		4/30/2012	312	312					0	0	0
194	WELLS FARGO ADV DS US CF	949848157			3/12/2007		4/30/2012	252	298					0	0	0
195	WELLS FARGO ADV DS US CF	949848157			1/2/2007		4/30/2012	137	162					0	0	0
196	WELLS FARGO ADV DS US CF	949848157			4/1/2008		4/30/2012	113	112					0	0	0
197	WELLS FARGO ADV DS US CF	949848157			10/24/2006		4/30/2012	25,318	30,223					0	0	0
198	WELLS FARGO ADV DS US CF	949848157			6/10/2010		4/30/2012	404	320					0	0	0
199	WELLS FARGO ADV DS US CF	949848157			12/16/2010		4/30/2012	62	56					0	0	0
200	WESTERN ASSET CORE PLUS	957663503			6/11/2009		4/30/2012	2,751	2,195					0	0	0
201	WESTERN ASSET CORE PLUS	957663503			12/31/2008		4/30/2012	2,045	1,565					0	0	0
202	WESTERN ASSET CORE PLUS	957663503			12/31/2009		4/30/2012	1,989	1,788					0	0	0
203	WESTERN ASSET CORE PLUS	957663503			5/24/2007		4/30/2012	1,606	1,469					0	0	0
204	WESTERN ASSET CORE PLUS	957663503			8/29/2008		4/30/2012	1,310	1,097					0	0	0

