Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: JOSEPH H STAHLBERG FOUNDATION

A Employer identification number: 26-3456559

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Indepndence 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 ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,918,302

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

ENVELOPE POSTMARK DATE MAY 09 2013

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,391	49,595		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	16,223			
	b Gross sales price for all assets on line 6a 522,809				
	7 Capital gain net income (from Part IV, line 2)		16,223		
	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	66,614	65,818	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29,723	22,292		7,431
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,039			1,039
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,880	980		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12	2		10
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,654	23,274	0	8,480
	25 Contributions, gifts, grants paid	140,000			140,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	173,654	23,274	0	148,480
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-107,040			
	b **Net investment income** (if negative, enter -0-)		42,544		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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12

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	81,648	64,011	64,011
	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)	230,322		
	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)	1,624,037	1,761,278	1,854,286
	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)	1,936,007	1,825,289	1,918,297
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,936,007	1,825,289	
	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)	1,936,007	1,825,289	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,936,007	1,825,289	

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	1,936,007
2	Enter amount from Part I, line 27a	2	-107,040
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,152
4	Add lines 1, 2, and 3	4	1,831,119
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	5,830
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,825,289

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	16,223
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	208,250	2,046,369	0 101766
2010	86,679	1,988,260	0 043595
2009	91,684	1,877,657	0 048829
2008	3,257	1,781,153	0.001829
2007			0 000000

2 **Total** of line 1, column (d)	2	0.196019
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 049005
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,955,858
5 Multiply line 4 by line 3	5	95,847
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	425
7 Add lines 5 and 6	7	96,272
8 Enter qualifying distributions from Part XII, line 4	8	148,480

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	425
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	425
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	425
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,480		
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	1,480
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,055
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ 425 **Refunded** ▶		11	630

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?	1a		X
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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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? ☐ Yes ☒ 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)? **5b** N/A

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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	29,723		

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	1,902,252
b	Average of monthly cash balances		1b	83,391
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,985,643
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	1,985,643
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	29,785
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,955,858
6	**Minimum investment return.** Enter 5% of line 5		6	97,793

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	97,793
2a	Tax on investment income for 2012 from Part VI, line 5	2a	425		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	425
3	Distributable amount before adjustments Subtract line 2c from line 1			3	97,368
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	97,368
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	97,368

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	148,480
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	148,480
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	425
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	148,055

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				97,368
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			70,884	
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 ▶ $ 148,480				
a	Applied to 2011, but not more than line 2a			70,884	
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				77,596
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				19,772
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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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 *Paid during the year*				
See Attached Statement				
Total . . . ▶ **3a**				140,000
b *Approved for future payment*				
NONE				
Total . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	50,391	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	16,223	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		66,614	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 66,614

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John N Sulentic SVP Wells Fargo Bank N.A. | 3/23/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		3/23/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

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

	Amount
Long Term CG Distributions	3,372
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	522,809	506,586	16,223
Other sales	0	0	0

