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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 EMMA BARNESLEY FOUNDATION UARTICLE VIII OF THE WILL OF EMMA E BARNESLEY		A Employer identification number 26-4785578
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Indeprndence Mall E MACY1372-062		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 ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 2,163,135		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)	491,133			
	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	45,478	44,566		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	11,180			
	b Gross sales price for all assets on line 6a	705,203			
	7 Capital gain net income (from Part IV, line 2)		11,180		
	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)	188,665	188,665			
12 Total. Add lines 1 through 11	736,456	244,411	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	35,648	26,736		8,912
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,646			6,646
	c Other professional fees (attach schedule)	907	680		227
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,371	871		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	14,259	14,259		
	24 Total operating and administrative expenses. Add lines 13 through 23	59,831	42,546	0	15,785
	25 Contributions, gifts, grants paid	203,837			203,837
26 Total expenses and disbursements Add lines 24 and 25	263,668	42,546	0	219,622	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	472,788				
b Net investment income (if negative, enter -0-)		201,865			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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POSTMARK DATE MAY 10 2013

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		6,187	1,629	1,629
	2	Savings and temporary cash investments		112,977	119,830	119,830
	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)		1,536,631		
	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)			1,986,496	2,041,676	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)		679,138			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,334,933	2,107,955	2,163,135	
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		2,334,933	2,107,955	
	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)		2,334,933	2,107,955		
31	Total liabilities and net assets/fund balances (see instructions)		2,334,933	2,107,955		

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	2,334,933
2	Enter amount from Part I, line 27a	2	472,788
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	7,546
4	Add lines 1, 2, and 3	4	2,815,267
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	707,312
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,107,955

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) FMV 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	11,180	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	155,568	2,427,386	0.064089
2010	3,152	1,743,533	0.001808
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.065897
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 0.032949
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,898,450
5 Multiply line 4 by line 3			5 62,552
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,019
7 Add lines 5 and 6			7 64,571
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.			8 219,622

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)		1	2,019
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,019
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	2,019
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500	
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	1,500	
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	519	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0	
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? ☐ 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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

☐**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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

N/A

6b

X

7b

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phil	Trustee	4 00	35,648	

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	1,734,137
b	Average of monthly cash balances	1b	193,223
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,927,360
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	1,927,360
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,910
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,898,450
6	Minimum investment return. Enter 5% of line 5	6	94,923

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	94,923
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,019
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,019
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,904
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	92,904
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	92,904

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	219,622
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	219,622
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	2,019
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	217,603

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				92,904
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			46,458	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>219,622</u>				
a Applied to 2011, but not more than line 2a			46,458	
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				92,904
e Remaining amount distributed out of corpus	80,260			
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	80,260			
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				0
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	80,260			
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	80,260			

N/A

►

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

Form 990-PF (2012)

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	203,837
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(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	45,478	
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	11,180	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>ROYALTY INCOME</u>			16	188,665	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		245,323	0
13	Total. Add line 12, columns (b), (d), and (e)				13	245,323

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			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.			

[illegible]

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 A. Sulentz SVP Wells Fargo Bank N.A.

4/25/2013

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

4/25/2013

Firm's EIN ▶ 13-4008324

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

EMMA BARNESLEY FOUNDATION UARTICLE VIII OF THE WILL OF EMMA E BARNESLEY

26-4785578

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization EMMA BARNSELY FOUNDATION UARTICLE VIII OF THE WILL OF EMMA E BARNSELY	Employer identification number 26-4785578
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GWONDOLYN ANN OATS 1601 ENGLEWOOD LN ODESSA TX 79761 Foreign State or Province Foreign Country	\$ 14,854	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	GWONDOLYN ANN OATS 1601 ENGLEWOOD LN ODESSA TX 79761 Foreign State or Province Foreign Country	\$ 476,279	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization EMMA BARNSELY FOUNDATION UARTICLE VIII OF THE WILL OF EMMA E BARNSELY	Employer identification number 26-4785578
---	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

