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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**

Open to Public Inspection

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

For calendar year 2012 or tax year beginning **MAY 15 2013** and ending

Name of foundation <b>L E WILSON CHARITABLE TRUST B</b>		<b>A</b> Employer identification number <b>26-4168412</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062</b>		<b>B</b> Telephone number (see instructions) <b>(888) 730-4933</b>
Room/suite		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,541,802</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	123,987	123,940		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	617,153			
	<b>b</b> Gross sales price for all assets on line 6a <b>2,950,071</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		617,153		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	741,140	741,093	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	9,665	7,249		2,416
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	4,630	1,558		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	18	18		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	14,313	8,825	0	2,416
	<b>25</b> Contributions, gifts, grants paid	211,631			211,631
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	225,944	8,825	0	214,047	
<b>27</b> Subtract line 26 from line 12					
<b>a</b> Excess of revenue over expenses and disbursements	515,196				
<b>b</b> Net investment income (if negative, enter -0-)		732,268			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

ENVELOPE POSTMARK DATE MAY 06 2013

SCANNED MAY 15 2013

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 (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	194,799	67,043	67,043
	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)	3,381,111	4,030,313	4,474,761	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,575,910	4,097,356	4,541,804	
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	<b>Total liabilities</b> (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	3,575,910	4,097,356	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	3,575,910	4,097,356		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,575,910	4,097,356		

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	3,575,910
2	Enter amount from Part I, line 27a	2	515,196
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	12,400
4	Add lines 1, 2, and 3	4	4,103,506
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	6,150
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	4,097,356

**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	617,153
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	177,379	4,334,274	0.040925
2010	117,671	3,975,083	0.029602
2009	119,664	3,476,149	0.034424
2008	76,549	3,279,237	0.023344
2007			0.000000

  

2 Total of line 1, column (d)	2	0.128295
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	0.032074
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,368,843
5 Multiply line 4 by line 3	5	140,126
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,323
7 Add lines 5 and 6	7	147,449
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	214,047

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

<b>1 a</b> 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)			
<b>b</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	<b>1</b>	7,323	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	7,323	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	7,323	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	2,403	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	2,403	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	4,920	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0	
<b>11</b> Enter the amount of line 10 to be credited to 2013 estimated tax	<b>11</b>	0	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation $\$$ _____ (2) On foundation managers $\$$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) $\blacktriangleright$ <u>AL</u>		
<b>b</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	
<b>9</b> 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
<b>10</b> 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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶		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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  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** X  
If "Yes" to 6a, 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 Independence Mall E MACY1372-062 Phila	Trustee 4 00	9,665		

**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		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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		
<b>Total. Add lines 1 through 3</b>		▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,235,343
<b>b</b>	Average of monthly cash balances	<b>1b</b>	200,031
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,435,374
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,435,374
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	66,531
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,368,843
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	218,442

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	218,442
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	7,323
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,323
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	211,119
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	211,119
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	211,119

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	214,047
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	214,047
<b>5</b>	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)	<b>5</b>	7,323
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	206,724

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				211,119
<b>2</b> Undistributed income, if any, as of the end of 2012.				
<b>a</b> Enter amount for 2011 only			211,631	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 214,047				
<b>a</b> Applied to 2011, but not more than line 2a			211,631	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				2,416
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				208,703
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> 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)

**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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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				
<b>Total</b>			▶ 3a	211,631
b <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ 3b	0