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

Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Gross Sales	Net Gain or Loss
	Long Term CG Distributions	3,068													964,296	29,776
	Short Term CG Distributions	0													0	0
205	X	WESTERN ASSET CORE PLUS			10/31/2008		4/30/2012	1,301	980				0	321		
206	X	WESTERN ASSET CORE PLUS			7/31/2008		4/30/2012	1,287	1,069				0	218		
207	X	WESTERN ASSET CORE PLUS			9/30/2008		4/30/2012	1,286	1,147				0	139		
208	X	WESTERN ASSET CORE PLUS			6/29/2007		4/30/2012	1,224	1,103				0	121		
209	X	WESTERN ASSET CORE PLUS			9/31/2007		4/30/2012	1,218	1,111				0	107		
210	X	WESTERN ASSET CORE PLUS			8/31/2007		4/30/2012	1,213	1,087				0	126		
211	X	WESTERN ASSET CORE PLUS			9/30/2008		4/30/2012	1,206	976				0	230		
212	X	WESTERN ASSET CORE PLUS			12/31/2007		4/30/2012	1,200	1,078				0	122		
213	X	WESTERN ASSET CORE PLUS			6/30/2008		4/30/2012	1,192	1,005				0	187		
214	X	WESTERN ASSET CORE PLUS			9/28/2007		4/30/2012	1,185	1,072				0	113		
215	X	WESTERN ASSET CORE PLUS			5/30/2008		4/30/2012	1,184	1,028				0	156		
216	X	WESTERN ASSET CORE PLUS			1/31/2008		4/30/2012	1,181	1,075				0	106		
217	X	WESTERN ASSET CORE PLUS			11/30/2007		4/30/2012	1,179	1,065				0	114		
218	X	WESTERN ASSET CORE PLUS			10/31/2007		4/30/2012	1,154	1,045				0	109		
219	X	WESTERN ASSET CORE PLUS			3/31/2008		4/30/2012	1,148	1,001				0	147		
220	X	WESTERN ASSET CORE PLUS			11/28/2008		4/30/2012	1,116	808				0	308		
221	X	WESTERN ASSET CORE PLUS			2/29/2008		4/30/2012	1,084	956				0	128		
222	X	WESTERN ASSET CORE PLUS			4/30/2009		4/30/2012	1,061	943				0	118		
223	X	WESTERN ASSET CORE PLUS			4/30/2009		4/30/2012	986	707				0	199		
224	X	WESTERN ASSET CORE PLUS			9/30/2009		4/30/2012	896	652				0	224		
225	X	WESTERN ASSET CORE PLUS			5/29/2009		4/30/2012	865	702				0	163		
226	X	WESTERN ASSET CORE PLUS			7/31/2009		4/30/2012	836	709				0	127		
227	X	WESTERN ASSET CORE PLUS			11/30/2009		4/30/2012	784	706				0	78		
228	X	WESTERN ASSET CORE PLUS			6/30/2009		4/30/2012	779	630				0	149		
229	X	WESTERN ASSET CORE PLUS			10/30/2009		4/30/2012	779	696				0	83		
230	X	WESTERN ASSET CORE PLUS			2/27/2009		4/30/2012	769	559				0	210		
231	X	WESTERN ASSET CORE PLUS			8/31/2009		4/30/2012	763	654				0	109		
232	X	WESTERN ASSET CORE PLUS			9/30/2009		4/30/2012	684	603				0	81		
233	X	WESTERN ASSET CORE PLUS			1/30/2009		4/30/2012	637	484				0	153		
234	X	WESTERN ASSET CORE PLUS			3/31/2010		4/30/2012	577	532				0	45		
235	X	WESTERN ASSET CORE PLUS			2/26/2010		4/30/2012	524	472				0	44		
236	X	WESTERN ASSET CORE PLUS			5/24/2007		4/30/2012	516	472				0	44		
237	X	WESTERN ASSET CORE PLUS			1/29/2010		4/30/2012	512	466				0	46		
238	X	WESTERN ASSET CORE PLUS			10/24/2006		4/30/2012	497	466				0	7,758		
239	X	WESTERN ASSET CORE PLUS			5/26/2010		4/30/2012	417	389				0	28		
240	X	GOLDEN SMALL CAP CORE F			12/12/2007		4/30/2012	44	46				0	-2		
241	X	GOLDEN SMALL CAP CORE F			3/4/2010		4/30/2012	15,627	16,443				0	-816		
242	X	GOLDMAN SACHS GRTH OPP			10/24/2006		4/30/2012	36,722	29,581				0	7,141		
243	X	HUSSMAN STRATEGIC GROW			4/30/2012		4/30/2012	16,372	16,916				0	-544		
244	X	THE INVESTMENT CO AWR			12/17/2009		4/30/2012	73,345	63,067				0	10,278		
245	X	KEELEY SMALL CAP VAL FD O			4/30/2012		4/30/2012	646	650				0	-4		
246	X	KEELEY SMALL CAP VAL FD O			4/30/2012		4/30/2012	1,561	1,507				0	54		
247	X	MAINSTAY EP US EQUITY-INS			4/30/2012		4/30/2012	11,731	11,731				0	-35		
248	X	MERGER FD SH BEN INT, 260			8/8/2012		4/30/2012	4,529	4,506				0	23		
249	X	OPPENHEIMER DEVELOPING			4/30/2012		4/30/2012	1,645	1,620				0	25		
250	X	PIMCO TOTAL RET FD-INST 3			4/30/2012		4/30/2012	1,669	1,604				0	5		
251	X	PIMCO FOREIGN BD FD USD			10/30/2009		4/30/2012	93	89				0	4		
252	X	PIMCO FOREIGN BD FD USD			11/30/2009		4/30/2012	80	78				0	2		
253	X	PIMCO FOREIGN BD FD USD			4/30/2010		4/30/2012	71	69				0	2		
254	X	PIMCO FOREIGN BD FD USD			5/28/2010		4/30/2012	49	47				0	2		
255	X	PIMCO FOREIGN BD FD USD			6/30/2010		4/30/2012	54	53				0	1		
256	X	PIMCO FOREIGN BD FD USD			7/30/2010		4/30/2012	64	64				0	1		
257	X	PIMCO FOREIGN BD FD USD			8/31/2010		4/30/2012	56	57				0	-1		
258	X	PIMCO FOREIGN BD FD USD			9/30/2010		4/30/2012	55	55				0	0		
259	X	PIMCO FOREIGN BD FD USD			10/29/2010		4/30/2012	66	66				0	0		
260	X	LAUDUS MONDRIAN INTL FHI			4/30/2012		4/30/2012	8,570	8,556				0	14		