	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
1	X	TARGET CORP	87612E106			10/21/2011		5/9/2012	994	974				0	20
2	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/9/2011		11/16/2012	4,510	4,650				0	-140
3	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/9/2011		8/9/2012	1,503	1,591				0	-88
4	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/9/2011		5/9/2012	2,854	3,222				0	-368
5	X	RIDGEWORTH SEIX HY BD-I #	76628T645			5/10/2011		11/16/2012	6,415	6,603				0	-188
6	X	RIDGEWORTH SEIX HY BD-I #	76628T645			5/10/2011		8/9/2012	1,368	1,416				0	-48
7	X	QUALCOMM INC	747525103			10/21/2011		8/9/2012	4,600	3,958				0	642
8	X	PUBLIC SVC ENTERPRISE GR	744573106			10/21/2011		8/9/2012	4,471	4,651				0	-180
9	X	PROCTER & GAMBLE CO	742718109			10/21/2011		8/9/2012	3,997	3,937				0	60
10	X	PROCTER & GAMBLE CO	742718109			10/21/2011		5/9/2012	1,087	1,115				0	-28
11	X	PHILLIPS 66	718546104			10/21/2011		5/17/2012	1,007	1,041				0	-34
12	X	PIMCO FOREIGN BD FD USD	693390882			8/25/2011		8/9/2012	16,235	15,575				0	660
13	X	PIMCO FOREIGN BD FD USD	693390882			5/11/2012		8/9/2012	5,197	5,098				0	99
14	X	OCCIDENTAL PETE CORP	674599105			10/21/2011		8/9/2012	4,619	4,371				0	248
15	X	NATIONAL OILWELL INC COM	637071101			10/21/2011		8/9/2012	4,731	4,080				0	651
16	X	ISHARES CORE S&P SMALL-C	464287804			5/31/2011		11/16/2012	3,004	3,130				0	-126
17	X	ISHARES TR SMALLCAP 600 I	464287804			5/31/2011		8/9/2012	1,486	1,490				0	-4
18	X	MICROSOFT CORP	594918104			10/21/2011		5/9/2012	999	898				0	101
19	X	MERGER FD SH BEN INT #260	589509108			1/12/2011		8/9/2012	6,571	6,546				0	25
20	X	MEADWESTVACO CORP	583334107			10/21/2011		8/9/2012	4,222	3,715				0	507
21	X	MCKESSON CORP	58155Q103			10/21/2011		8/9/2012	4,058	3,397				0	661
22	X	MCKESSON CORP	58155Q103			10/21/2011		5/9/2012	1,159	960				0	199
23	X	MCDONALDS CORP	580135101			10/21/2011		8/9/2012	4,296	4,465				0	-169
24	X	MCDONALDS CORP	580135101			10/21/2011		5/9/2012	1,209	1,185				0	24
25	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/23/2010		8/9/2012	20,673	20,498				0	175
26	X	KRAFT FOODS INC	50075N104			10/21/2011		3/28/2012	5,041	4,691				0	350
27	X	JOHNSON & JOHNSON	478160104			10/21/2011		8/9/2012	4,503	4,165				0	338
28	X	ISHARES TR SMALLCAP 600 I	464287804			5/31/2011		5/9/2012	11,480	11,774				0	-294
29	X	ISHARES S&P MIDCAP 400 VA	464287705			10/21/2011		11/16/2012	1,947	1,755				0	192
30	X	ISHARES S&P MIDCAP 400 VA	464287705			10/21/2011		5/9/2012	11,280	10,018				0	1,262
31	X	ISHARES S&P MIDCAP 400 GF	464287606			10/21/2011		11/16/2012	538	490				0	48
32	X	ISHARES S&P MIDCAP 400 GF	464287606			8/9/2012		11/16/2012	1,936	1,954				0	-18
33	X	ISHARES MSCI EAFE	464287465			12/8/2010		11/16/2012	7,664	8,399				0	-735
34	X	ISHARES MSCI EAFE	464287465			3/21/2011		11/16/2012	6,674	7,604				0	-930
35	X	ISHARES MSCI EAFE	464287465			3/21/2011		8/9/2012	6,981	8,020				0	-1,039
36	X	ISHARES S & P 500 INDEX FU	464287200			2/10/2010		8/9/2012	141	107				0	34
37	X	ISHARES S & P 500 INDEX FU	464287200			2/4/2010		8/9/2012	2,676	2,047				0	629
38	X	HOME DEPOT INC	437076102			10/21/2011		7/16/2012	926	650				0	276
39	X	HOME DEPOT INC	437076102			10/21/2011		5/9/2012	1,400	1,011				0	389
40	X	ISHARES S & P 500 INDEX FU	464287200			2/4/2010		5/9/2012	7,732	6,141				0	1,591
41	X	INTUIT COM	461202103			12/21/2011		8/9/2012	5,245	4,670				0	575
42	X	INTERNATIONAL BUSINESS M	459200101			10/21/2011		8/9/2012	5,179	4,659				0	520
43	X	INTERCONTINENTALEXCHAN	45865V100			10/21/2011		8/9/2012	3,826	3,596				0	230
44	X	INTERCONTINENTALEXCHAN	45865V100			10/21/2011		5/9/2012	1,115	1,116				0	-1
45	X	INTEL CORP	458140100			10/21/2011		5/9/2012	1,131	1,003				0	128
46	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2009		8/9/2012	22,990	25,744				0	-2,754
47	X	HUSSMAN STRATEGIC GROW	448108100			8/10/2009		8/9/2012	16,482	19,288				0	-2,806
48	X	HONEYWELL INTERNATIONAL	438516106			10/21/2011		8/9/2012	4,167	3,569				0	598
49	X	HONEYWELL INTERNATIONAL	438516106			10/21/2011		5/9/2012	1,109	955				0	154
50	X	HOME DEPOT INC	437076102			10/21/2011		8/9/2012	4,780	3,249				0	1,531
51	X	HEWLETT PACKARD CO	428236103			8/9/2012		8/31/2012	1,838	2,118				0	-280
52	X	GILEAD SCIENCES INC	375558103			10/21/2011		9/25/2012	811	497				0	314
53	X	GILEAD SCIENCES INC	375558103			10/21/2011		8/9/2012	680	497				0	183
54	X	GILEAD SCIENCES INC	375558103			10/21/2011		5/9/2012	1,099	911				0	188
55	X	GENERAL ELECTRIC CO	369604103			10/21/2011		8/9/2012	4,314	3,372				0	942
56	X	GENERAL ELECTRIC CO	369604103			10/21/2011		5/9/2012	1,039	900				0	139
57	X	FORD MOTOR COMPANY	345370860			10/21/2011		7/16/2012	3,018	3,895				0	-877
58	X	EXXON MOBIL CORPORATION	30231G102			10/21/2011		8/9/2012	4,727	4,292				0	435
59	X	EXXON MOBIL CORPORATION	30231G102			10/21/2011		5/9/2012	1,246	1,192				0	54
60	X	ECOLAB INC	278865100			12/21/2011		8/9/2012	4,307	3,761				0	546
61	X	ECOLAB INC	278865100			12/21/2011		5/9/2012	1,027	898				0	129
62	X	WALT DISNEY CO	254687106			8/9/2012		8/16/2012	553	554				0	-1
63	X	DIAMOND HILL LONG-SHORT	25264S833			10/25/2011		5/9/2012	2,110	1,979				0	131
64	X	DANAHER CORP	235851102			10/21/2011		8/9/2012	4,345	3,761				0	584
65	X	DANAHER CORP	235851102			10/21/2011		5/9/2012	1,174	1,009				0	165
66	X	CREDIT SUISSE COMM RT ST	22544R305			10/25/2011		8/9/2012	5,271	5,467				0	-196
67	X	COSTCO WHOLESALE CORP	22160K105			10/21/2011		8/9/2012	5,347	4,757				0	590
68	X	CONOCOPHILLIPS	20825C104			10/21/2011		8/9/2012	3,638	3,504				0	134