L E WILSON CHARITABLE TRUST B

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

Recipient(s) paid during the year

**Name**

UNIFIED SCHOOL DISTRICT # 498

**Street**

PO BOX 89

**City**

WATERVILLE

**State**

KS

**Zip Code**

66548

**Foreign Country**

**Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

211,631

**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**

**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		
															Capital Gains/Losses	Other sales	
														2,950,071	0	2,332,918	617,153
														0	0	0	0
1	X	AT & T INC			8/1/2012		10/15/2012	1,725	1,850					0	0	0	0
2	X	ABBOTT LABS			8/1/2012		8/13/2012	1,579	1,593					14	0	0	-125
3	X	ABBOTT LABS			8/1/2012		10/15/2012	2,000	1,859					0	0	0	141
4	X	ABBOTT LABS			7/31/2012		11/7/2012	1,360	1,405					0	0	0	-45
5	X	ABBOTT LABS			7/19/2012		11/7/2012	1,555	1,620					0	0	0	-65
6	X	AGILENT TECHNOLOGIES INC			5/27/2011		3/14/2012	15,241	16,787					0	0	0	-1,546
7	X	ALLIANCE DATA SYS CORP			1/17/2011		7/25/2012	19,378	15,590					0	0	0	3,729
8	X	AMERICAN TOWER CORP			8/2/2012		10/19/2012	1,479	1,436					0	0	0	43
9	X	AMERIPRISE FINL INC			2/9/2012		2/21/2012	20,023	13,477					0	0	0	6,546
10	X	AMGEN INC			12/15/2008		7/25/2012	15,633	11,632					0	0	0	4,001
11	X	ANHEUSER-BUSCH INBEV SF			7/31/2012		11/15/2012	1,237	1,187					0	0	0	50
12	X	APPLE INC			7/12/2010		7/25/2012	30,986	33,825					0	0	0	-16,561
13	X	ARM HOLDINGS PLC - ADR			8/2/2012		1/27/2012	761	543					0	0	0	218
14	X	ARM HOLDINGS PLC - ADR			8/2/2012		12/1/2012	591	414					0	0	0	177
15	X	BAIDU INC ADR			8/2/2012		9/13/2012	772	853					0	0	0	-81
16	X	BAIDU INC ADR			8/2/2012		9/14/2012	116	122					0	0	0	-6
17	X	BAIDU INC ADR			8/2/2012		10/12/2012	445	487					0	0	0	-42
18	X	BAIDU INC ADR			8/2/2012		10/17/2012	230	244					0	0	0	-14
19	X	BAIDU INC ADR			8/2/2012		11/14/2012	1,594	2,071					0	0	0	-477
20	X	BANK NEW YORK MELLON CO			8/25/2011		1/9/2012	14,765	14,527					0	0	0	238
21	X	BECTON DICKINSON & CO			8/1/2012		9/11/2012	1,489	1,419					0	0	0	70
22	X	BELLSOUTH CORP 4.750%			12/29/2004		6/29/2012	55,062	54,456					0	0	0	606
23	X	BRISTOL MYERS SQUIBB CO			7/17/2008		7/25/2012	17,767	11,574					0	0	0	6,183
24	X	CBS CORP NEW			4/20/2011		6/13/2012	4,959	3,869					0	0	0	1,090
25	X	CBS CORP NEW			8/20/2011		7/25/2012	16,761	13,309					0	0	0	3,453
26	X	C H ROBINSON WORLDWIDE			8/2/2012		8/30/2012	113	105					0	0	0	8
27	X	C H ROBINSON WORLDWIDE			8/2/2012		9/11/2012	804	738					0	0	0	66
28	X	C H ROBINSON WORLDWIDE			8/2/2012		9/28/2012	1,058	948					0	0	0	108
29	X	C H ROBINSON WORLDWIDE			8/2/2012		11/1/2012	1,105	948					0	0	0	157
30	X	C H ROBINSON WORLDWIDE			8/2/2012		11/6/2012	441	369					0	0	0	72
31	X	C H ROBINSON WORLDWIDE			8/2/2012		11/9/2012	534	474					0	0	0	60
32	X	CYSCAREMARK CORPORAT			8/26/2012		7/25/2012	20,812	13,136					0	0	0	7,678
33	X	CADENCE DESIGN SYSTEMS			7/12/2012		7/25/2012	17,570	16,935					0	0	0	635
34	X	CARDINAL HEALTH INC COM			3/19/2011		7/25/2012	17,270	14,621					0	0	0	2,649
35	X	CELGENE CORP COM			11/7/2011		7/25/2012	15,948	15,598					0	0	0	350
36	X	CHEVRON CORP			7/17/2008		7/25/2012	22,161	17,818					0	0	0	4,345
37	X	CISCO SYSTEMS INC			6/3/2009		7/25/2012	9,922	12,423				1,181	0	0	0	-1,340
38	X	CISCO SYSTEMS INC			17/27/9R102		7/25/2012	5,330	5,813					0	0	0	-483
39	X	COMCAST CORP CLASS A			2/11/2011		7/25/2012	21,795	16,703					0	0	0	5,092
40	X	COMCAST CORP CLASS A			7/31/2012		7/25/2012	339	327					0	0	0	12
41	X	CONOCOPHILLIPS			2/22/2006		7/25/2012	12,086	10,894					0	0	0	1,182
42	X	CONOCOPHILLIPS			5/14/2012		7/25/2012	5,248	5,232					0	0	0	16
43	X	DANAHER CORP			2/35/2012		5/14/2012	17,999	15,078					0	0	0	2,921
44	X	DENBURY RESOURCES			3/14/2012		7/25/2012	13,147	17,809					0	0	0	-4,662
45	X	DIAGEO PLC - ADR			7/31/2012		11/15/2012	458	429					0	0	0	27
46	X	DUKE ENERGY HOLDING CO			2/5/2012		8/17/2012	247	247					0	0	0	5
47	X	DUKE ENERGY HOLDING CO			8/15/2011		7/25/2012	16,868	15,008					0	0	0	1,860
48	X	E M C CORP MASS			9/15/2011		7/25/2012	16,610	15,194					0	0	0	1,676
49	X	EXPEDITORS INTL WASH INC			8/2/2012		8/31/2012	255	245					0	0	0	10
50	X	EXXON MOBIL CORPORATION			8/2/2012		9/28/2012	2,468	2,383					0	0	0	85
51	X	FHLMC POOL E85994 6.500%			8/19/1983		7/25/2012	13,080	12,185					0	0	0	10,885
52	X	FHLMC POOL E85994 6.500%			1/7/2003		2/15/2012	264	278					0	0	0	-15
53	X	FHLMC POOL E85994 6.500%			1/7/2003		3/15/2012	35	37					0	0	0	-2
54	X	FHLMC POOL E85994 6.500%			1/7/2003		4/15/2012	34	35					0	0	0	-1
55	X	FHLMC POOL E85994 6.500%			1/7/2003		5/15/2012	34	36					0	0	0	-2
56	X	FHLMC POOL E85994 6.500%			1/7/2003		6/15/2012	34	36					0	0	0	-2
57	X	FHLMC POOL E85994 6.500%			1/7/2003		7/15/2012	320	338					0	0	0	-18
58	X	FHLMC POOL E85994 6.500%			1/7/2003		8/15/2012	28	30					0	0	0	-2
59	X	FHLMC POOL E85994 6.500%			1/7/2003		9/15/2012	26	27					0	0	0	-1
60	X	FHLMC POOL E85994 6.500%			1/7/2003		10/15/2012	31	33					0	0	0	-2
61	X	FHLMC POOL E85994 6.500%			1/7/2003		11/15/2012	29	30					0	0	0	-1
62	X	FHLMC POOL E85994 6.500%			1/7/2003		12/15/2012	29	30					0	0	0	-1
63	X	FHLMC POOL E85994 6.500%			1/7/2003		1/15/2013	29	31					0	0	0	-2
64	X	FHLMC POOL E89118 6.000%			12/31/2012		2/15/2012	207	217					0	0	0	-10
65	X	FHLMC POOL E89118 6.000%			12/31/2012		3/15/2012	42	43					0	0	0	-1
66	X	FHLMC POOL E89118 6.000%			12/31/2012		4/15/2012	64	67					0	0	0	-3
67	X	FHLMC POOL E89118 6.000%			12/31/2012		5/15/2012	35	36					0	0	0	-1
68	X	FHLMC POOL E89118 6.000%			12/31/2012		6/15/2012	144	151					0	0	0	-7