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

Recipient(s) paid during the year

Name

JOHNSON MILLER & CO

Street

2626 JBS PARKWAY SUITE A-200

City

ODESSA

State

TX

Zip Code

79761

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,837

Name

AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY OF ANIMALS

Street

424 E 92ND STREET

City

NEW YORK

State

NY

Zip Code

10128-6804

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

BIDEAWEE

Street

410 EAST 38TH STREET

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

11,000

Name

DEFENDERS OF WILDLIFE

Street

1130 17TH STREET, NW

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,500

Name

HUMANE SOCIETY OF ODESSA

Street

7012 W MOCKINGBIRD LN

City

ODESSA

State

TX

Zip Code

79763

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

115,000

Name

MIDLAND SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS INC

Street

2701 S COUNTY ROAD 1206

City

MIDLAND

State

TX

Zip Code

79706

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

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

Recipient(s) paid during the year

Name

SAFE PET COALITION

Street

3300 BELTAGH AVENUE

City

WANTAGH

State

NY

Zip Code

11795

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

TEXAS A & M FOUNDATION DEVELOPMENT OFFICE

Street

4461 TAMU

City

COLLEGE STATION

State

TX

Zip Code

77843-4461

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

22,500

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	Totals			Capital Gains/Losses		Net Gain or Loss	
								Gross Sales		Cost, Other Basis and Expenses	Gross Sales	Other sales		Capital Gains/Losses
	Long Term CG Distributions	Amount												
	Short Term CG Distributions	5,047												
		0												
1	X APACHE CORP	037411105			3/1/2011		9/17/2012	1,387	1,833				-446	
2	X APPLE INC	037833100			3/1/2011		3/21/2012	6,095	3,500				2,595	
3	X APPLE INC	037833100			3/1/2011		4/11/2012	1,875	1,050				825	
4	X APPLE INC	037833100			7/3/2012		9/17/2012	3,486	2,995				491	
5	X ARTISAN INTERNATIONAL FU	04314H204			8/1/2007		3/29/2012	10,938	15,022				-4,084	
6	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		9/25/2012	3,079	3,057				22	
7	X BAKER HUGHES INC COM	057224107			3/1/2011		2/7/2012	6,899	9,443				-2,544	
8	X BERKSHIRE HATHAWAY INC	084670702			3/1/2011		3/21/2012	1,625	1,726			101	0	
9	X BERKSHIRE HATHAWAY INC	084670702			4/1/2011		9/17/2012	1,325	1,294			31	0	
10	X BHP BILLITON LIMITED - ADR	088606108			3/1/2011		3/21/2012	1,084	1,497				-413	
11	X BOEING CO	097023105			3/18/2011		3/21/2012	1,507	1,383				124	
12	X CYSICAREMARK CORPORATI	126650100			3/7/2011		3/21/2012	3,222	2,368				854	
13	X CYSICAREMARK CORPORATI	126650100			3/1/2011		3/21/2012	1,352	1,000				352	
14	X CAPITAL ONE FINANCIAL COR	14040H105			3/1/2011		3/21/2012	1,387	1,218				169	
15	X CELANESE CORP	150870103			6/13/2011		3/21/2012	1,132	1,163				-31	
16	X CELANESE CORP	150870103			6/13/2011		9/17/2012	1,036	1,163				-127	
17	X CHEVRON CORP	166764100			3/1/2011		3/21/2012	2,157	2,070				87	
18	X CHEVRON CORP	166764100			3/1/2011		9/17/2012	1,171	1,035				136	
19	X CISCO SYSTEMS INC	17275R102			3/1/2011		3/21/2012	1,647	1,487				160	
20	X CISCO SYSTEMS INC	17275R102			3/1/2011		9/17/2012	952	930				22	
21	X COMCAST CORP CLASS A	20030N101			3/1/2011		3/21/2012	1,636	1,411				225	
22	X COMCAST CORP CLASS A	20030N101			3/1/2011		8/16/2012	682	513				169	
23	X COMCAST CORP CLASS A	20030N101			7/3/2012		9/17/2012	1,050	960				90	
24	X CONOCOPHILLIPS	20825C104			3/1/2011		3/21/2012	1,158	1,169				-11	
25	X CONOCOPHILLIPS	20825C104			3/1/2011		4/16/2012	4,076	4,287				-211	
26	X CREDIT SUISSE COMM RT ST	22544R305			2/28/2011		9/25/2012	4,425	5,031				-606	
27	X DIAGEO PLC - ADR	25243Q205			3/1/2011		3/21/2012	1,453	1,183				270	
28	X DIAGEO PLC - ADR	25243Q205			3/1/2011		11/15/2012	1,141	789				352	
29	X DIAMOND HILL LONG-SHORT	25264S833			2/28/2011		3/29/2012	3,249	3,069				180	
30	X WALT DISNEY CO	254687106			3/1/2011		8/16/2012	1,005	865				140	
31	X WALT DISNEY CO	254687106			7/3/2012		9/17/2012	1,041	971				70	
32	X DODGE & COX INT'L STOCK F	256206103			2/28/2011		9/25/2012	21,958	24,578				-2,620	
33	X DODGE & COX INCOME FD CC	256210105			6/6/2011		3/29/2012	24,018	24,000				18	
34	X DODGE & COX INCOME FD CC	256210105			2/28/2011		3/29/2012	21,978	21,654				324	
35	X DODGE & COX INCOME FD CC	256210105			5/10/2012		7/3/2012	5,450	5,470				-20	
36	X DODGE & COX INCOME FD CC	256210105			4/28/2011		7/3/2012	1,820	1,790				30	
37	X E M C CORP MASS	268648102			3/1/2011		3/21/2012	1,318	1,204				114	
38	X J P MORGAN MID CAP VALUE	339128100			7/5/2012		9/25/2012	836	800				36	
39	X J P MORGAN MID CAP VALUE	339128100			2/28/2011		9/25/2012	2,049	1,816				233	
40	X GILEAD SCIENCES INC	375558103			12/8/2011		3/21/2012	1,159	974				185	
41	X GILEAD SCIENCES INC	375558103			7/3/2012		9/17/2012	1,316	1,041				275	
42	X GILEAD SCIENCES INC	375558103			7/3/2012		9/25/2012	338	260				78	
43	X GOLDMAN SACHS GROUP INC	38141G104			4/13/2011		3/21/2012	1,263	1,606				-343	
44	X GOLDMAN SACHS GRTH OPP	38142Y401			2/28/2011		3/29/2012	43,678	43,000				678	
45	X GOOGLE INC	38259P508			1/24/2012		3/21/2012	3,230	2,898				332	
46	X HARBOR CAPITAL APRTION	411511504			2/24/2010		7/3/2012	18,892	14,569				4,323	
47	X HARBOR CAPITAL APRTION	411511504			3/19/2010		7/3/2012	6,678	5,433				1,245	
48	X HARBOR CAPITAL APRTION	411511504			7/1/2010		7/3/2012	3,969	2,830				1,139	
49	X HARBOR CAPITAL APRTION	411511504			8/9/2010		7/3/2012	758	588				170	
50	X HEWLETT PACKARD CO	428236103			3/1/2011		8/31/2012	2,445	6,249				-3,804	
51	X HEWLETT PACKARD CO	428236103			7/11/2011		8/31/2012	422	882				-460	
52	X HUSSMAN STRATEGIC GROW	448108100			3/19/2010		7/3/2012	1,390	1,565				-175	
53	X HUSSMAN STRATEGIC GROW	448108100			2/24/2010		9/25/2012	5,793	6,807				-1,014	
54	X HUSSMAN STRATEGIC GROW	448108100			3/19/2010		9/25/2012	1,571	1,848				-277	
55	X HUSSMAN STRATEGIC GROW	448108100			4/21/2010		9/25/2012	5,793	6,691				-898	
56	X HUSSMAN STRATEGIC GROW	448108100			2/4/2011		9/25/2012	1,919	2,100				-181	
57	X HUSSMAN STRATEGIC GROW	448108100			4/28/2011		9/25/2012	431	478				-47	
58	X HUSSMAN STRATEGIC GROW	448108100			2/28/2011		9/25/2012	8,190	8,963				-773	
59	X INTEL CORP	458140100			3/1/2011		3/21/2012	1,808	1,400				408	
60	X ISHARES S & P 500 INDEX FU	464287200			2/24/2010		7/3/2012	10,320	8,321				1,999	
61	X ISHARES S & P 500 INDEX FU	464287200			3/19/2010		7/3/2012	688	589				99	
62	X ISHARES S & P 500 INDEX FU	464287200			6/29/2010		7/3/2012	688	532				156	
63	X ISHARES TR RUSSELL MIDCA	464287481			3/29/2012		7/3/2012	52,075	54,234				-2,159	
64	X JPMORGAN CHASE & CO	46625H100			3/1/2011		3/21/2012	2,260	2,305				-45	
65	X JPMORGAN CHASE & CO	46625H100			3/1/2011		9/17/2012	1,025	1,152				-127	
66	X JOHNSON CONTROLS INC	478366107			7/11/2011		3/21/2012	1,136	1,444			308	0	
67	X JOHNSON CONTROLS INC	478366107			3/17/2011		3/21/2012	325	404				79	
68	X JOHNSON CONTROLS INC	478366107			7/2/2011		9/17/2012	1,002	1,420				-418	