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

	Amount
Long Term CG Distributions	3,372
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	522,809	506,586	16,223
Other sales	0	0	0

	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
69	X	COMCAST CORP CLASS A	20030N101			8/9/2012		8/16/2012	511	518				0	-7
70	X	COMCAST CORP CLASS A	20030N101			10/21/2011		5/9/2012	1,283	1,048				0	235
71	X	COCA COLA CO	191216100			10/21/2011		8/9/2012	4,534	3,869				0	665
72	X	COCA COLA CO	191216100			10/21/2011		5/9/2012	1,150	1,018				0	132
73	X	CENTURYLINK, INC	156700106			10/21/2011		7/16/2012	4,111	3,521				0	590
74	X	CENTURYLINK, INC	156700106			10/21/2011		5/9/2012	1,058	986				0	72
75	X	CARDINAL HEALTH INC COM	14149Y108			10/21/2011		8/9/2012	3,405	3,690				0	-285
76	X	CARDINAL HEALTH INC COM	14149Y108			10/21/2011		5/9/2012	1,022	1,030				0	-8
77	X	CAPITAL ONE FINANCIAL COF	14040H105			10/21/2011		8/9/2012	728	543				0	185
78	X	CAPITAL ONE FINANCIAL COF	14040H105			10/21/2011		5/9/2012	1,391	1,086				0	305
79	X	BRISTOL MYERS SQUIBB CO	110122108			10/21/2011		8/9/2012	4,496	4,586				0	-90
80	X	BRISTOL MYERS SQUIBB CO	110122108			10/21/2011		5/9/2012	1,217	1,212				0	5
81	X	BAKER HUGHES INC COM	057224107			10/21/2011		3/28/2012	3,149	4,180				0	-1,031
82	X	ASCENA RETAIL GROUP INC	04351G101			10/21/2011		3/28/2012	6,633	4,230				0	2,403
83	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/21/2011		11/16/2012	165	118				0	47
84	X	ANHEUSER-BUSCH INBEV SP	03524A108			8/9/2012		11/16/2012	1,486	1,475				0	11
85	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/21/2011		5/9/2012	998	826				0	172
86	X	AMGEN INC	031162100			10/21/2011		8/9/2012	4,714	3,353				0	1,361
87	X	ABBOTT LABS	002824100			8/9/2012		11/7/2012	3,361	3,413				0	-52
88	X	ACCO BRANDS CORP	00081T108			10/21/2011		5/17/2012	493	454				0	39
89	X	ACCO BRANDS CORP	00081T108			10/21/2011		5/15/2012	5	4				0	1
90	X	VANGUARD REIT VIPER	922908553			10/21/2011		5/9/2012	10,513	8,702				0	1,811
91	X	TYCO INTERNATIONAL LTD N	H89128104			10/21/2011		8/9/2012	4,447	3,493				0	954
92	X	TYCO INTERNATIONAL LTD N	H89128104			10/21/2011		7/16/2012	625	531				0	94
93	X	TYCO INTERNATIONAL LTD N	H89128104			10/21/2011		5/9/2012	1,294	1,061				0	233
94	X	ACE LIMITED	H0023R105			10/21/2011		8/9/2012	5,906	5,573				0	333
95	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	50	50				0	0
96	X	COOPER INDUSTRIES PLC NE	G24140108			8/9/2012		11/30/2012	3,889	3,600				0	289
97	X	ACCENTURE PLC	G1151C101			10/21/2011		8/9/2012	4,253	3,999				0	254
98	X	ACCENTURE PLC	G1151C101			10/21/2011		5/9/2012	1,056	1,043				0	13
99	X	WYNN RESORTS LTD	983134107			10/21/2011		7/16/2012	2,800	3,614				0	-814
100	X	VERIZON COMMUNICATIONS	92343V104			7/16/2012		8/9/2012	4,056	4,175				0	-119
101	X	VANGUARD REIT VIPER	922908553			10/21/2011		8/9/2012	2,564	2,092				0	472
102	X	VANGUARD MSCI EMERGING	922042858			12/6/2010		11/16/2012	6,380	7,551				0	-1,171
103	X	VANGUARD SHORT TERM BO	921937827			10/21/2011		12/11/2012	85,109	85,090				0	19
104	X	VANGUARD SHORT TERM BO	921937827			11/16/2012		12/11/2012	14,876	14,896				0	-20
105	X	VANGUARD SHORT TERM BO	921937827			10/21/2011		8/9/2012	6,732	6,745				0	-13
106	X	VANGUARD INTERMEDIATE T	921937819			5/9/2012		8/9/2012	4,186	4,153				0	33
107	X	UNUM GROUP	91529Y106			10/21/2011		8/9/2012	3,545	4,488				0	-943
108	X	UNITEDHEALTH GROUP INC	91324P102			10/21/2011		5/9/2012	1,157	997				0	160
109	X	UNITED TECHNOLOGIES COR	913017109			10/21/2011		8/9/2012	4,170	4,047				0	123
110	X	UNITED TECHNOLOGIES COR	913017109			10/21/2011		5/9/2012	1,163	1,124				0	39
111	X	TIMKEN CO	887389104			10/21/2011		8/9/2012	3,869	3,850				0	19
112	X	TIMKEN CO	887389104			10/21/2011		5/9/2012	1,290	1,013				0	277
113	X	TEXAS INSTRUMENTS INC	882508104			10/21/2011		8/9/2012	3,789	3,875				0	-86
114	X	TEXAS INSTRUMENTS INC	882508104			10/21/2011		5/9/2012	1,056	1,059				0	-3