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

Check "X" to include in Part IV	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions									Depreciation	Adjustments	
			14,518	0								2,850,071	2,332,918	0	817,153
137	X	RAYMOND JAMES FINL INC	754730109				3/8/2011		7/25/2012	14,423	17,012			0	-2,589
138	X	RIDGEMOUTH FD-MIDCAP VA	7628R615				2/4/2010		7/18/2012	137,000	128,995			0	8,005
139	X	ROCKWOOD HLDGS INC	774415103				4/20/2011		7/25/2012	14,563	17,182			0	-2,619
140	X	ROSS STORES INC	778296103				7/17/2008		7/13/2012	3,438	1,335			0	2,103
141	X	ROSS STORES INC	778296103				7/17/2008		6/13/2012	3,754	1,156			0	2,598
142	X	ROSS STORES INC	778296103				7/17/2008		7/25/2012	17,880	5,360			0	12,520
143	X	ROYCE PREMIER FUND W CL	780905451				7/9/2008		7/18/2012	38,942	45,000			0	-6,058
144	X	ROYCE PREMIER FUND W CL	780905451				2/24/2006		7/18/2012	38,942	45,000			0	-6,058
145	X	ROYCE PREMIER FUND W CL	780905451				2/20/2009		7/18/2012	31,005	17,687			0	13,318
146	X	SYMANTEC CORP	871503108				5/27/2011		7/12/2012	11,538	16,796			0	-5,258
147	X	3M CO	88579Y101				1/9/2012		7/12/2012	22,191	14,108			0	8,083
148	X	TIBCO SOFTWARE INC	88632Q103				1/9/2012		4/16/2012	22,191	15,738			0	6,453
149	X	US BANCORP DEL NEW	902973304				1/9/2012		7/25/2012	19,404	16,394			0	3,010
150	X	UNILEVER PLC -ADR	904767704				8/12/2012		10/25/2012	2,293	2,234			0	59
151	X	UNION PACIFIC CORP	907818108				11/10/2010		4/16/2012	17,945	15,032			0	2,913
152	X	UNITED TECHNOLOGIES COR	913017109				8/15/2001		7/25/2012	16,755	8,604			0	8,151
153	X	UNITED TECHNOLOGIES COR	913017109				8/15/2001		7/25/2012	16,889	16,642			0	247
154	X	VENTAS INC COM	92276F100				8/12/2012		8/13/2012	1,871	2,083			0	-212
155	X	VERIZON COMMUNICATIONS	92343Y104				1/14/2010		7/25/2012	19,676	14,955			0	4,721
156	X	WABCO HOLDINGS INC	92927K102				1/18/2011		7/25/2012	13,327	16,279			0	-2,952
157	X	WAL MART STORES INC	93114Z103				6/23/2010		7/25/2012	20,121	14,203			0	5,918
158	X	WE ADV TRAD SIC GRWTH FC	94985D244				2/4/2010		7/18/2012	176,189	120,000			0	56,189
159	X	WELLS FARGO ADV INTL BON	94985D582				7/9/2009		7/18/2012	78,921	60,000			0	18,921
160	X	WELLS FARGO ADV INTL BON	94985D582				9/26/2007		7/18/2012	4,379	4,289			0	90
161	X	WELLS FARGO ADVANTAGE L	949817355				8/9/2011		7/18/2012	216,999	182,082			0	34,917
162	X	WELLS FARGO ADVANTAGE L	949817355				7/31/2012		11/30/2012	3,571	3,238			0	333
163	X	COOPER INDUSTRIES PLC NE	G24140108				9/15/2011		1/30/2012	13,816	14,646			0	-830
164	X	COVIDIEN PLC	G2554F113				11/30/2012		12/17/2012	45	45			0	0
165	X	EATON CORP PLC	G4412G101				9/15/2011		7/25/2012	12,635	14,958			0	-2,323
166	X	HERBALIFE LTD	H0023R105				1/19/2008		7/25/2012	15,724	11,922			0	3,802
167	X	TYCO INTERNATIONAL LTD N	H89128104				9/24/2009		7/12/2012	20,546	13,628			0	6,918

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

		4,630	1,558	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	1,558	1,558		
2	PY Excise Tax Due	669			
3	Estimated Excise Payments	2,403			

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

		18	18	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR Fees	3	3		
2	Investment Interest Expense	15	15		