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

		750	0	0	750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750

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

		542	222	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	222	222		
2	PY EXCISE TAX DUE	60			
3	ESTIMATED EXCISE PAYMENTS	260			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	824,416
2	HARBOR CAPITAL APRCTION-INST 2012		0	53,669	52,215
3	MERGER FD SH BEN INT 260		0	12,746	12,762
4	PIMCO TOTAL RET FD-INST 35		0	134,052	133,732
5	PIMCO FOREIGN BD FD USD H-INST 103		0	17,264	18,687
6	T ROWE PRICE SHORT TERM BD FD 55		0	8,354	8,354
7	ARTISAN MID CAP FUND-INSTL 1333		0	25,049	23,656
8	ISHARES RUSSELL 2000 GROWTH		0	21,647	21,635
9	ISHARES S & P 500 INDEX FUND		0	29,893	30,489
10	LAUDUS MONDRIAN INTL FI-INST 2940		0	19,047	18,613
11	DODGE & COX INT'L STOCK FD 1048		0	37,297	40,227
12	MFS VALUE FUND-CLASS I 893		0	39,212	39,790
13	DREYFUS EMG MKT DEBT LOC C-I 6083		0	41,330	43,588
14	DRIEHAUS ACTIVE INCOME FUND		0	12,786	13,106
15	JP MORGAN MID CAP VALUE-I 758		0	18,159	19,065
16	HUSSMAN STRATEGIC GROWTH FUND 60		0	17,586	16,378
17	PIMCO EMERG MKTS BD-INST 137		0	0	0
18	VANGUARD REIT VIPER		0	29,032	29,281
19	VANGUARD EMERGING MARKETS ETF		0	26,494	27,787
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	24,665	26,068
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	27,199	30,144
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	21,621	22,072
23	RIDGEWORTH SEIX HY BD-I 5855		0	40,645	42,529
24	GATEWAY FUND - Y 1986		0	21,317	21,084
25	CREDIT SUISSE COMM RT ST-CO 2156		0	42,426	41,648
26	KEELEY SMALL CAP VAL FD CL I 2251		0	20,185	22,383
27	ARTISAN INTERNATIONAL FUND 661		0	37,178	39,992
28	DODGE & COX INCOME FD COM 147		0	28,711	29,131