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,039	0	0	1,039
	Description				
1	TAX PREP FEES	1,039			1,039

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

		2,880	980	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	980	980		
2	PY EXCISE TAXES PAID	420			
3	ESTIMATED EXCISE TAXES PAID	1,480			

Part I, Line 23 (990-PF) - Other Expenses

		12	2	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		
2	STATE AG FEES	10			10

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

			1,624,037	1,761,278	1,854,286
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	UNITED PARCEL SERVICE-CL B		0	4,087	3,981
3	TARGET CORP		0	5,486	5,680
4	UNITEDHEALTH GROUP INC		0	4,645	5,207
5	BHP BILLITON LIMITED		0	3,322	3,764
6	ISHARES TR SMALLCAP 600 INDEX FD		0	90,605	101,842
7	JPMORGAN CHASE & CO		0	5,231	6,683
8	US BANCORP DEL NEW		0	5,140	5,142
9	ISHARES S&P MIDCAP 400 VALUE		0	38,024	45,833
10	ISHARES S & P 500 INDEX FUND		0	53,531	71,427
11	ANHEUSER-BUSCH INBEV SPN ADR		0	3,657	5,419
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	42,997	42,462
13	ISHARES S&P MIDCAP 400 GROWTH		0	47,629	55,603
14	ISHARES MSCI EAFE		0	183,786	189,230
15	CHEVRON CORP		0	7,063	7,137
16	DREYFUS EMG MKT DEBT LOC C-I 6083		0	96,377	101,551
17	DRIEHAUS ACTIVE INCOME FUND		0	28,770	29,488
18	3M CO		0	4,957	5,014
19	BERSHIRE HATHAWAY INC		0	6,956	7,355
20	HUSSMAN STRATEGIC GROWTH FUND 6(		0	44,020	39,142
21	COMCAST CORP CLASS A		0	4,067	6,314
22	GOOGLE INC		0	4,551	4,952
23	VANGUARD REIT VIPER		0	57,410	69,682
24	CELANESE CORP		0	3,306	3,651
25	VANGUARD EMERGING MARKETS ETF		0	119,546	126,243
26	VODAFONE GROUP PLC NEW ADR		0	3,716	3,149
27	EATON CORP PLC		0	3,978	4,172
28	VANGUARD BD INDEX FD INC		0	192,271	191,622
29	CME GROUP INC		0	4,768	4,510
30	SPDR DJ WILSHIRE INTERNATIONAL REA		0	66,734	70,460
31	VANGUARD INTERMEDIATE TERM B		0	133,790	135,464
32	DIAMOND HILL LONG-SHORT FD CL I 11		0	46,627	51,022
33	RIDGEWORTH SEIX HY BD-I 5855		0	98,862	101,473
34	GATEWAY FUND - Y 1986		0	48,511	48,032
35	CREDIT SUISSE COMM RT ST-CO 2156		0	103,735	97,755
36	AFLAC INC		0	4,135	4,834
37	AFFILIATED MANAGERS GROUP INC		0	5,728	6,377
38	APACHE CORPORATION COM		0	5,390	5,024
39	APPLE COMPUTER INC COM		0	8,007	10,111
40	BOEING COMPANY		0	4,031	4,069
41	CVS/CAREMARK CORPORATION		0	4,609	4,980
42	CAPITAL ONE FINANCIAL CORP		0	3,300	4,576
43	CISCO SYSTEMS INC		0	5,900	6,681
44	DIAGEO PLC - ADR		0	4,916	5,363
45	WALT DISNEY CO		0	5,785	6,373
46	E M C CORP MASS		0	4,173	3,922