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			3,381,111	4,030,313	4,474,761
2	ARTISAN MID CAP FUND-INSTL 1333		0	45,000	46,451
3	PIMCO REAL RETURN BOND FD-I 122		0	39,747	45,031
4	NEUBERGER BERMAN GEN INSTL CL 122		0	33,000	33,027
5	DODGE & COX INT'L STOCK FD 1048		0	150,000	173,258
6	DRIEHAUS ACTIVE INCOME FUND		0	88,000	90,459
7	ROYCE PREMIER FUND W CLASS 566		0	19,813	35,322
8	PIMCO EMERG MKTS BD-INST 137		0	78,699	120,651
9	GRENADA CO MS TWP 21N RGE 7E SEC		0	1	226
10	WELLS FARGO INTL ADV FUND-IS 4705		0	82,341	85,947
11	GRENADA CO MS TWP 21N RGE 7E SEC		0	1	25
12	BRAZORIA CO TX J M MUSQUEZ SYV		0	1	5,686
13	WELLS FARGO ADV EMG MK E-INS 4146		0	100,000	112,774
14	PIMCO COMMODITY REAL RET STRAT-145		0	226,700	171,659
15	ING REAL ESTATE FUND CL-I 2190		0	63,261	168,889
16	CALVERT CAPTL ACCUMULATION-I 764		0	90,000	89,730
17	JPMORGAN HIGH YIELD FUND SS 3580		0	208,500	257,834
18	EII INTERNATIONAL PROPERTY-I 30		0	175,000	205,444
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	100,000	112,480
20	POWERSHARES LISTED PRIVATE EQUITY		0	85,211	95,897
21	PRINCIPAL PREFERRED SEC-INS 4929		0	45,000	46,463
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	175,000	183,605
23	RIDGEWORTH FD-MIDCAP VAL EQ I 5412		0	44,005	52,600
24	IVY ASSET STRATEGY FUND CLASS I 473		0	175,000	191,933
25	MICROSOFT CORP 2 950% 6/01/14		0	26,187	25,921
26	FHLMC POOL E85994 6 500% 9/01/16		0	1,098	1,114
27	FHLMC POOL E89118 6 000% 4/01/17		0	1,495	1,546
28	FED FARM CREDIT BK 3 000% 9/22/14		0	31,758	31,426
29	CISCO SYSTEMS INC 2 900% 11/17/14		0	25,276	26,092
30	PEPSICO INC 3 100% 1/15/15		0	25,971	26,239
31	US TREASURY NOTE 3 000% 2/28/17		0	33,287	33,000
32	TIME WARNER INC 4 875% 3/15/20		0	11,534	11,680
33	BAXTER INTERNATIONAL 1 800% 3/15/13		0	9,988	10,028
34	SHELL INTERNATIONAL 1 875% 3/25/13		0	14,982	15,054
35	WAL-MART STORES INC 2 875% 4/01/15		0	24,896	26,265
36	BANK OF AMERICA CORP 5 125% 11/15/14		0	31,310	31,994
37	AFLAC INC 3 450% 8/15/15		0	25,828	26,678
38	WELLPOINT INC 4 350% 8/15/20		0	11,014	11,038
39	FED HOME LN MTG CORP 4 500% 1/15/14		0	51,041	56,555
40	MERCK & CO INC 2 250% 1/15/16		0	24,809	26,122
41	OCCIDENTAL PETROLEUM 1 450% 12/13/		0	25,070	25,261
42	THERMO FISHER SCIENT 3 200% 3/01/16		0	30,410	31,859
43	GOLDMAN SACHS GROUP 5 125% 1/15/1		0	26,594	26,857
44	FED NATL MTG ASSN 2 375% 4/11/16		0	52,240	53,140
45	AT&T INC 2 950% 5/15/16		0	21,434	21,174
46	U S TREASURY NOTE 4 125% 5/15/15		0	53,767	59,019