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	1,246
2	Total	2	1,246

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

1	COST BASIS ADJUSTMENT	1	540
2	MUTUAL FUND & CTF INCOME SUBTRACTIONS	2	2,773
3	Total	3	3,313

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

Long Term CG Distributions		Short Term CG Distributions		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense or Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Amount	3,068	0	0													
1	MFS VALUE FUND-CLASS I 893			525881694	4/30/2010	6/8/2012	1,326				1,330	4	0	0	0	0
2	PIMCO FOREIGN BD FD USD H-INST 10			693390882	4/30/2010	4/30/2012	66				65	1	0	0	0	0
3	PIMCO FOREIGN BD FD USD H-INST 10			693390882	12/8/2010	4/30/2012	603				577	26	0	0	0	0
4	PIMCO FOREIGN BD FD USD H-INST 10			693390882	1/23/12/010	4/30/2012	75				73	2	0	0	0	0
5	PIMCO FOREIGN BD FD USD H-INST 10			693390882	10/24/2006	4/30/2012	1,469				1,403	66	0	0	0	0
6	PIMCO FOREIGN BD FD USD H-INST 10			693390882	10/24/2006	6/8/2012	9,083				8,499	584	0	0	0	0
7	PIMCO EMERG MKTS BD-INST 137			693391559	3/26/2007	4/30/2012	5,268				4,954	314	0	0	0	0
8	PIMCO EMERG MKTS BD-INST 137			693391559	1/21/3/2006	4/30/2012	992				925	67	0	0	0	0
9	PIMCO EMERG MKTS BD-INST 137			693391559	1/21/2/2007	4/30/2012	728				654	74	0	0	0	0
10	PIMCO EMERG MKTS BD-INST 137			693391559	1/21/2/2006	4/30/2012	632				589	43	0	0	0	0
11	PIMCO EMERG MKTS BD-INST 137			693391559	1/21/2/2007	4/30/2012	595				535	60	0	0	0	0
12	PIMCO EMERG MKTS BD-INST 137			693391559	1/21/2/2008	4/30/2012	359				387	194	0	0	0	0
13	PIMCO EMERG MKTS BD-INST 137			693391559	1/30/2009	4/30/2012	348				248	100	0	0	0	0
14	PIMCO EMERG MKTS BD-INST 137			693391559	1/23/1/2008	4/30/2012	333				237	96	0	0	0	0
15	PIMCO EMERG MKTS BD-INST 137			693391559	1/28/2/2008	4/30/2012	288				194	94	0	0	0	0
16	PIMCO EMERG MKTS BD-INST 137			693391559	8/29/2008	4/30/2012	272				236	36	0	0	0	0
17	PIMCO EMERG MKTS BD-INST 137			693391559	9/30/2008	4/30/2012	264				210	54	0	0	0	0
18	PIMCO EMERG MKTS BD-INST 137			693391559	8/31/2/2008	4/30/2012	262				228	34	0	0	0	0
19	PIMCO EMERG MKTS BD-INST 137			693391559	8/31/2/2008	4/30/2012	257				225	32	0	0	0	0
20	PIMCO EMERG MKTS BD-INST 137			693391559	5/30/2008	4/30/2012	252				227	25	0	0	0	0
21	PIMCO EMERG MKTS BD-INST 137			693391559	3/31/2/2008	4/30/2012	247				177	70	0	0	0	0
22	PIMCO EMERG MKTS BD-INST 137			693391559	3/31/2/2008	4/30/2012	240				216	24	0	0	0	0
23	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2008	4/30/2012	238				216	22	0	0	0	0
24	PIMCO EMERG MKTS BD-INST 137			693391559	6/30/2008	4/30/2012	234				204	30	0	0	0	0
25	PIMCO EMERG MKTS BD-INST 137			693391559	2/29/2007	4/30/2012	224				203	21	0	0	0	0
26	PIMCO EMERG MKTS BD-INST 137			693391559	1/5/20/2007	4/30/2012	219				204	15	0	0	0	0
27	PIMCO EMERG MKTS BD-INST 137			693391559	1/23/1/2007	4/30/2012	215				193	22	0	0	0	0
28	PIMCO EMERG MKTS BD-INST 137			693391559	1/31/2/2007	4/30/2012	213				193	20	0	0	0	0
29	PIMCO EMERG MKTS BD-INST 137			693391559	7/31/2/2007	4/30/2012	211				190	21	0	0	0	0
30	PIMCO EMERG MKTS BD-INST 137			693391559	10/31/2/2007	4/30/2012	209				186	23	0	0	0	0
31	PIMCO EMERG MKTS BD-INST 137			693391559	6/29/2007	4/30/2012	204				187	17	0	0	0	0
32	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2009	4/30/2012	200				149	51	0	0	0	0
33	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2009	4/30/2012	197				161	36	0	0	0	0
34	PIMCO EMERG MKTS BD-INST 137			693391559	7/31/2/2009	4/30/2012	186				163	23	0	0	0	0
35	PIMCO EMERG MKTS BD-INST 137			693391559	5/31/2/2001	4/30/2012	183				152	31	0	0	0	0