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
			1,624,037	1,761,278	1,854,286
47	GILEAD SCIENCES INC		0	2,775	4,921
48	INTEL CORP		0	4,473	3,794
49	JOHNSON CONTROLS INC		0	3,989	4,754
50	MERGER FD SH BEN INT 260		0	28,959	28,922
51	MICROSOFT CORP		0	3,427	3,365
52	NESTLE S A REGISTERED SHARES - ADR		0	4,722	4,888
53	NOVARTIS AG - ADR		0	3,176	3,418
54	ORACLE CORPORATION		0	5,093	5,298
55	PIMCO FOREIGN BD FD USD H-INST 103		0	41,749	42,417
56	SCHLUMBERGER LTD		0	6,018	5,682
57	TJX COS INC NEW		0	4,761	4,500
58	TEVA PHARMACEUTICAL INDUSTRIES - A		0	4,081	3,771
59	THERMO FISHER SCIENTIFIC INC		0	4,464	4,975
60	TOTAL FINA ELF S A ADR		0	4,296	4,577
61	UNION PACIFIC CORP		0	8,032	8,298
62	MCKESSON CORP		0	4,266	4,363
63	GOLDMAN SACHS GROUP INC		0	2,868	3,572

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

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

1	COST BASIS ADJUSTMENT	1	873
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,279
3	Total	3	2,152

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	5,571
2	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	259
3	Total	3	5,830