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

Totals										Capital Gains/Losses		Cost, Other		Net Gain	
Amount										Other sales		Basis and Expenses		or Loss	
Long Term CG Distributions										5,047		705,203		11,180	
Short Term CG Distributions										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 KEELEY SMALL CAP VAL FD C	487300808			2/28/2011		9/25/2012	5,273	5,126				0	147	
70	X LAUDUS MONDRIAN INTL FHM	51855Q655			2/28/2011		3/29/2012	30,392	31,152				0	-760	
71	X LAUDUS MONDRIAN INTL FHM	51855Q655			2/28/2011		7/3/2012	8,424	8,561				0	-137	
72	X LAUDUS MONDRIAN INTL FHM	51855Q655			2/28/2011		9/25/2012	18,371	17,978				0	393	
73	X MFS VALUE FUND-CLASS I 88	552983694			2/28/2011		7/3/2012	16,012	15,676				0	336	
74	X MFS VALUE FUND-CLASS I 88	552983694			2/28/2011		7/3/2012	6,683	6,619				0	64	
75	X MFS VALUE FUND-CLASS I 88	552983694			5/10/2012		7/3/2012	738	738				0	0	
76	X MAINSTAY EP US EQUITY-INS	56063J302			2/24/2010		7/3/2012	3,870	3,699				0	171	
77	X MAINSTAY EP US EQUITY-INS	56063J302			7/11/2010		7/3/2012	2,995	2,666				0	329	
78	X MERGER FD SH BEN INT 260	589509108			2/28/2011		3/29/2012	410	416				0	-6	
79	X MICROSOFT CORP	594818104			2/28/2011		7/3/2012	933	944				0	-11	
80	X NESTLE S A REGISTERED SH	641089406			3/1/2011		3/21/2012	1,260	1,059				0	221	
81	X ORACLE CORPORATION	68389X105			3/1/2011		3/21/2012	1,858	1,702				0	156	
82	X OPENHEIMER DEVELOPING	683974505			3/1/2011		3/21/2012	1,325	1,449				0	-124	
83	X PIMCO TOTAL RET FD-INST 3	693390700			2/28/2011		9/25/2012	1,101	1,126				0	-25	
84	X PIMCO TOTAL RET FD-INST 3	693390700			6/6/2011		3/29/2012	24,108	24,000				0	108	
85	X PIMCO TOTAL RET FD-INST 3	693390700			2/28/2011		3/29/2012	22,454	21,989				0	465	
86	X PIMCO TOTAL RET FD-INST 3	693390700			5/10/2012		7/3/2012	5,307	5,270				0	37	
87	X PIMCO TOTAL RET FD-INST 3	693390700			4/28/2011		7/3/2012	3,270	3,190				0	90	
88	X TOW SMALL CAP GROWTH FLD	87234N849			2/28/2011		9/25/2012	6,249	6,713				0	-464	
89	X PIMCO FOREIGN BD FD USD	693390882			4/2/2012		7/3/2012	8,233	8,135				0	98	
90	X PIMCO FOREIGN BD FD USD	693390882			4/2/2012		9/25/2012	18,275	17,463				0	812	
91	X TJX COS INC NEW	872540109			6/29/2011		3/21/2012	1,558	1,041				0	517	
92	X RIDGEWORTH SEIX HY BD-1	76628T645			2/28/2011		7/3/2012	8,740	9,101				0	-361	
93	X T ROWE PRICE SHORT TERM	77957P105			2/28/2011		7/3/2012	6,517	6,530				0	-13	
94	X T ROWE PRICE SHORT TERM	77957P105			2/28/2011		7/3/2012	29,197	29,197				0	0	
95	X TJX COS INC NEW	872540109			6/29/2011		4/11/2012	1,938	1,276				0	662	
96	X TARGET CORP	87612E106			3/1/2011		3/21/2012	1,734	1,583				0	151	
97	X T ROWE PRICE SHORT TERM	77957P105			4/2/2012		7/3/2012	2,895	2,895				0	0	
98	X T ROWE PRICE SHORT TERM	77957P105			4/2/2012		9/25/2012	35,123	34,979				0	144	
99	X SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		3/29/2012	7,171	8,029				0	-858	
100	X TARGET CORP	87612E106			3/1/2011		9/17/2012	965	792				0	173	
101	X SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		7/3/2012	521	581				0	-60	
102	X SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		7/3/2012	335	370				0	-35	
103	X SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		9/25/2012	1,308	1,358				0	-50	
104	X TEVA PHARMACEUTICAL IND	881624209			4/13/2011		3/21/2012	1,734	1,982				0	-248	
105	X SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		9/25/2012	4,76	489				0	-13	
106	X SCHLUMBERGER LTD	806857108			3/1/2011		3/21/2012	1,855	2,317				0	-462	
107	X THERMO FISHER SCIENTIFIC	88355E102			3/1/2011		3/21/2012	1,428	1,401				0	27	
108	X SCHLUMBERGER LTD	806857108			3/1/2011		9/17/2012	1,155	1,390				0	-235	
109	X THERMO FISHER SCIENTIFIC	88355E102			3/1/2011		9/17/2012	1,204	1,121				0	83	
110	X 3M CO	88579Y101			3/1/2011		3/21/2012	1,336	1,371				0	-35	
111	X 3M CO	88579Y101			3/1/2011		9/17/2012	937	914				0	23	
112	X AFLAC INC	001055102			3/1/2011		3/21/2012	1,170	1,461				0	-281	
113	X AFLAC INC	001055102			3/1/2011		9/17/2012	981	1,169				0	-188	
114	X ABBOTT LABS	002824100			3/1/2011		3/21/2012	2,116	1,673				0	443	
115	X ABBOTT LABS	002824100			4/13/2011		6/7/2012	1,288	1,080				0	228	
116	X ABBOTT LABS	002824100			4/13/2011		7/5/2012	2,527	1,968				0	559	
117	X ABBOTT LABS	002824100			3/1/2011		7/5/2012	2,657	1,960				0	697	
118	X TOTAL S A -ADR	89151E109			7/5/2012		9/17/2012	1,082	903				0	179	
119	X US BANCORP DEL NEW	902973304			3/1/2011		3/21/2012	1,737	1,500				0	237	
120	X US BANCORP DEL NEW	902973304			7/3/2012		9/17/2012	1,026	974				0	52	
121	X UNION PACIFIC CORP	907618108			3/1/2011		3/21/2012	2,250	1,866				0	384	
122	X UNION PACIFIC CORP	907618108			7/3/2012		9/17/2012	1,269	1,186				0	83	
123	X UNITED PARCEL SERVICE-CL	911312106			8/12/2011		3/21/2012	1,611	1,307				0	304	
124	X UNITEDHEALTH GROUP INC	91324P102			3/1/2011		3/21/2012	1,622	1,283				0	339	
125	X UNITEDHEALTH GROUP INC	91324P102			7/3/2012		9/17/2012	1,097	1,097				0	-7	
126	X VANGUARD MSCI EMERGING	922042858			10/6/2010		9/25/2012	211	234				0	-23	
127	X VANGUARD MSCI EMERGING	922042858			2/28/2011		3/29/2012	843	927				0	-84	
128	X VANGUARD REIT VIPER	922908553			2/28/2011		7/3/2012	17,798	16,795				0	1,003	
129	X VANGUARD REIT VIPER	922908553			2/28/2011		7/3/2012	3,180	2,823				0	357	
130	X COOPER INDUSTRIES PLC NE	G24140108			7/3/2012		11/30/2012	397	344				0	53	
131	X COOPER INDUSTRIES PLC NE	G24140108			3/1/2011		11/30/2012	6,032	4,825				0	1,207	
132	X EATON CORP PLC	G29183103			11/30/2012		12/17/2012	40	39				0	1	
133	X ABBOTT LABS	002824100			3/1/2011		11/7/2012	2,844	2,103				0	741	
134	X ABBOTT LABS	002824100			7/3/2012		11/7/2012	2,908	2,918				0	-10	
135	X AFFILIATED MANAGERS GRO	008252108			3/1/2011		1/24/2012	2,332	2,411				0	-78	
136	X AFFILIATED MANAGERS GRO	008252108			3/1/2011		3/21/2012	1,690	1,572				0	118	