36	PIMCO EMERG MKTS BD-INST 137			693391559	5/29/2/2009	4/30/2012	182				152	30	0	0	0	0
37	PIMCO EMERG MKTS BD-INST 137			693391559	9/28/2/2007	4/30/2012	182				173	13	0	0	0	0
38	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2007	4/30/2012	182				142	38	0	0	0	0
39	PIMCO EMERG MKTS BD-INST 137			693391559	6/30/2009	4/30/2012	179				154	25	0	0	0	0
40	PIMCO EMERG MKTS BD-INST 137			693391559	10/30/2009	4/30/2012	177				152	25	0	0	0	0
41	PIMCO EMERG MKTS BD-INST 137			693391559	9/30/2009	4/30/2012	174				143	31	0	0	0	0
42	PIMCO EMERG MKTS BD-INST 137			693391559	8/31/2/2009	4/30/2012	173				161	12	0	0	0	0
43	PIMCO EMERG MKTS BD-INST 137			693391559	2/28/2/2007	4/30/2012	172				160	12	0	0	0	0
44	PIMCO EMERG MKTS BD-INST 137			693391559	1/22/9/2006	4/30/2012	172				146	28	0	0	0	0
45	PIMCO EMERG MKTS BD-INST 137			693391559	1/23/1/2009	4/30/2012	169				150	17	0	0	0	0
46	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2010	4/30/2012	167				140	27	0	0	0	0
47	PIMCO EMERG MKTS BD-INST 137			693391559	3/31/2/010	4/30/2012	156				133	23	0	0	0	0
48	PIMCO EMERG MKTS BD-INST 137			693391559	1/30/2/009	4/30/2012	152				133	19	0	0	0	0
49	PIMCO EMERG MKTS BD-INST 137			693391559	6/30/2009	4/30/2012	152				139	13	0	0	0	0
50	PIMCO EMERG MKTS BD-INST 137			693391559	2/26/2010	4/30/2012	144				127	17	0	0	0	0
51	PIMCO EMERG MKTS BD-INST 137			693391559	1/31/2/2007	4/30/2012	135				117	18	0	0	0	0
52	PIMCO EMERG MKTS BD-INST 137			693391559	1/28/2010	4/30/2012	135				117	18	0	0	0	0
53	PIMCO EMERG MKTS BD-INST 137			693391559	10/24/2006	4/30/2012	17,493				16,599	894	0	0	0	0
54	PIMCO EMERG MKTS BD-INST 137			693391559	5/28/2010	4/30/2012	152				134	18	0	0	0	0
55	PIMCO EMERG MKTS BD-INST 137			693391559	5/28/2010	4/30/2012	152				134	18	0	0	0	0
56	PIMCO EMERG MKTS BD-INST 137			693391559	7/30/2010	4/30/2012	137				127	10	0	0	0	0
57	PIMCO EMERG MKTS BD-INST 137			693391559	8/31/2/010	4/30/2012	135				131	4	0	0	0	0
58	PIMCO EMERG MKTS BD-INST 137			693391559	9/30/2010	4/30/2012	137				132	5	0	0	0	0
59	PIMCO EMERG MKTS BD-INST 137			693391559	4/30/2010	4/30/2012	137				111	26	0	0	0	0
60	DELAWARE POOLED TR INTL EQUITY			246248306	8/8/2012	8/8/2012	714				703	11	0	0	0	0
61	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/5/2008	4/30/2012	9,462				8,103	1,359	0	0	0	0
62	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/5/2008	4/30/2012	4,915				6,243	1,047	0	0	0	0
63	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/9/2007	4/30/2012	4,690				9,081	4,166	0	0	0	0
64	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/7/2009	4/30/2012	2,399				2,495	96	0	0	0	0
65	DELAWARE POOLED TR INTL EQUITY			246248306	3/11/2/2009	4/30/2012	1,479				2,495	96	0	0	0	0
66	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/5/2006	4/30/2012	1,344				2,483	1,139	0	0	0	0
67	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/2/2006	4/30/2012	265				2,315	1,050	0	0	0	0
68	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/2/2006	4/30/2012	283				523	240	0	0	0	0
69	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/2/2006	4/30/2012	62				117	55	0	0	0	0
70	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/2/2006	4/30/2012	25,822				2,210	25,623	0	0	0	0
71	DELAWARE POOLED TR INTL EQUITY			246248306	1/21/2/2010	4/30/2012	2,130				6,628	600	0	0	0	0
72	DODGE & COX INTL STOCK FD 1048			296206103	4/30/2012	8/9/2012	6,483				2,156	19	0	0	0	0
73	DODGE & COX INTL STOCK FD 1048			296206103	4/30/2012	8/9/2012	6,346				6,332	14	0	0	0	0
74	ARTISAN INTERNATIONAL FUND 661			04314H204	10/29/2010	4/30/2012	141				137	4	0	0	0	0
75	PIMCO EMERG MKTS BD-INST 137			693391559	1/30/2010	4/30/2012	143				135	8	0	0		