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

Asset Description		3,381,111	4,030,313	4,474,761
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
	Basis of Valuation			
47	METLIFE INC 5 000% 6/15/15	0	27,831	27,522
48	FED HOME LN MTG CORP 2 000% 8/25/16	0	31,620	31,573
49	THERMO FISHER SCIENT 3 600% 8/15/21	0	26,560	26,588
50	GENERAL ELEC CAP COR 5 000% 1/08/16	0	22,198	22,220
51	UNITED TECHNOLOGIES 1 800% 6/01/17	0	20,706	20,587
52	ISHARES BARCLAYS MBS BOND FUND	0	70,707	70,194
53	GNMA POOL 520550 8 000% 2/15/30	0	1,047	1,069
54	KINDER MORGAN ENER 5 950% 2/15/18	0	17,722	17,960
55	MORGAN STANLEY 6 000% 4/28/15	0	26,635	27,230
56	FED HOME LN BK 4 000% 9/06/13	0	99,628	102,593
57	ABBOTT LABORATORIES	0	3,716	3,668
58	AIR PRODUCTS AND CHEMICALS INC CO	0	1,860	1,932
59	AMERICAN EXPRESS COMPANY	0	1,923	1,954
60	APACHE CORPORATION COM	0	1,888	1,727
61	APPLE COMPUTER INC COM	0	10,400	9,047
62	AUTOMATIC DATA PROCESSING INC CON	0	1,857	1,879
63	CATERPILLAR INC	0	3,692	3,943
64	DIAGEO PLC - ADR	0	1,840	1,865
65	WALT DISNEY CO	0	1,820	1,842
66	FRANKLIN RESOURCES INC	0	1,825	2,011
67	FREEMPORT-MCMORAN COPPER & GOLD	0	3,241	3,317
68	GENERAL ELECTRIC CO	0	2,772	2,792
69	INTEL CORP	0	3,708	2,969
70	INTERNATIONAL BUSINESS MACHS CORP	0	5,560	5,363
71	JOHNSON & JOHNSON	0	5,079	5,117
72	ESTEE LAUDER COMPANIES INC	0	2,778	3,173
73	MCDONALDS CORP	0	5,547	5,469
74	NESTLE S A REGISTERED SHARES - ADR	0	5,556	5,865
75	OCCIDENTAL PETE CORP	0	4,690	4,137
76	ORACLE CORPORATION	0	1,388	1,533
77	PEPSICO INC	0	3,769	3,558
78	PRAXAIR INC COM	0	2,799	2,955
79	PROCTER & GAMBLE CO	0	5,540	5,839
80	QUALCOMM INC	0	2,695	2,413
81	RIO TINTO PLC - ADR	0	2,791	3,485
82	ROCHE HOLDINGS LTD - ADR	0	2,795	3,182
83	TEXAS INSTRUMENTS INC	0	2,781	3,120
84	TOTAL FINA ELF S A ADR	0	4,628	5,201
85	UNITED TECHNOLOGIES CORP	0	3,654	4,018
86	WAL MART STORES INC	0	3,728	3,412
87	WALGREEN CO	0	1,850	1,888
88	XILINX INC	0	751	825
89	COCA COLA CO	0	8,356	7,468
90	HSBC - ADR	0	2,788	3,503
91	EXXON MOBIL CORPORATION	0	11,150	11,078
92	TARGET CORP	0	3,700	3,609

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

		3,381,111	4,030,313	4,474,761
Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
93	NOVO NORDISK A/S - ADR	0	2,780	2,938
94	BLACKROCK INC	0	1,879	2,274
95	TIME WARNER CABLE INC	0	943	1,069
96	JPMORGAN CHASE & CO	0	5,793	5,628
97	CHEVRON CORP	0	6,917	6,813
98	MERCK & CO INC NEW	0	1,866	1,719
99	SABMILLER PLC - ADR	0	930	983
100	CONOCOPHILLIPS	0	4,650	4,929
101	ALTRIA GROUP INC	0	3,697	3,207
102	INTUITIVE SURGICAL INC	0	1,929	1,961
103	NEWS CORP	0	1,849	2,041
104	ARCOS DORADOS HOLDINGS INC-A	0	554	502
105	ROYAL DUTCH SHELL PLC ADR	0	4,647	4,689
106	KRAFT FOODS GROUP INC	0	625	682
107	MONDELEZ INTERNATIONAL INC	0	1,207	1,196
108	PHILIP MORRIS INTERNATIONAL IN	0	9,302	8,531
109	ALLERGAN INC COM	0	6,361	6,880
110	AMAZON COM INC	0	5,737	6,272
111	APPLE COMPUTER INC COM	0	16,946	14,901
112	CERNER CORP COM	0	6,216	6,666
113	COGNIZANT TECH SOLUTIONS CRP COM	0	4,252	5,615
114	FASTENAL CO	0	5,975	6,578
115	NATIONAL OILWELL INC COM	0	4,187	3,418
116	OCCIDENTAL PETE CORP	0	5,754	5,209
117	OCEANEERING INTL INC	0	5,394	5,540
118	PRAXAIR INC COM	0	5,771	6,129
119	QUALCOMM INC	0	11,993	10,949
120	SCHLUMBERGER LTD	0	6,448	6,375
121	SCHWAB CHARLES CORP NEW	0	2,996	3,547
122	STARBUCKS CORP COM	0	6,280	6,757
123	PRECISION CASTPARTS CORP	0	5,510	6,819
124	ARM HLDGS PLC	0	4,136	6,053
125	LIFE TECHNOLOGIES CORP	0	4,928	5,540
126	COSTCO WHOLESALE CORP	0	4,573	4,739
127	MEAD JOHNSON NUTRITION CO	0	5,126	4,678
128	VERISK ANALYTICS INC	0	4,362	4,638
129	EQUINIX INC	0	5,396	5,980
130	PRICELINE COM INC	0	5,798	5,584
131	INTUITIVE SURGICAL INC	0	3,312	3,433
132	SALESFORCE COM INC	0	6,067	8,237
133	GOOGLE INC	0	6,884	7,781
134	LINKEDIN CORP	0	3,006	3,330
135	AMERICAN TOWER REIT	0	9,119	9,813
136	SILVER WHEATON CORP	0	4,100	5,340
137	VMWARE INC	0	4,613	4,989
138	VISA INC-CLASS A SHRS	0	5,767	6,821