3/23/2013 12:06 00 PM - 73164000 - 1807 - WWS - STAHLBERG, JOSEPH H FOUNDATION

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

	Amount
Long Term CG Distributions	3,372
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						519,437	0	0	506,588	12,851	0	0	0	12,851
1	TARGET CORP	87612E106		10/21/2011	5/9/2012	994		0	974	20	0	0	0	20
2	SPDR DJ WILSHIRE INTERNATIONAL RI	78463X863		5/9/2011	11/16/2012	4,510		0	4,650	-140	0	0	0	-140
3	SPDR DJ WILSHIRE INTERNATIONAL RI	78463X863		5/9/2011	8/9/2012	1,503		0	1 591	-88	0	0	0	-88
4	SPDR DJ WILSHIRE INTERNATIONAL RI	78463X863		5/9/2011	5/9/2012	2,854		0	3 222	-368	0	0	0	-368
5	RIDGEWORTH SEIX HY BD-I #5855	76628T645		5/10/2011	11/16/2012	6,415		0	6 603	-188	0	0	0	-188
6	RIDGEWORTH SEIX HY BD-I #5855	76628T645		5/10/2011	8/9/2012	1 368		0	1 416	-48	0	0	0	-48
7	QUALCOMM INC	747525103		10/21/2011	8/9/2012	4 600		0	3,958	642	0	0	0	642
8	PUBLIC SVC ENTERPRISE GROUP INC	744573106		10/21/2011	8/9/2012	4,471		0	4,651	-180	0	0	0	-180
9	PROCTER & GAMBLE CO	742718109		10/21/2011	8/9/2012	3,997		0	3 937	60	0	0	0	60
10	PROCTER & GAMBLE CO	742718109		10/21/2011	5/9/2012	1,087		0	1 115	-28	0	0	0	-28
11	PHILLIPS 66	718546104		10/21/2011	5/17/2012	1,007		0	1,041	-34	0	0	0	-34
12	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		8/25/2011	8/9/2012	16,235		0	15,575	660	0	0	0	660
13	PIMCO FOREIGN BD FD USD H-INST #1(	693390882		5/11/2012	8/9/2012	5,197		0	5 098	99	0	0	0	99
14	OCCIDENTAL PETE CORP	674599105		10/21/2011	8/9/2012	4,619		0	4,371	248	0	0	0	248
15	NATIONAL OILWELL INC COM	637071101		10/21/2011	8/9/2012	4,731		0	4,080	651	0	0	0	651
16	ISHARES CORE S&P SMALL-CAP E	464287804		5/31/2011	11/16/2012	3,004		0	3,130	-126	0	0	0	-126
17	ISHARES TR SMALLCAP 600 INDEX FD	464287804		5/31/2011	8/9/2012	1,486		0	1 490	-4	0	0	0	-4
18	MICROSOFT CORP	594918104		10/21/2011	5/9/2012	999		0	898	101	0	0	0	101
19	MERGER FD SH BEN INT #260	589509108		1/12/2011	8/9/2012	6 571		0	6,546	25	0	0	0	25
20	MEADWESTVACO CORP	583334107		10/21/2011	8/9/2012	4 222		0	3,715	507	0	0	0	507
21	MCKESSON CORP	58155Q103		10/21/2011	8/9/2012	4 058		0	3 397	661	0	0	0	661
22	MCKESSON CORP	58155Q103		10/21/2011	5/9/2012	1,159		0	960	199	0	0	0	199
23	MCDONALDS CORP	580135101		10/21/2011	8/9/2012	4,296		0	4,465	-169	0	0	0	-169
24	MCDONALDS CORP	580135101		10/21/2011	5/9/2012	1,209		0	1,185	24	0	0	0	24
25	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		11/23/2010	8/9/2012	20,673		0	20,498	175	0	0	0	175
26	KRAFT FOODS INC	50075N104		10/21/2011	3/28/2012	5,041		0	4,691	350	0	0	0	350
27	JOHNSON & JOHNSON	478160104		10/21/2011	8/9/2012	4,503		0	4,165	338	0	0	0	338
28	ISHARES TR SMALLCAP 600 INDEX FD	464287804		5/31/2011	5/9/2012	11 480		0	11,774	-294	0	0	0	-294
29	ISHARES S&P MIDCAP 400 VALUE	464287705		10/21/2011	11/16/2012	1,947		0	1,755	192	0	0	0	192
30	ISHARES S&P MIDCAP 400 VALUE	464287705		10/21/2011	5/9/2012	11 280		0	10,018	1 262	0	0	0	1,262
31	ISHARES S&P MIDCAP 400 GROWTH	464287606		10/21/2011	11/16/2012	538		0	490	48	0	0	0	48
32	ISHARES S&P MIDCAP 400 GROWTH	464287606		8/9/2012	11/16/2012	1,936		0	1,954	-18	0	0	0	-18
33	ISHARES MSCI EAFE	464287465		12/8/2010	11/16/2012	7,664		0	8,399	-735	0	0	0	-735
34	ISHARES MSCI EAFE	464287465		3/21/2011	11/16/2012	6 674		0	7 604	-930	0	0	0	-930
35	ISHARES MSCI EAFE	464287465		3/21/2011	8/9/2012	6 981		0	8,020	-1,039	0	0	0	-1,039
36	ISHARES S & P 500 INDEX FUND	464287200		2/10/2010	8/9/2012	141		0	107	34	0	0	0	34
37	ISHARES S & P 500 INDEX FUND	464287200		2/4/2010	8/9/2012	2 676		0	2,047	629	0	0	0	629
38	HOME DEPOT INC	437076102		10/21/2011	7/16/2012	926		0	650	276	0	0	0	276
39	HOME DEPOT INC	437076102		10/21/2011	5/9/2012	1,400		0	1,011	389	0	0	0	389
40	ISHARES S & P 500 INDEX FUND	464287200		2/4/2010	5/9/2012	7,732		0	6,141	1 591	0	0	0	1 591