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	Totals					Net Gain or Loss						
									Capital Gains/Losses											
									Other sales											
									Gross Sales											
									Cost, Other Basis and Expenses											
137	X	AFFILIATED MANAGERS GRO	008252108		3/1/2011		9/17/2012	1,265	1,048					217						
138	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		3/21/2012	2,178	1,795					383						
139	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		7/5/2012	1,412	1,077					335						
140	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/2/2011		7/5/2012		218					96						
141	X	ANHEUSER-BUSCH INBEV SP	03524A108		7/3/2012		11/15/2012	3,299	3,182					117						
142	X	APACHE CORP	037411105		3/1/2011		3/21/2012	1,222	1,038				184	0						
		Long Term CG Distributions	Amount	5,047											11,180					
		Short Term CG Distributions		0											0					
														694,023						
														705,203						
														0						

Part I, Line 11 (990-PF) - Other Income

		188,665	188,665	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	188,665	188,665	

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

		6,646	0	0	6,646
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	6,646			6,646

Part I, Line 16c (990-PF) - Other Professional Fees

		907	680	0	227
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER MISC NONDEDUCT EXP	907	680		227

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

		2,371	871	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	871	871		
2	ESTIMATED EXCISE PAYMENTS	1,500			

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

		14,259	14,259	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	12	12		
2	OMG EXPENSES	14,247	14,247		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		1,536,631		0		0	
1	Description	Num Shares/ Face Value	Book Value	Book Value	FMV	FMV	
			Beg of Year	End of Year	Beg of Year	End of Year	
			1,536,631				

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

Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1		0	0	
2 AFLAC INC		0	7,282	7,171
3 AFFILIATED MANAGERS GROUP INC		0	7,328	9,371
4 APACHE CORPORATION COM		0	9,808	7,458
5 APPLE COMPUTER INC COM		0	11,687	15,965
6 ARTISAN INTERNATIONAL FUND 661		0	151,765	143,996
7 BOEING COMPANY		0	6,346	6,782
8 CVS/CAREMARK CORPORATION		0	6,210	8,171
9 CAPITAL ONE FINANCIAL CORP		0	6,524	7,531
10 CISCO SYSTEMS INC		0	8,843	10,296
11 DIAGEO PLC - ADR		0	5,778	7,811
12 WALT DISNEY CO		0	8,411	9,560
13 DODGE & COX INCOME FD COM 147		0	101,558	105,230
14 E M C CORP MASS		0	7,009	6,704
15 GILEAD SCIENCES INC		0	4,118	7,639
16 INTEL CORP		0	7,102	6,392
17 JOHNSON CONTROLS INC		0	7,939	7,023
18 MERGER FD SH BEN INT 260		0	41,611	41,284
19 MICROSOFT CORP		0	6,343	6,143
20 NESTLE S A REGISTERED SHARES - ADR		0	7,164	8,081
21 NOVARTIS AG - ADR		0	5,145	5,697
22 ORACLE CORPORATION		0	7,748	8,163
23 PIMCO TOTAL RET FD-INST 35		0	119,093	120,934
24 PIMCO FOREIGN BD FD USD H-INST 103		0	17,905	18,189
25 T ROWE PRICE SHORT TERM BD FD 55		0	21,017	21,061
26 SCHLUMBERGER LTD		0	9,792	8,385
27 TJX COS INC NEW		0	5,265	7,514
28 TEVA PHARMACEUTICAL INDUSTRIES - A		0	8,079	6,348
29 THERMO FISHER SCIENTIFIC INC		0	5,994	7,016
30 TOTAL FINA ELF S A ADR		0	5,733	6,605
31 UNION PACIFIC CORP		0	9,837	12,572
32 MCKESSON CORP		0	7,110	7,272
33 GOLDMAN SACHS GROUP INC		0	6,517	5,740
34 UNITED PARCEL SERVICE-CL B		0	6,166	6,562
35 TARGET CORP		0	7,667	8,580
36 UNITEDHEALTH GROUP INC		0	6,461	7,811
37 ARTISAN MID CAP FUND-INSTL 1333		0	68,080	68,540
38 TUCKER NORTH PROSPECT LEAS 997516		0	1	1
39 VARIOUS MINERAL INTERESTS 99751650		0	1	1
40 VARIOUS MINERAL INTERESTS 99751650		0	1	1
41 "SECS 27, 28, 33, 34 997516494"		0	1	1
42 VARIOUS MINERAL INTERESTS 99751649		0	1	1
43 VARIOUS MINERAL INTERESTS 99751650		0	1	1
44 VARIOUS MINERAL INTERESTS 99751650		0	1	1
45 VARIOUS MINERAL INTERESTS 99751650		0	1	1
46 VARIOUS MINERAL INTERESTS 99751650		0	1	1

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
47	"SECS 16,17,S/2-23,24,25,W/ 997516493"		0	1,986,496	2,041,676
48	VARIOUS MINERAL INTERESTS 99751650		0	1	1
49	"SEC 42, BLK 32 997516491"		0	1	1
50	"SEC 41, BLK 32 997516490"		0	1	1
51	J F CROSS SVY 1 & 2 997516489		0	1	1
52	SEC 43 BLK 32 997516488		0	1	1
53	BHP BILLITON LIMITED		0	7,087	6,274
54	JPMORGAN CHASE & CO		0	9,164	10,025
55	US BANCORP DEL NEW		0	6,670	7,666
56	TCW SMALL CAP GROWTH FUND-I 4724		0	65,062	59,193
57	ANHEUSER-BUSCH INBEV SPN ADR		0	5,337	8,566
58	LAUDUS MONDRIAN INTL FI-INST 2940		0	18,353	18,120
59	DODGE & COX INT'L STOCK FD 1048		0	124,517	123,376
60	CHEVRON CORP		0	10,619	10,922
61	DREYFUS EMG MKT DEBT LOC C-I 6083		0	101,144	106,291
62	3M CO		0	7,264	7,428
63	JP MORGAN MID CAP VALUE-I 758		0	49,440	58,346
64	BERSHIRE HATHAWAY INC		0	10,038	11,033
65	HUSMAN STRATEGIC GROWTH FUND 60		0	57,423	51,624
66	COMCAST CORP CLASS A		0	6,859	9,527
67	GOOGLE INC		0	7,586	9,196
68	VANGUARD REIT VIPER		0	69,852	82,382
69	CELANESE CORP		0	4,598	5,121
70	VANGUARD EMERGING MARKETS ETF		0	89,066	90,663
71	MONSTER BEVERAGE CORP		0	3,338	3,963
72	OPPENHEIMER DEVELOPING MKT-Y 788		0	85,823	90,070
73	VODAFONE GROUP PLC NEW ADR		0	5,994	5,290
74	EATON CORP PLC		0	6,305	6,610
75	CME GROUP INC		0	8,067	7,600
76	SPDR DJ WILSHIRE INTERNATIONAL REA		0	82,937	87,166
77	DIAMOND HILL LONG-SHORT FD CLI 11		0	77,869	82,734
78	RIDGEWORTH SEIX HY BD-I 5855		0	112,251	115,780
79	GATEWAY FUND - Y 1986		0	52,058	51,227
80	CREDIT SUISSE COMM RT ST-CO 2156		0	112,077	98,243
81	KEELEY SMALL CAP VAL FD CLI 2251		0	59,248	67,628