## 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
139	ACE LIMITED		0	6,671	7,342
140	AMERICAN ELECTRIC POWER CO INC		0	1,904	1,921
141	BRISTOL MYERS SQUIBB CO		0	6,646	6,062
142	GLAXOSMITHKLINE PLC - ADR		0	7,659	7,173
143	HEALTH CARE REIT INC		0	3,108	3,064
144	HEINZ H J CO		0	6,797	7,095
145	JOHNSON & JOHNSON		0	4,873	4,907
146	KIMBERLY CLARK CORP COM		0	4,202	4,053
147	ELI LILLY & CO COM		0	4,801	5,376
148	MCDONALDS CORP		0	4,348	4,322
149	PEPSICO INC		0	1,889	1,779
150	PROCTER & GAMBLE CO		0	1,929	2,037
151	SOUTHERN CO		0	7,493	6,678
152	TOTAL FINA ELF S A ADR		0	7,042	7,697
153	COCA COLA CO		0	1,949	1,740
154	ASTRAZENECA PLC SPONS ADR		0	7,628	7,610
155	"CENTURYLINK, INC"		0	7,299	6,768
156	UNILEVER PLC - ADR		0	1,765	1,897
157	DOMINION RES INC VA		0	1,957	1,865
158	PPL CORPORATION		0	3,763	3,722
159	VERIZON COMMUNICATIONS		0	7,646	7,313
160	CHEVRON CORP		0	1,779	1,730
161	MERCK & CO INC NEW		0	6,582	6,059
162	CONOCOPHILLIPS		0	6,554	6,843
163	ALTRIA GROUP INC		0	7,626	6,634
164	REYNOLDS AMERICAN INC		0	6,943	6,297
165	ROYAL DUTCH SHELL PLC ADR		0	7,749	7,727
166	NATIONAL GRID PLC ADR		0	7,221	7,984
167	AT & T INC		0	6,910	6,169
168	BCE INC		0	6,815	6,827
169	WINDSTREAM CORP		0	1,391	1,134
170	VODAFONE GROUP PLC NEW ADR		0	7,914	6,801
171	DUKE ENERGY HOLDING CORP COM		0	6,863	6,508
172	KRAFT FOODS GROUP INC		0	5,534	5,365
173	HCP INC		0	2,589	2,484
174	PHILIP MORRIS INTERNATIONAL IN		0	3,093	2,844
175	LORILLARD INC		0	2,164	1,983
176	AFLAC INC		0	3,502	4,250
177	AFFILIATED MANAGERS GROUP INC		0	5,014	5,857
178	APACHE CORPORATION COM		0	4,745	4,318
179	APPLE COMPUTER INC COM		0	10,968	9,579
180	BOEING COMPANY		0	3,350	3,391
181	CVS/CAREMARK CORPORATION		0	4,104	4,352
182	CAPITAL ONE FINANCIAL CORP		0	3,961	4,055
183	CISCO SYSTEMS INC		0	5,985	5,895
184	DIAGEO PLC - ADR		0	3,861	4,197

3,381,111

4,030,313

4,474,761

## 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
185	WALT DISNEY CO		0	5,690	4,474,761
186	E M C CORP MASS		0	3,703	3,542
187	GILEAD SCIENCES INC		0	3,242	4,334
188	INTEL CORP		0	4,150	3,299
189	JOHNSON CONTROLS INC		0	3,378	4,140
190	MICROSOFT CORP		0	3,552	3,205
191	NESTLE SA REGISTERED SHARES - ADR		0	4,010	4,236
192	NOVARTIS AG - ADR		0	2,943	3,165
193	ORACLE CORPORATION		0	3,968	4,332
194	SCHLUMBERGER LTD		0	5,022	4,851
195	TJX COS INC NEW		0	4,238	4,033
196	TEVA PHARMACEUTICAL INDUSTRIES - A		0	3,688	3,361
197	THERMO FISHER SCIENTIFIC INC		0	3,930	4,465
198	TOTAL FINA ELF S A ADR		0	3,703	4,161
199	UNION PACIFIC CORP		0	6,790	6,915
200	MCKESSON CORP		0	3,320	3,394
201	GOLDMAN SACHS GROUP INC		0	2,531	3,189
202	UNITED PARCEL SERVICE-CL B		0	3,420	3,318
203	TARGET CORP		0	5,174	5,029
204	UNITEDHEALTH GROUP INC		0	4,411	4,610
205	BHP BILLITON LIMITED		0	3,002	3,529
206	JPMORGAN CHASE & CO		0	6,140	5,936
207	US BANCORP DEL NEW		0	4,891	4,631
208	ANHEUSER-BUSCH INBEV SPN ADR		0	4,353	4,808
209	CHEVRON CORP		0	6,622	6,488
210	3M CO		0	4,114	4,178
211	BERSHIRE HATHAWAY INC		0	5,949	6,279
212	COMCAST CORP CLASS A		0	4,911	5,604
213	GOOGLE INC		0	4,486	4,952
214	CELANESE CORP		0	2,684	3,117
215	MONSTER BEVERAGE CORP		0	1,781	2,114
216	VODAFONE GROUP PLC NEW ADR		0	3,165	2,771
217	EATON CORP PLC		0	3,565	3,738
218	CME GROUP INC		0	4,082	3,902
219	ARTISAN FDS INC SMALL CAP FD 660		0	67,000	70,004
220	HARBOR INTERNATIONAL FD INST 2011		0	89,621	171,038
221	OAKMARK INTERNATIONAL FD 109		0	125,085	153,550
222	PIMCO FOREIGN BD FD USD H-INST 103		0	83,000	81,194

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

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

1	Mutual Fund & CTF Income Additions	1	8,319
2	Purchase of Accrued Interest c/o from PY	2	56
3	Rental Income Taxed Next Year	3	4,025
4	Total	4	12,400

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

1	Cost Basis Adjustment	1	592
2	Loss on PY Sales Settled in CY	2	4
3	Mutual Fund & CTF Income Subtraction	3	4,395
4	Purchase of Accrued Interest c/o to Next Year	4	1,159
5	Total	5	6,150