41	INTUIT COM	461202103		12/21/2011	8/9/2012	5,245		0	4 670	575	0	0	0	575
42	INTERNATIONAL BUSINESS MACHS CO	459200101		10/21/2011	8/9/2012	5,179		0	4,659	520	0	0	0	520
43	INTERCONTINENTALEXCHANGE INC	45865V100		10/21/2011	8/9/2012	3,826		0	3,596	230	0	0	0	230
44	INTERCONTINENTALEXCHANGE INC	45865V100		10/21/2011	5/9/2012	1 115		0	1,116	-1	0	0	0	-1
45	INTEL CORP	458140100		10/21/2011	5/9/2012	1,131		0	1,003	128	0	0	0	128
46	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2009	8/9/2012	22,990		0	25,744	-2,754	0	0	0	-2,754
47	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/10/2009	8/9/2012	16,482		0	19,288	-2,806	0	0	0	-2,806
48	HONEYWELL INTERNATIONAL INC	438516106		10/21/2011	8/9/2012	4,167		0	3 569	598	0	0	0	598
49	HONEYWELL INTERNATIONAL INC	438516106		10/21/2011	5/9/2012	1,109		0	955	154	0	0	0	154
50	HOME DEPOT INC	437076102		10/21/2011	8/9/2012	4,780		0	3,249	1,531	0	0	0	1 531
51	HEWLETT PACKARD CO	428236103		8/9/2012	8/31/2012	1,838		0	2,118	-280	0	0	0	-280
52	GILEAD SCIENCES INC	375558103		10/21/2011	9/25/2012	811		0	497	314	0	0	0	314
53	GILEAD SCIENCES INC	375558103		10/21/2011	8/9/2012	680		0	497	183	0	0	0	183
54	GILEAD SCIENCES INC	375558103		10/21/2011	5/9/2012	1,099		0	911	188	0	0	0	188
55	GENERAL ELECTRIC CO	369604103		10/21/2011	8/9/2012	4,314		0	3,372	942	0	0	0	942
56	GENERAL ELECTRIC CO	369604103		10/21/2011	5/9/2012	1,039		0	900	139	0	0	0	139
57	FORD MOTOR COMPANY	345370860		10/21/2011	7/16/2012	3,018		0	3,895	-877	0	0	0	-877
58	EXXON MOBIL CORPORATION	30231G102		10/21/2011	8/9/2012	4,727		0	4,292	435	0	0	0	435
59	EXXON MOBIL CORPORATION	30231G102		10/21/2011	5/9/2012	1 246		0	1,192	54	0	0	0	54
60	ECOLAB INC	278865100		12/21/2011	8/9/2012	4,307		0	3,761	546	0	0	0	546
61	ECOLAB INC	278865100		12/21/2011	5/9/2012	1,027		0	898	129	0	0	0	129
62	WALT DISNEY CO	254687106		8/9/2012	8/16/2012	553		0	554	-1	0	0	0	-1
63	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/25/2011	5/9/2012	2,110		0	1,979	131	0	0	0	131
64	DANAHER CORP	235851102		10/21/2011	8/9/2012	4,345		0	3,761	584	0	0	0	584
65	DANAHER CORP	235851102		10/21/2011	5/9/2012	1,174		0	1,009	165	0	0	0	165
66	CREDIT SUISSE COMM RT ST-CO #215	22544R305		10/25/2011	8/9/2012	5,271		0	5,467	-196	0	0	0	-196
67	COSTCO WHOLESALE CORP	22160K105		10/21/2011	8/9/2012	5,347		0	4,757	590	0	0	0	590
68	CONOCOPHILLIPS	20825C104		10/21/2011	8/9/2012	3,638		0	3,504	134	0	0	0	134
69	COMCAST CORP CLASS A	20030N101		8/9/2012	8/16/2012	511		0	518	-7	0	0	0	-7
70	COMCAST CORP CLASS A	20030N101		10/21/2011	5/9/2012	1,283		0	1,048	235	0	0	0	235
71	COCA COLA CO	191216100		10/21/2011	8/9/2012	4,534		0	3,869	665	0	0	0	665
72	COCA COLA CO	191216100		10/21/2011	5/9/2012	1,150		0	1,018	132	0	0	0	132
73	CENTURYLINK, INC	156700106		10/21/2011	7/16/2012	4,111		0	3,521	590	0	0	0	590
74	CENTURYLINK, INC	156700106		10/21/2011	5/9/2012	1,058		0	986	72	0	0	0	72
75	CARDINAL HEALTH INC COM	14149Y108		10/21/2011	8/9/2012	3,405		0	3 690	-285	0	0	0	-285
76	CARDINAL HEALTH INC COM	14149Y108		10/21/2011	5/9/2012	1,022		0	1 030	-8	0	0	0	-8
77	CAPITAL ONE FINANCIAL CORP	14040H105		10/21/2011	8/9/2012	728		0	543	185	0	0	0	185
78	CAPITAL ONE FINANCIAL CORP	14040H105		10/21/2011	5/9/2012	1,391		0	1,086	305	0	0	0	305
79	BRISTOL MYERS SQUIBB CO	110122108		10/21/2011	8/9/2012	4,496		0	4,586	-90	0	0	0	-90
80	BRISTOL MYERS SQUIBB CO	110122108		10/21/2011	5/9/2012	1,217		0	1 212	5	0	0	0	5
81	BAKER HUGHES INC COM	057224107		10/21/2011	3/28/2012	3,149		0	4,180	-1,031	0	0	0	-1,031
82	ASCENA RETAIL GROUP INC	04351G101		10/21/2011	3/28/2012	6 633		0	4,230	2,403	0	0	0	2,403
83	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/21/2011	11/16/2012	165		0	118	47	0	0	0	47
84	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		8/9/2012	11/16/2012	1,486		0	1,475	11	0	0	0	11