Part II, Line 15 (990-PF) - Other Assets

		679,138	0	0
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1		679,138		

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	6,405
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,141
3	Total	3	7,546

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

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	13,620
2	MUTUAL FUND & CTF INCOME SUBTRACTIONS	2	7,525
3	PY RETURN OF CAPITAL ADJUSTMENT	3	857
4	BEGINNING BALANCE DISCREPANCY	4	685,310
5	Total	5	707,312

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

[illegible]

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

Long Term CG Distributions		5.047	Amount		0		700.156		672		694.695		6,133		0		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses		6,133	
Short Term CG Distributions		0																								
Description of Property Sold		CUIP#		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		FMV as of 12/31/69		Excess of FMV Over Adj Basis		Gain Minus Excess of FMV Over Adjusted Basis or Losses		
85	PIMCO TOTAL RET FD-INST 35	693390700		0	0	2/28/2011		3/29/2012		22,454		5,307		0		21,989		465		0		0		465		
86	PIMCO TOTAL RET FD-INST 35	693390700				7/3/2012		7/3/2012		5,270		0		0		5,270		0		0		0		0		
87	PIMCO TOTAL RET FD-INST 35	693390700		0	0	4/28/2011		9/25/2012		6,249		0		0		6,249		0		0		0		0		
88	TCW SMALL CAP GROWTH FUND-472	7234AN49				4/2/2012		4/2/2012		8,233		0		0		8,233		0		0		0		0		
89	PIMCO FOREIGN BD FD USD H-INST 10	693390882		0	0	4/2/2012		9/25/2012		18,275		0		0		18,275		0		0		0		0		
90	PIMCO FOREIGN BD FD USD H-INST 10	693390882				4/2/2012		9/25/2012		18,275		0		0		18,275		0		0		0		0		
91	TXX COS INC NEW	693390882		0	0	6/29/2011		3/21/2012		1,558		0		0		1,558		0		0		0		0		
92	RIDGEWORTH SEIX HY BD-1 5855	76281645				2/28/2011		7/3/2012		8,740		0		0		8,740		0		0		0		0		
93	T ROWE PRICE SHORT TERM BD FD 577957P105	693390882		0	0	2/28/2011		7/3/2012		6,517		0		0		6,517		0		0		0		0		
94	T ROWE PRICE SHORT TERM BD FD 577957P105	693390882				2/28/2011		7/3/2012		6,517		0		0		6,517		0		0		0		0		
95	TXX COS INC NEW	693390882		0	0	6/29/2011		3/21/2012		1,558		0		0		1,558		0		0		0		0		
96	TARGET CORP	87612E106				3/1/2011		4/1/2012		1,938		0		0		1,938		0		0		0		0		
97	T ROWE PRICE SHORT TERM BD FD 577957P105	693390882		0	0	4/2/2012		7/3/2012		2,895		0		0		2,895		0		0		0		0		
98	T ROWE PRICE SHORT TERM BD FD 577957P105	693390882				4/2/2012		7/3/2012		2,895		0		0		2,895		0		0		0		0		
99	SPDR DJ WILSHIRE INTERNATIONAL RT 78463X863	693390882		0	0	6/7/2011		9/25/2012		35,123		0		0		35,123		0		0		0		0		
100	TARGET CORP	87612E106				3/1/2011		4/1/2012		1,938		0		0		1,938		0		0		0		0		
101	SPDR DJ WILSHIRE INTERNATIONAL RT 78463X863	693390882		0	0	4/29/2011		7/3/2012		335		0		0		335		0		0		0		0		
102	SPDR DJ WILSHIRE INTERNATIONAL RT 78463X863	693390882				4/28/2011		7/3/2012		1,308		0		0		1,308		0		0		0		0		
103	SPDR DJ WILSHIRE INTERNATIONAL RT 78463X863	693390882		0	0	4/28/2011		7/3/2012		1,308		0		0		1,308		0		0		0		0		
104	TEVA PHARMACEUTICAL INDUSTRIES	981524209		0	0	4/13/2011		9/25/2012		1,734		0		0		1,734		0		0		0		0		
105	SPDR DJ WILSHIRE INTERNATIONAL RT 78463X863	693390882				3/7/2011		9/25/2012		475		0		0		475		0		0		0		0		
106	SCHLUMBERGER LTD	808551108		0	0	3/7/2011		9/25/2012		1,835		0		0		1,835		0		0		0		0		
107	PERKINS SHERIDAN LTD	808551108				3/7/2011		9/25/2012		1,428		0		0		1,428		0		0		0		0		
108	SCHLUMBERGER LTD	808551108		0	0	3/7/2011		9/25/2012		1,428		0		0		1,428		0		0		0		0		
109	SCHLUMBERGER LTD	808551108				3/7/2011		9/25/2012		1,428		0		0		1,428		0		0		0		0		
110	THORNDYKE FISHER SCIENTIFIC INC	863356102		0	0	3/7/2011		9/25/2012		1,234		0		0		1,234		0		0		0		0		
111	THORNDYKE FISHER SCIENTIFIC INC	863356102				3/7/2011		9/25/2012		1,234		0		0		1,234		0		0		0		0		
112	AFAC INC	857391101		0	0	3/7/2011		9/25/2012		1,359		0		0		1,359		0		0		0		0		
113	AFAC INC	857391101				3/7/2011		9/25/2012		1,359		0		0		1,359		0		0		0		0		
114	ABBOTT LABS	803851102		0	0	3/7/2011		9/25/2012		1,757		0		0		1,757		0		0		0		0		
115	ABBOTT LABS	803851102				3/7/2011		9/25/2012		1,757		0		0		1,757		0		0		0		0		
116	ABBOTT LABS	803851102		0	0	3/7/2011		9/25/2012		1,757		0		0		1,757		0		0		0		0		

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	Name											
1	Wells Fargo Bank N A Trust Tax D	X	101N Independence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	35,648	0	0
2												

35,648 0

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	6/12/2012	2	500
3 Second quarter estimated tax payment	9/11/2012	3	500
4 Third quarter estimated tax payment	12/11/2012	4	500
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	1,500

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	46,458
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	46,458