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

Long Term CG Distributions		Short Term CG Distributions		Amount	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	6.132	2,339,050	Gain or Loss	602,635	F.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	0	Gain/Loss Escapes of FMV Over Adjusted Basis or Losses
85	86	87	88															
85	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	3/15/2012	4	17,906	0	0	0	0	13,950	4,056	0	0	0	0	0	0
86	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	4/15/2012	4	17,340	0	0	0	0	17,340	0	0	0	0	0	0	0
87	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	5/15/2012	4	14,480	0	0	0	0	15,301	841	0	0	0	0	0	0
88	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	6/15/2012	4	203,313	0	0	0	0	185,000	18,313	0	0	0	0	0	0
89	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	7/15/2012	4	30,000	0	0	0	0	44,872	31,602	0	0	0	0	0	0
90	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	8/15/2012	4	1,800	0	0	0	0	24,912	3,085	0	0	0	0	0	0
91	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	9/15/2012	4	7,950	0	0	0	0	4,380	3,570	0	0	0	0	0	0
92	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	10/15/2012	4	17,195	0	0	0	0	9,350	7,845	0	0	0	0	0	0
93	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	11/15/2012	4	19,725	0	0	0	0	6,438	13,287	0	0	0	0	0	0
94	GNMA POOL 520550 8.000% 2/15/20	38211RH38	1/31/2000	12/15/2012	4	250,000	0	0	0	0	81,445	168,555	0	0	0	0	0	0
95	GENERAL ELECTRIC CO	369604103	7/5/2012	7/5/2012	4	744	0	0	0	0	744	0	0	0	0	0	0	0
96	GLEAD SCIENCES INC	383888F108	7/5/2012	7/5/2012	4	16,463	0	0	0	0	16,463	0	0	0	0	0	0	0
97	W. GRACE & CO. CO.	485218101	1/14/2010	7/5/2012	4	14,480	0	0	0	0	14,480	0	0	0	0	0	0	0
98	HALLIBURTON CO.	411511306	2/16/2010	7/18/2012	4	203,313	0	0	0	0	203,313	0	0	0	0	0	0	0
99	HARBOR INTERNATIONAL FUND INST 2011	41511306	2/16/2010	7/18/2012	4	28,687	0	0	0	0	44,872	31,602	0	0	0	0	0	0
100	HARBOR INTERNATIONAL FUND INST 2011	41511306	2/16/2010	7/18/2012	4	30,000	0	0	0	0	24,912	3,085	0	0	0	0	0	0
101	OAKMARK INTERNATIONAL FD 109	415838202	7/18/2012	12/18/2012	4	1,800	0	0	0	0	7,950	6,150	0	0	0	0	0	0
102	OAKMARK INTERNATIONAL FD 109	415838202	7/18/2012	12/18/2012	4	3,000	0	0	0	0	7,950	4,950	0	0	0	0	0	0
103	HEWLETT PACKARD CO	429288103	3/30/2008	7/25/2012	4	17,195	0	0	0	0	17,195	0	0	0	0	0	0	0
104	HOME DEPOT INC	437078102	8/29/2010	7/25/2012	4	19,725	0	0	0	0	19,725	0	0	0	0	0	0	0
105	HOME DEPOT INC	437078102	8/29/2010	7/25/2012	4	84,770	0	0	0	0	84,770	0	0	0	0	0	0	0
106	INTERNATIONAL REAL EST-1-2884	448119508	7/25/2012	7/25/2012	4	250,000	0	0	0	0	250,000	0	0	0	0	0	0	0
107	ING REAL ESTATE FUND CL-1 2180	448811708	7/25/2012	7/18/2012	4	10,131,992	0	0	0	0	10,131,992	0	0	0	0	0	0	0
108	ING REAL ESTATE FUND CL-1 2180	448811708	7/25/2012	7/18/2012	4	1,535	0	0	0	0	1,535	0	0	0	0	0	0	0
109	INTEL CORP	458148100	10/13/1992	7/25/2012	4	2,525	0	0	0	0	2,525	0	0	0	0	0	0	0
110	INTEL CORP	458148100	10/13/1992	7/25/2012	4	14,468	0	0	0	0	14,468	0	0	0	0	0	0	0
111	INTERNATIONAL BUSINESS MACHS CO	458200101	7/6/1986	7/25/2012	4	21,257	0	0	0	0	21,257	0	0	0	0	0	0	0
112	INTERNATIONAL BUSINESS MACHS CO	458200101	7/6/1986	7/25/2012	4	2,245	0	0	0	0	2,245	0	0	0	0	0	0	0
113	IPMORGAN CHASE & CO	46625H100	5/18/2008	7/25/2012	4	2,753	0	0	0	0	2,753	0	0	0	0	0	0	0
114	IPMORGAN CHASE & CO	46625H100	5/18/2008	7/25/2012	4	14,848	0	0	0	0	14,848	0	0	0	0	0	0	0
115	KUBIER Y CLARK CORP COM	418160104	5/11/2012	7/25/2012	4	2,095	0	0	0	0	2,095	0	0	0	0	0	0	0
116	KUBIER Y CLARK CORP COM	418160104	5/11/2012	7/25/2012	4	30	0	0	0	0	30	0	0	0	0	0	0	0