3/23/2013 12:06 00 PM - 73164000 - 1807 - WWS - STAHLBERG, JOSEPH H FOUNDATION

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

	Amount
Long Term CG Distributions	3,372
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						519,437	0	0	506,586	12,851	0	0	0	12,851
85	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/21/2011	5/9/2012	998		0	826	172	0	0	0	172
86	AMGEN INC	031162100		10/21/2011	8/9/2012	4,714		0	3,353	1 361	0	0	0	1,361
87	ABBOTT LABS	002824100		8/9/2012	11/7/2012	3 361		0	3,413	-52	0	0	0	-52
88	ACCO BRANDS CORP	00081T108		10/21/2011	5/17/2012	493		0	454	39	0	0	0	39
89	ACCO BRANDS CORP	00081T108		10/21/2011	5/15/2012	5		0	4	1	0	0	0	1
90	VANGUARD REIT VIPER	922908553		10/21/2011	5/9/2012	10,513		0	8,702	1 811	0	0	0	1 811
91	TYCO INTERNATIONAL LTD NEW	H89128104		10/21/2011	8/9/2012	4,447		0	3,493	954	0	0	0	954
92	TYCO INTERNATIONAL LTD NEW	H89128104		10/21/2011	7/16/2012	625		0	531	94	0	0	0	94
93	TYCO INTERNATIONAL LTD NEW	H89128104		10/21/2011	5/9/2012	1,294		0	1,061	233	0	0	0	233
94	ACE LIMITED	H0023R105		10/21/2011	8/9/2012	5,906		0	5,573	333	0	0	0	333
95	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	50		0	50	0	0	0	0	0
96	COOPER INDUSTRIES PLC NEW IRELA	G24140108		8/9/2012	11/30/2012	3 889		0	3 600	289	0	0	0	289
97	ACCENTURE PLC	G1151C101		10/21/2011	8/9/2012	4,253		0	3,999	254	0	0	0	254
98	ACCENTURE PLC	G1151C101		10/21/2011	5/9/2012	1 056		0	1,043	13	0	0	0	13
99	WYNN RESORTS LTD	983134107		10/21/2011	7/16/2012	2,800		0	3 614	-814	0	0	0	-814
100	VERIZON COMMUNICATIONS	92343V104		7/16/2012	8/9/2012	4,056		0	4 175	-119	0	0	0	-119
101	VANGUARD REIT VIPER	922908553		10/21/2011	8/9/2012	2,564		0	2,092	472	0	0	0	472
102	VANGUARD MSCI EMERGING MARKETS	922042858		12/6/2010	11/16/2012	6,380		0	7,551	-1,171	0	0	0	-1,171
103	VANGUARD SHORT TERM BOND ETF	921937827		10/21/2011	12/11/2012	85,109		0	85,090	19	0	0	0	19
104	VANGUARD SHORT TERM BOND ETF	921937827		11/16/2012	12/11/2012	14,876		0	14,896	-20	0	0	0	-20
105	VANGUARD SHORT TERM BOND ETF	921937827		10/21/2011	8/9/2012	6 732		0	6,745	-13	0	0	0	-13
106	VANGUARD INTERMEDIATE TERM B	921937819		5/9/2012	8/9/2012	4,186		0	4 153	33	0	0	0	33
107	UNUM GROUP	91529Y106		10/21/2011	8/9/2012	3,545		0	4,488	-943	0	0	0	-943
108	UNITEDHEALTH GROUP INC	91324P102		10/21/2011	5/9/2012	1,157		0	997	160	0	0	0	160
109	UNITED TECHNOLOGIES CORP	913017109		10/21/2011	8/9/2012	4,170		0	4,047	123	0	0	0	123
110	UNITED TECHNOLOGIES CORP	913017109		10/21/2011	5/9/2012	1,163		0	1,124	39	0	0	0	39
111	TIMKEN CO	887389104		10/21/2011	8/9/2012	3,869		0	3,850	19	0	0	0	19
112	TIMKEN CO	887389104		10/21/2011	5/9/2012	1,290		0	1,013	277	0	0	0	277
113	TEXAS INSTRUMENTS INC	882508104		10/21/2011	8/9/2012	3 789		0	3,875	-86	0	0	0	-86
114	TEXAS INSTRUMENTS INC	882508104		10/21/2011	5/9/2012	1,056		0	1,059	-3	0	0	0	-3

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
										29,723	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	29,723	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/9/2012	2	370
3	Second quarter estimated tax payment	6/11/2012	3	370
4	Third quarter estimated tax payment	9/11/2012	4	370
5	Fourth quarter estimated tax payment	12/11/2012	5	370
6	Other payments		6	0
7	Total		7	1,480

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	70,884
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	70,884