Account Statement For:
BARNESLEY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Cash Disbursements (continued)					
ASSET RELATED - TEVA PHARMACEUTICAL INDUSTRIES - ADR					
06/04/12		PAID TO TAX WITHHOLDING FOREIGN TAX SYMBOL: TEVA CUSIP: 881624209 25.0% W/H ON 125 SHRS		- \$8.17	
Total Asset Related - TEVA PHARMACEUTICAL INDUSTRIES - ADR			\$0.00	- \$8.17	\$0.00
Total Asset Related			\$0.00	- \$670.69	\$0.00
Total Cash Disbursements			- \$4,337.39	- \$670.69	\$0.00

Assets Received

OTHER ASSETS RECEIVED

06/21/12	526.000	RECEIVED 526 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$11,324.78 TFR TO BARNESLEY EMMA FOUNDATION			\$9,957.18
06/21/12	488.000	RECEIVED 488 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$10,506.64 TFR TO BARNESLEY EMMA FOUNDATION			9,769.76
06/21/12	69.929	RECEIVED 69.929 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$1,505.57 TFR TO BARNESLEY EMMA FOUNDATION			1,416.76



Account Statement For:
BARNSELY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/21/12	85.195	RECEIVED 85.195 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$1,834.25 TFR TO BARNSELY EMMA FOUNDATION			1,766.10
06/20/12	335.951	RECEIVED 335.951 SHARES OF ARTISAN MID CAP FUND-INS #1333 SYMBOL: APHMX CUSIP: 04314H600 VALUE: \$13,008.02 TFR TO BARNSELY EMMA FOUNDATION			13,337.24
06/21/12	2,295.000	RECEIVED 2,295 SHARES OF CREDIT SUISSE COMM RT ST-CO #2156 SYMBOL: CRSOX CUSIP: 22544R305 VALUE: \$17,304.30 TFR TO BARNSELY EMMA FOUNDATION			20,655.00
06/21/12	403.593	RECEIVED 403.593 SHARES OF CREDIT SUISSE COMM RT ST-CO #2156 SYMBOL: CRSOX CUSIP: 22544R305 VALUE: \$3,043.09 TFR TO BARNSELY EMMA FOUNDATION			3,692.88
06/21/12	156.086	RECEIVED 156.086 SHARES OF CREDIT SUISSE COMM RT ST-CO #2156 SYMBOL: CRSOX CUSIP: 22544R305 VALUE: \$1,176.89 TFR TO BARNSELY EMMA FOUNDATION			1,340.78
06/21/12	123.875	RECEIVED 123.875 SHARES OF CREDIT SUISSE COMM RT ST-CO #2156 SYMBOL: CRSOX CUSIP: 22544R305 VALUE: \$934.02 TFR TO BARNSELY EMMA FOUNDATION			1,044.27



Account Statement For:
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Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/21/12	199.508	RECEIVED 199.508 SHARES OF CREDIT SUISSE COMM RT ST-CO #2156 SYMBOL: CRSOX CUSIP: 22544R305 VALUE: \$1,504.29 TFR TO BARNESLEY EMMA FOUNDATION			1,572.12
06/20/12	577.813	RECEIVED 577.813 SHARES OF DIAMOND HILL LONG-SHORT FD CL I #11 CUSIP: 25264S833 VALUE: \$10,007.72 TFR TO BARNESLEY EMMA FOUNDATION			9,366.35
06/20/12	18.000	RECEIVED 18 SHARES OF DIAMOND HILL LONG-SHORT FD CL I #11 CUSIP: 25264S833 VALUE: \$311.76 TFR TO BARNESLEY EMMA FOUNDATION			285.48
06/21/12	922.000	RECEIVED 922 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$12,622.18 TFR TO BARNESLEY EMMA FOUNDATION			12,078.20
06/21/12	433.000	RECEIVED 433 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$5,927.77 TFR TO BARNESLEY EMMA FOUNDATION			5,702.61
06/21/12	26.000	RECEIVED 26 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$355.94 TFR TO BARNESLEY EMMA FOUNDATION			342.94



Account Statement For:
BARNESLEY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	733.182	RECEIVED 733.182 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$10,037.26 TFR TO BARNESLEY EMMA FOUNDATION			9,700.00
06/21/12	164.221	RECEIVED 164.221 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$2,248.19 TFR TO BARNESLEY EMMA FOUNDATION			2,203.84
06/21/12	82.563	RECEIVED 82.563 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$1,130.29 TFR TO BARNESLEY EMMA FOUNDATION			1,098.09
06/21/12	399.583	RECEIVED 399.583 SHARES OF DODGE & COX INCOME FD COM #147 CUSIP: 256210105 VALUE: \$5,470.29 TFR TO BARNESLEY EMMA FOUNDATION			5,470.29
06/21/12	156.000	RECEIVED 156 SHARES OF DODGE & COX INT'L STOCK FD #1048 SYMBOL: DODFX CUSIP: 256206103 VALUE: \$4,714.32 TFR TO BARNESLEY EMMA FOUNDATION			5,230.68
06/21/12	19.000	RECEIVED 19 SHARES OF DODGE & COX INT'L STOCK FD #1048 SYMBOL: DODFX CUSIP: 256206103 VALUE: \$574.18 TFR TO BARNESLEY EMMA FOUNDATION			674.31



Account Statement For:
BARNESLEY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/21/12	40.638	RECEIVED 40.638 SHARES OF DODGE & COX INT'L STOCK FD #1048 SYMBOL: DODFX CUSIP: 256206103 VALUE: \$1,228.08 TFR TO BARNESLEY EMMA FOUNDATION			1,247.60
06/21/12	327 000	RECEIVED 327 SHARES OF DODGE & COX INT'L STOCK FD #1048 SYMBOL: DODFX CUSIP: 256206103 VALUE: \$9,881.94 TFR TO BARNESLEY EMMA FOUNDATION			9,944.07
06/21/12	297 000	RECEIVED 297 SHARES OF DODGE & COX INT'L STOCK FD #1048 SYMBOL: DODFX CUSIP: 256206103 VALUE: \$8,975.34 TFR TO BARNESLEY EMMA FOUNDATION			9,676.26
06/21/12	590.000	RECEIVED 590 SHARES OF DREYFUS EMG MKT DEBT LOC C-1 #6083 CUSIP: 261980494 VALUE: \$8,254.10 TFR TO BARNESLEY EMMA FOUNDATION			8,897.20
06/21/12	151.000	RECEIVED 151 SHARES OF DREYFUS EMG MKT DEBT LOC C-1 #6083 CUSIP: 261980494 VALUE: \$2,112.49 TFR TO BARNESLEY EMMA FOUNDATION			2,242.35
06/21/12	41.436	RECEIVED 41.436 SHARES OF DREYFUS EMG MKT DEBT LOC C-1 #6083 CUSIP: 261980494 VALUE: \$579.69 TFR TO BARNESLEY EMMA FOUNDATION			600.00