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

Long Term CG Distributions		Short Term CG Distributions		Amount		How Acquired		Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses	
				3,068											26,708	0	0	0	26,708
168	SSGA EMERGING MARKETS FD S 1510							7/8/2009	4/30/2012	1,225	1,225	0	1,139	86	0	0	0	0	86
170	SSGA EMERGING MARKETS FD S 1510							10/24/2006	4/30/2012	29,525	29,525	0	30,328	-803	0	0	0	0	-803
171	SSGA EMERGING MARKETS FD S 1510							10/22/2011	4/30/2012	809	809	0	884	-78	0	0	0	0	-78
172	SSGA EMERGING MARKETS FD S 1510							10/21/2011	4/30/2012	809	809	0	731	78	0	0	0	0	78
173	TGW SMALL CAP GROWTH FUND I 4772							4/30/2012	12/19/2012	1,026	1,026	0	22,341	2,070	0	0	0	0	2,070
174	TGW SMALL CAP GROWTH FUND I 4772							5/11/2012	12/19/2012	236	236	0	1,047	-2	0	0	0	0	-2
175	TGW SMALL CAP GROWTH FUND I 4772							3/4/2012	4/30/2012	28,446	28,446	0	27,132	1,314	0	0	0	0	1,314
176	YANGUARD SELECTED VALUE FD 934							11/14/2008	4/30/2012	988	988	0	976	12	0	0	0	0	12
177	YANGUARD REIT WPER							12/5/2007	4/30/2012	16,425	16,425	0	18,060	-1,635	0	0	0	0	-1,635
178	WELLS FARGO ADV DS US CR FD ADM							3/11/2009	4/30/2012	15,958	15,958	0	6,645	9,313	0	0	0	0	9,313
180	WELLS FARGO ADV DS US CR FD ADM							11/14/2008	4/30/2012	7,404	7,404	0	5,000	2,404	0	0	0	0	2,404
181	WELLS FARGO ADV DS US CR FD ADM							12/6/2006	4/30/2012	6,616	6,616	0	4,388	2,228	0	0	0	0	2,228
182	WELLS FARGO ADV DS US CR FD ADM							3/13/2009	4/30/2012	3,910	3,910	0	4,608	-698	0	0	0	0	-698
183	WELLS FARGO ADV DS US CR FD ADM							12/12/2008	4/30/2012	1,244	1,244	0	696	548	0	0	0	0	548
184	WELLS FARGO ADV DS US CR FD ADM							12/11/2009	4/30/2012	779	779	0	721	58	0	0	0	0	58
185	WELLS FARGO ADV DS US CR FD ADM							6/12/2009	4/30/2012	736	736	0	512	226	0	0	0	0	226
186	WELLS FARGO ADV DS US CR FD ADM							9/11/2009	4/30/2012	661	661	0	509	152	0	0	0	0	152
187	WELLS FARGO ADV DS US CR FD ADM							6/13/2008	4/30/2012	625	625	0	631	-6	0	0	0	0	-6
188	WELLS FARGO ADV DS US CR FD ADM							12/20/2008	4/30/2012	562	562	0	620	-58	0	0	0	0	-58
189	WELLS FARGO ADV DS US CR FD ADM							9/12/2008	4/30/2012	450	450	0	426	24	0	0	0	0	24
190	WELLS FARGO ADV DS US CR FD ADM							3/3/2008	4/30/2012	404	404	0	403	1	0	0	0	0	1
191	WELLS FARGO ADV DS US CR FD ADM							3/12/2010	4/30/2012	369	369	0	312	57	0	0	0	0	57