117	LAZARD MERGING MKTS PTF 638	500760108	8/17/2012	10/11/2012	4	128,608	0	0	0	0	128,608	0	0	0	0	0	0	0
118	LAZARD MERGING MKTS PTF 638	500760108	8/17/2012	10/11/2012	4	28	0	0	0	0	28	0	0	0	0	0	0	0
119	LINCOLN ELECTRIC HOLDINGS COM	532450106	8/17/2012	10/24/2012	4	2,583	0	0	0	0	2,583	0	0	0	0	0	0	0
120	LINCOLN ELECTRIC HOLDINGS COM	532450106	8/17/2012	10/24/2012	4	18,980	0	0	0	0	18,980	0	0	0	0	0	0	0
121	MCGRAW-HILL COMPANIES INC	580845109	8/17/2012	7/25/2012	4	2,037	0	0	0	0	2,037	0	0	0	0	0	0	0
122	MCKESSON CORP	581550103	8/17/2012	7/25/2012	4	1,924	0	0	0	0	1,924	0	0	0	0	0	0	0
123	MCKESSON CORP	581550103	8/17/2012	7/25/2012	4	18,020	0	0	0	0	18,020	0	0	0	0	0	0	0
124	MEDTRONIC INC	581550103	8/17/2012	7/25/2012	4	958	0	0	0	0	958	0	0	0	0	0	0	0
125	MEDTRONIC INC	581550103	8/17/2012	7/25/2012	4	11,003	0	0	0	0	11,003	0	0	0	0	0	0	0
126	METLIFE INC	59156F108	5/27/2011	7/25/2012	4	5,144	0	0	0	0	5,144	0	0	0	0	0	0	0
127	METLIFE INC	59156F108	5/27/2011	7/25/2012	4	8,339	0	0	0	0	8,339	0	0	0	0	0	0	0
128	NATIONAL OILWELL INC COM	637071100	7/17/2008	7/25/2012	4	13,918	0	0	0	0	13,918	0	0	0	0	0	0	0
129	NATIONAL OILWELL INC COM	637071100	7/17/2008	7/25/2012	4	538	0	0	0	0	538	0	0	0	0	0	0	0
130	OCCIDENTAL PETE CORP	674589105	8/29/2012	7/25/2012	4	1,446	0	0	0	0	1,446	0	0	0	0	0	0	0
131	OCCIDENTAL PETE CORP	674589105	8/29/2012	7/25/2012	4	254	0	0	0	0	254	0	0	0	0	0	0	0
132	ORACLE CORPORATION	68389X105	8/29/2012	9/28/2012	4	17,289	0	0	0	0	17,289	0	0	0	0	0	0	0
133	ORACLE CORPORATION	68389X105	8/29/2012	9/28/2012	4	92,992	0	0	0	0	92,992	0	0	0	0	0	0	0
134	PIMCO REAL RETURN FUND-INST 122	693391104	7/12/2010	7/25/2012	4	26,008	0	0	0	0	26,008	0	0	0	0	0	0	0
135	PIMCO REAL RETURN FUND-INST 122	693391104	7/12/2010	7/25/2012	4	50,000	0	0	0	0	50,000	0	0	0	0	0	0	0
136	PIMCO EMERG MKTS BD-INST 137	693391104	7/12/2010	7/25/2012	4	3,580	0	0	0	0	3,580	0	0	0	0	0	0	0
137	PHILIPS 88	716548104	2/22/2008	5/14/2012	4	15,189	0	0	0	0	15,189	0	0	0	0	0	0	0
138	PHILIPS 88	716548104	2/22/2008	5/14/2012	4	14,511	0	0	0	0	14,511	0	0	0	0	0	0	0
139	QUALCOMM INC	747525103	4/16/2012	7/25/2012	4	14,511	0	0	0	0	14,511	0	0	0	0	0	0	0
140	QUALCOMM INC	747525103	4/16/2012	7/25/2012	4	14,511	0	0	0	0	14,511	0	0	0	0	0	0	0
141	QUESTOR PHARMACEUTICALS INC	74835Y101	1/6/2012	7/25/2012	4	14,423	0	0	0	0	14,423	0	0	0	0	0	0	0
142	QUESTOR PHARMACEUTICALS INC	74835Y101	1/6/2012	7/25/2012	4	137,000	0	0	0	0	137,000	0	0	0	0	0	0	0
143	ROCKWORTH ED-MIDCAP VAL EO 54	756828E15	2/4/2010	7/18/2012	4	14,563	0	0	0	0	14,563	0	0	0	0	0	0	0
144	ROCKWORTH ED-MIDCAP VAL EO 54	756828E15	2/4/2010	7/18/2012	4	3,438	0	0	0	0	3,438	0	0	0	0	0	0	0
145	ROSS STORES INC	774415103	4/20/2011	7/25/2012	4	3,754	0	0	0	0	3,754	0	0	0	0	0	0	0
146	ROSS STORES INC	774415103	4/20/2011	7/25/2012	4	17,880	0	0	0	0	17,880	0	0	0	0	0	0	0
147	ROSS STORES INC	774415103	4/20/2011	7/25/2012	4	2,354	0	0	0	0	2,354	0	0	0	0	0	0	0
148	ROSS STORES INC	774415103	4/20/2011	7/25/2012	4	17,880	0	0	0	0	17,880	0	0	0	0	0	0	0
149	ROYCE PREMIER FUND W CLASS 668	760905411	7/17/2008	7/25														



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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/9/2012	601
3 Second quarter estimated tax payment	6/11/2012	601
4 Third quarter estimated tax payment	9/11/2012	601
5 Fourth quarter estimated tax payment	12/11/2012	600
6 Other payments		0
7 Total		2,403

**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	211,631
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	211,631