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Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	223.000	RECEIVED 223 SHARES OF DREYFUS EMG MKT DEBT LOC C-I #6083 CUSIP: 261980494 VALUE: \$3,119.77 TFR TO BARNESLEY EMMA FOUNDATION			3,322.70
06/21/12	158.313	RECEIVED 158 313 SHARES OF DREYFUS EMG MKT DEBT LOC C-I #6083 CUSIP: 261980494 VALUE: \$2,214.80 TFR TO BARNESLEY EMMA FOUNDATION			2,271.79
06/22/12	457.000	RECEIVED 457 SHARES OF HARBOR CAPITAL APRCTION-INST #2012 SYMBOL: HACAX CUSIP: 411511504 VALUE: \$18,430.81 TFR TO BARNESLEY EMMA FOUNDATION			14,569.16
06/22/12	161.539	RECEIVED 161.539 SHARES OF HARBOR CAPITAL APRCTION-INST #2012 SYMBOL: HACAX CUSIP: 411511504 VALUE: \$6,514.87 TFR TO BARNESLEY EMMA FOUNDATION			5,432.56
06/22/12	96.000	RECEIVED 96 SHARES OF HARBOR CAPITAL APRCTION-INST #2012 SYMBOL: HACAX CUSIP: 411511504 VALUE: \$3,871.68 TFR TO BARNESLEY EMMA FOUNDATION			2,830.08
06/22/12	18.341	RECEIVED 18 341 SHARES OF HARBOR CAPITAL APRCTION-INST #2012 SYMBOL: HACAX CUSIP: 411511504 VALUE: \$739.69 TFR TO BARNESLEY EMMA FOUNDATION			588.00



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	531.000	RECEIVED 531 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$6,175.53 TFR TO BARNESLEY EMMA FOUNDATION			6,807.42
06/21/12	266.004	RECEIVED 266.004 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$3,093.63 TFR TO BARNESLEY EMMA FOUNDATION			3,412.83
06/21/12	531.000	RECEIVED 531 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$6,175.53 TFR TO BARNESLEY EMMA FOUNDATION			6,690.60
06/21/12	175.879	RECEIVED 175.879 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$2,045.47 TFR TO BARNESLEY EMMA FOUNDATION			2,100.00
06/21/12	39.472	RECEIVED 39.472 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$459.06 TFR TO BARNESLEY EMMA FOUNDATION			478.00
06/21/12	173.000	RECEIVED 173 SHARES OF HUSSMAN STRATEGIC GROWTH FUND #601 CUSIP: 448108100 VALUE: \$2,011.99 TFR TO BARNESLEY EMMA FOUNDATION			2,055.24

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**WELLS
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TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/19/12	75.000	RECEIVED 75 SHARES OF ISHARES S & P 500 INDEX FUND SYMBOL: IVV CUSIP: 464287200 VALUE: \$10,163.25			8,321.08
		RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			
06/19/12	5.000	RECEIVED 5 SHARES OF ISHARES S & P 500 INDEX FUND SYMBOL: IVV CUSIP: 464287200 VALUE: \$677.55			589.30
		RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			
06/19/12	5.000	RECEIVED 5 SHARES OF ISHARES S & P 500 INDEX FUND SYMBOL: IVV CUSIP: 464287200 VALUE: \$677.55			532.10
		RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			
06/21/12	183.000	RECEIVED 183 SHARES OF JP MORGAN MID CAP VALUE-I #758 SYMBOL: FLMVX CUSIP: 339128100 VALUE: \$4,783.62			3,588.63
		TFR TO BARNESLEY EMMA FOUNDATION			
06/21/12	171.000	RECEIVED 171 SHARES OF JP MORGAN MID CAP VALUE-I #758 SYMBOL: FLMVX CUSIP: 339128100 VALUE: \$4,469.94			3,543.12
		TFR TO BARNESLEY EMMA FOUNDATION			
06/21/12	5.876	RECEIVED 5.876 SHARES OF JP MORGAN MID CAP VALUE-I #758 SYMBOL: FLMVX CUSIP: 339128100 VALUE: \$153.60			128.68
		TFR TO BARNESLEY EMMA FOUNDATION			



Account Statement For:
BARNESLEY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	90.489	RECEIVED 90,489 SHARES OF JP MORGAN MID CAP VALUE-I #758 SYMBOL: FLMVX CUSIP: 339128100 VALUE: \$2,365.38 TFR TO BARNESLEY EMMA FOUNDATION			1,995.29
06/21/12	370.000	RECEIVED 370 SHARES OF KEELEY SMALL CAP VAL FD CL I #2251 SYMBOL: KSCIX CUSIP: 487300808 VALUE: \$9,124.20 TFR TO BARNESLEY EMMA FOUNDATION			7,396.30
06/21/12	120.468	RECEIVED 120,468 SHARES OF KEELEY SMALL CAP VAL FD CL I #2251 SYMBOL: KSCIX CUSIP: 487300808 VALUE: \$2,970.74 TFR TO BARNESLEY EMMA FOUNDATION			2,712.93
06/20/12	855.522	RECEIVED 855,522 SHARES OF LAUDUS MONDRIAN INTL FI-INST #2940 CUSIP: 51855Q655 VALUE: \$10,052.38 TFR TO BARNESLEY EMMA FOUNDATION			9,966.83
06/20/12	303.000	RECEIVED 303 SHARES OF LAUDUS MONDRIAN INTL FI-INST #2940 CUSIP: 51855Q655 VALUE: \$3,560.25 TFR TO BARNESLEY EMMA FOUNDATION			3,584.49
06/20/12	67.969	RECEIVED 67,969 SHARES OF LAUDUS MONDRIAN INTL FI-INST #2940 CUSIP: 51855Q655 VALUE: \$798.64 TFR TO BARNESLEY EMMA FOUNDATION			800.00



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/20/12	145.838	RECEIVED 145 838 SHARES OF LAUDUS MONDRIAN INTL FI-INST #2940 CUSIP: 51855Q655 VALUE: \$1,713.60 TFR TO BARNESLEY EMMA FOUNDATION			1,713.60
06/22/12	295.000	RECEIVED 295 SHARES OF MAINSTAY EP US EQUITY-INS #1204 SYMBOL: EPLCX CUSIP: 56063J302 VALUE: \$3,728.80 TFR TO BARNESLEY EMMA FOUNDATION			3,699.30
06/22/12	228.253	RECEIVED 228.253 SHARES OF MAINSTAY EP US EQUITY-INS #1204 SYMBOL: EPLCX CUSIP: 56063J302 VALUE: \$2,885.12 TFR TO BARNESLEY EMMA FOUNDATION			2,666.00
06/20/12	603.047	RECEIVED 603.047 SHARES OF MERGER FD SH BEN INT #260 CUSIP: 589509108 VALUE: \$9,540.20 TFR TO BARNESLEY EMMA FOUNDATION			9,540.20
06/20/12	15.272	RECEIVED 15.272 SHARES OF MERGER FD SH BEN INT #260 CUSIP: 589509108 VALUE: \$241.60 TFR TO BARNESLEY EMMA FOUNDATION			241.00
06/22/12	658.644	RECEIVED 658.644 SHARES OF MFS VALUE FUND-CLASS 1 #893 SYMBOL: MEIX CUSIP: 552983694 VALUE: \$15,511.07 TFR TO BARNESLEY EMMA FOUNDATION			15,675.73