192	WELLS FARGO ADV DS US CR FD ADM							3/17/2007	4/30/2012	252	252	0	298	-46	0	0	0	0	-46
193	WELLS FARGO ADV DS US CR FD ADM							12/2/2007	4/30/2012	137	137	0	162	-25	0	0	0	0	-25
194	WELLS FARGO ADV DS US CR FD ADM							4/11/2008	4/30/2012	113	113	0	112	1	0	0	0	0	1
195	WELLS FARGO ADV DS US CR FD ADM							10/6/2006	4/30/2012	25,318	25,318	0	30,223	-4,905	0	0	0	0	-4,905
197	WELLS FARGO ADV DS US CR FD ADM							6/10/2010	4/30/2012	404	404	0	320	84	0	0	0	0	84
198	WELLS FARGO ADV DS US CR FD ADM							12/16/2010	4/30/2012	62	62	0	56	6	0	0	0	0	6
199	WELLS FARGO ADV DS US CR FD ADM							6/1/2008	4/30/2012	2,751	2,751	0	2,195	556	0	0	0	0	556
200	WESTERN ASSET CORE PLUS BOND I							7/23/2008	4/30/2012	2,045	2,045	0	1,565	480	0	0	0	0	480
201	WESTERN ASSET CORE PLUS BOND I							2/3/2009	4/30/2012	1,988	1,988	0	1,788	200	0	0	0	0	200
202	WESTERN ASSET CORE PLUS BOND I							2/3/2009	4/30/2012	1,886	1,886	0	1,469	417	0	0	0	0	417
203	WESTERN ASSET CORE PLUS BOND I							5/24/2007	4/30/2012	300	300	0	1,097	-797	0	0	0	0	-797
204	WESTERN ASSET CORE PLUS BOND I							6/29/2008	4/30/2012	300	300	0	980	320	0	0	0	0	320
205	WESTERN ASSET CORE PLUS BOND I							10/3/2006	4/30/2012	1,300	1,300	0	1,059	241	0	0	0	0	241
206	WESTERN ASSET CORE PLUS BOND I							7/31/2006	4/30/2012	297	297	0	1,059	-762	0	0	0	0	-762
207	WESTERN ASSET CORE PLUS BOND I							7/31/2007	4/30/2012	286	286	0	1,147	-861	0	0	0	0	-861
208	WESTERN ASSET CORE PLUS BOND I							9/29/2007	4/30/2012	224	224	0	103	121	0	0	0	0	121
209	WESTERN ASSET CORE PLUS BOND I							5/3/2007	4/30/2012	218	218	0	111	107	0	0	0	0	107
210	WESTERN ASSET CORE PLUS BOND I							8/3/2007	4/30/2012	213	213	0	107	106	0	0	0	0	106
211	WESTERN ASSET CORE PLUS BOND I							9/30/2008	4/30/2012	206	206	0	126	80	0	0	0	0	80
212	WESTERN ASSET CORE PLUS BOND I							12/3/2007	4/30/2012	1,213	1,213	0	976	237	0	0	0	0	237
213	WESTERN ASSET CORE PLUS BOND I							6/30/2008	4/30/2012	1,192	1,192	0	1,095	97	0	0	0	0	97
214	WESTERN ASSET CORE PLUS BOND I							9/28/2007	4/30/2012	1,185	1,185	0	1,072	113	0	0	0	0	113
215	WESTERN ASSET CORE PLUS BOND I							5/30/2008	4/30/2012	1,184	1,184	0	1,028	156	0	0	0	0	156
216	WESTERN ASSET CORE PLUS BOND I							1/31/2008	4/30/2012	1,181	1,181	0	1,075	106	0	0	0	0	106
217	WESTERN ASSET CORE PLUS BOND I							11/30/2007	4/30/2012	1,179	1,179	0	1,065	114	0	0	0	0	114