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/22/12	274.886	RECEIVED 274 886 SHARES OF MFS VALUE FUND-CLASS I #893 SYMBOL: MEIIX CUSIP: 552983694 VALUE: \$6,473.57 TFR TO BARNESLEY EMMA FOUNDATION			6,619.25
06/22/12	30.370	RECEIVED 30.37 SHARES OF MFS VALUE FUND-CLASS I #893 SYMBOL: MEIIX CUSIP: 552983694 VALUE: \$715.21 TFR TO BARNESLEY EMMA FOUNDATION			738.30
06/21/12	333.561	RECEIVED 333.561 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$10,327.05 TFR TO BARNESLEY EMMA FOUNDATION			10,277.00
06/21/12	3.804	RECEIVED 3 804 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$117.77 TFR TO BARNESLEY EMMA FOUNDATION			129.64
06/21/12	99.365	RECEIVED 99 365 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$3,076.34 TFR TO BARNESLEY EMMA FOUNDATION			3,143.92
06/20/12	1,459.487	RECEIVED 1,459 487 SHARES OF PIMCO FOREIGN BD FD USD H-INST #103 CUSIP: 693390882 VALUE: \$15,762.46 TFR TO BARNESLEY EMMA FOUNDATION			15,470.56

Account Statement For:
BARNESLEY, EMMA FOUNDATION

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**WELLS
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TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/20/12	543.000	RECEIVED 543 SHARES OF PIMCO TOTAL RET FD-INST #35 CUSIP: 693390700 VALUE: \$6,125.04 TFR TO BARNESLEY EMMA FOUNDATION			5,951.28
06/20/12	1,029.685	RECEIVED 1,029.685 SHARES OF PIMCO TOTAL RET FD-INST #35 CUSIP: 693390700 VALUE: \$11,614.85 TFR TO BARNESLEY EMMA FOUNDATION			11,100.00
06/20/12	1,213.612	RECEIVED 1,213.612 SHARES OF PIMCO TOTAL RET FD-INST #35 CUSIP: 693390700 VALUE: \$13,689.54 TFR TO BARNESLEY EMMA FOUNDATION			13,374.00
06/20/12	106.000	RECEIVED 106 SHARES OF PIMCO TOTAL RET FD-INST #35 CUSIP: 693390700 VALUE: \$1,195.68 TFR TO BARNESLEY EMMA FOUNDATION			1,139.50
06/20/12	468.416	RECEIVED 468.416 SHARES OF PIMCO TOTAL RET FD-INST #35 CUSIP: 693390700 VALUE: \$5,283.73 TFR TO BARNESLEY EMMA FOUNDATION			5,269.68
06/21/12	940.000	RECEIVED 940 SHARES OF RIDGEWORTH SEIX HY BD-I #5855 CUSIP: 76628T645 VALUE: \$9,042.80 TFR TO BARNESLEY EMMA FOUNDATION			8,666.80



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	950 000	RECEIVED 950 SHARES OF RIDGEWORTH SEIX HY BD-I #5855 CUSIP: 76628T645 VALUE: \$9,139.00 TFR TO BARNESLEY EMMA FOUNDATION			8,949.00
06/21/12	677.746	RECEIVED 677.746 SHARES OF RIDGEWORTH SEIX HY BD-I #5855 CUSIP: 76628T645 VALUE: \$6,519.92 TFR TO BARNESLEY EMMA FOUNDATION			6,479.25
06/21/12	323 069	RECEIVED 323.069 SHARES OF RIDGEWORTH SEIX HY BD-I #5855 CUSIP: 76628T645 VALUE: \$3,107.92 TFR TO BARNESLEY EMMA FOUNDATION			3,046.54
06/19/12	115.000	RECEIVED 115 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$4,035.35 RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			3,880.68
06/19/12	106.000	RECEIVED 106 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$3,719.54 RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			3,740.75
06/19/12	64 000	RECEIVED 64 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$2,245.76 RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			2,302.08



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/19/12	75 000	RECEIVED 75 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$2,631.75			2,949.83
06/19/12	27.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 27 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$947.43			1,095.76
06/19/12	40 000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 40 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$1,403.60			1,629.05
06/19/12	42.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 42 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$1,473.78			1,728.83
06/19/12	14.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 14 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: \$491.26			581.24
06/21/12	6,032.475	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 6,032.475 SHARES OF T ROWE PRICE SHORT TERM BD FD #55 CUSIP: 77957P105 VALUE: \$29,136.85 TFR TO BARNESLEY EMMA FOUNDATION			29,197.18



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TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received (continued)					
OTHER ASSETS RECEIVED (continued)					
06/21/12	262.000	RECEIVED 262 SHARES OF TCW SMALL CAP GROWTH FUND-I #4724 SYMBOL: TGSCX CUSIP: 87234N849 VALUE: \$6,877.50 TFR TO BARNESLEY EMMA FOUNDATION			7,084.48
06/21/12	17.596	RECEIVED 17,596 SHARES OF TCW SMALL CAP GROWTH FUND-I #4724 SYMBOL: TGSCX CUSIP: 87234N849 VALUE: \$461.90 TFR TO BARNESLEY EMMA FOUNDATION			423.00
06/21/12	149.261	RECEIVED 149,261 SHARES OF TCW SMALL CAP GROWTH FUND-I #4724 SYMBOL: TGSCX CUSIP: 87234N849 VALUE: \$3,918.10 TFR TO BARNESLEY EMMA FOUNDATION			3,895.70
06/21/12	34.160	RECEIVED 34,160 SHARES OF TCW SMALL CAP GROWTH FUND-I #4724 SYMBOL: TGSCX CUSIP: 87234N849 VALUE: \$896.70 TFR TO BARNESLEY EMMA FOUNDATION			933.24
06/19/12	140.000	RECEIVED 140 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$5,514.60 RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			5,431.90
06/19/12	89.000	RECEIVED 89 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$3,505.71 RECEIVED FROM BARNESLEY, EMMA TUW FBO GWENDOLYN			3,723.27



Account Statement For:
BARNESLEY, EMMA FOUNDATION

Period Covered: June 1, 2012 - June 30, 2012

Account Number 77780200

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
06/19/12	11 000	RECEIVED 11 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$433.29			426.91
06/19/12	5.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 5 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$196.95			234.26
06/19/12	80 000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 80 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$3,151.20			3,260.28
06/19/12	20.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 20 SHARES OF VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858 VALUE: \$787.80			822.22
06/19/12	200 000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 200 SHARES OF VANGUARD REIT VIPER CUSIP: 922908553 VALUE: \$12,860.00			8,870.90
06/19/12	71.000	RECEIVED FROM BARNESLEY, EMMA TUV FBO GWENDOLYN RECEIVED 71 SHARES OF VANGUARD REIT VIPER CUSIP: 922908553 VALUE: \$4,565.30			3,529.02
Total Other Assets Received			\$0.00	\$0.00	\$462,660.62
Total Assets Received			\$0.00	\$0.00	\$462,660.62
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