218	WESTERN ASSET CORE PLUS BOND I							10/31/2007	4/30/2012	1,154	1,154	0	1,045	109	0	0	0	0	109
219	WESTERN ASSET CORE PLUS BOND I							3/3/2008	4/30/2012	1,148	1,148	0	1,001	147	0	0	0	0	147
220	WESTERN ASSET CORE PLUS BOND I							11/28/2008	4/30/2012	1,116	1,116	0	808	308	0	0	0	0	308
221	WESTERN ASSET CORE PLUS BOND I							2/29/2008	4/30/2012	1,084	1,084	0	956	128	0	0	0	0	128
222	WESTERN ASSET CORE PLUS BOND I							4/30/2008	4/30/2012	1,061	1,061	0	943	118	0	0	0	0	118
223	WESTERN ASSET CORE PLUS BOND I							4/30/2009	4/30/2012	906	906	0	707	199	0	0	0	0	199
224	WESTERN ASSET CORE PLUS BOND I							3/31/2009	4/30/2012	896	896	0	662	234	0	0	0	0	234
225	WESTERN ASSET CORE PLUS BOND I							5/29/2009	4/30/2012	865	865	0	702	163	0	0	0	0	163
226	WESTERN ASSET CORE PLUS BOND I							7/31/2009	4/30/2012	836	836	0	709	127	0	0	0	0	127
227	WESTERN ASSET CORE PLUS BOND I							11/30/2009	4/30/2012	784	784	0	706	78	0	0	0	0	78
228	WESTERN ASSET CORE PLUS BOND I							6/30/2009	4/30/2012	779	779	0	630	149	0	0	0	0	149
229	WESTERN ASSET CORE PLUS BOND I							10/30/2009	4/30/2012	769	769	0	696	73	0	0	0	0	73
230	WESTERN ASSET CORE PLUS BOND I							2/27/2009	4/30/2012	763	763	0	559	204	0	0	0	0	204
231	WESTERN ASSET CORE PLUS BOND I							6/31/2009	4/30/2012	684	684	0	654	30	0	0	0	0	30
232	WESTERN ASSET CORE PLUS BOND I							9/30/2009	4/30/2012	637	637	0	603	34	0	0	0	0	34
233	WESTERN ASSET CORE PLUS BOND I							3/31/2010	4/30/2012	577	577	0	484	93	0	0	0	0	93
234	WESTERN ASSET CORE PLUS BOND I							2/26/2010	4/30/2012	524	524	0	479	45	0	0	0	0	45
235	WESTERN ASSET CORE PLUS BOND I							5/24/2007	4/30/2012	516	516	0	472	44	0	0	0	0	44
236	WESTERN ASSET CORE PLUS BOND I							1/9/2010	4/30/2012	512	512	0	466	46	0	0	0	0	46
237	WESTERN ASSET CORE PLUS BOND I							10/24/2006	4/30/2012	444	444	0	399	45	0	0	0	0	45
238	WESTERN ASSET CORE PLUS BOND I							7/17/2009	4/30/2012	417	417	0	369	48	0	0	0	0	48
239	WESTERN ASSET CORE PLUS BOND I	</																	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	101N Independence Mall E MACY1377	Philadelphia	PA	19106-2112		TRUSTEE	4.00	12,188	0	0
2												
										12,188	0	0

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	260
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	260

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	35,426
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	35,426