



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012**Open to Public Inspection****For calendar year 2012 or tax year beginning****, 2012, and ending****, 20**

Name of foundation MORRISON FOUNDATION, R & M - IMA		A Employer identification number 27-2205631
Number and street (or P O box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) 855- 739-2920
City or town, state, and ZIP code CHARLOTTE, NC 28288		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) ▶ \$ 5,068,666. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		18.	18.		STMT 1
4 Dividends and interest from securities		134,307.	133,240.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		57,734.			
b Gross sales price for all assets on line 6a		1,723,062.			
7 Capital gain net income (from Part IV, line 2)			57,734.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		2,000.			STMT 6
12 Total. Add lines 1 through 11		194,059.	190,992.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages		50,000.	NONE	NONE	50,000.
15 Pension plans, employee benefits		5,464.	NONE	NONE	5,464.
16a Legal fees (attach schedule) STMT 7		2,386.	NONE	NONE	2,386.
b Accounting fees (attach schedule) STMT 8		579.	NONE	NONE	579.
c Other professional fees (attach schedule) STMT 9		38,756.	37,619.		1,137.
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 10		2,608.	2,490.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 11		11,874.			11,791.
24 Total operating and administrative expenses. Add lines 13 through 23		111,667.	40,109.	NONE	71,357.
25 Contributions, gifts, grants paid		310,656.			310,656.
26 Total expenses and disbursements. Add lines 24 and 25		422,323.	40,109.	NONE	382,013.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-228,264.			
b Net investment income (if negative, enter -0-)			150,883.		
c Adjusted net income (if negative, enter -0-)					

SCANNED OCT 24 2013

Operating and Administrative Expenses

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		13,890.	24,740.	24,740.
	2	Savings and temporary cash investments		215,664.	116,235.	116,235.
	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 ▶	NONE			
	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)	STMT 12	946,325.	3,006,011.	3,281,575.
	c	Investments - corporate bonds (attach schedule)	STMT 20		193,400.	197,531.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 21	3,806,584.	1,419,395.	1,448,585.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		4,982,463.	4,759,781.	5,068,666.	
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)			NONE		
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		4,982,463.	4,759,781.	
	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)		4,982,463.	4,759,781.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,982,463.	4,759,781.	

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	4,982,463.
2	Enter amount from Part I, line 27a	2	-228,264.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 23	3	13,066.
4	Add lines 1, 2, and 3	4	4,767,265.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 24	5	7,484.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,759,781.

Form 990-PF (2012)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(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 1,723,062.		1,665,328.	57,734.		
b					
c					
d					
e					
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			57,734.		
b					
c					
d					
e					
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	57,734.	
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		

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	237,874.	5,135,839.	0.046316
2010	19,745.	5,052,947.	0.003908
2009			
2008			
2007			
2 Total of line 1, column (d)			2 0.050224
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 0.025112
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,985,256.
5 Multiply line 4 by line 3			5 125,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,509.
7 Add lines 5 and 6			7 126,699.
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.			8 382,013.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,509.
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	
3 Add lines 1 and 2		3	1,509.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,509.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,436.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	73.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		1,509.
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY		
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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WELLS FARGO BANK NA Telephone no ▶ (855) 739-2920			
	Located at ▶ 1 W 4TH ST D4000-062, WINSTON-SALEM, NC ZIP+4 ▶ 27101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No	
If "Yes," list the years ▶		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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	
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

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b****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
-----		-0-	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐

NONE

Form 990-PF (2012)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

Form 990-PF (2012)

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	4,845,282.
b	Average of monthly cash balances	1b	215,892.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,061,174.
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	NONE
3	Subtract line 2 from line 1d	3	5,061,174.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,918.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,985,256.
6	Minimum investment return. Enter 5% of line 5	6	249,263.

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	249,263.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,509.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,509.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	247,754.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	249,754.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	249,754.

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	382,013.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	382,013.
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	1,509.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	380,504.

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				249,754.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			246,808.	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>382,013.</u>				
a Applied to 2011, but not more than line 2a			246,808.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				135,205.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				114,549.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a 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)

2a 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	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

N/A

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.

N/A

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:

SEE STATEMENT 25

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 32				310,656.
Total			3a	310,656.
b Approved for future payment				
Total			3b	

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

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

[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.

Signature of officer or trustee

Date _____

Trustee
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

CYNTHIA PETERS

Preparer's signature

Date _____

Check		if	PTIN
-------	--	----	------

self-employed P00116953

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28288

Phone no 800-691-8916

Form **990-PF** (2012)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	18.	18.
TOTAL	18.	18.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR MANAGED FUTURES STR-I #15213	314.	314.
ABERDEEN EMERG MARKETS-INST #5840	1,883.	1,883.
AMERCO	222.	222.
AMERICAN FINL GRP INC OHIO COM	105.	105.
ANDERSONS INC COM	11.	11.
ANIXTER INTL INC COM	266.	266.
APACHE CORP COM RTS EXP 01/31/2006	133.	133.
APPLE COMPUTER INC COM	318.	318.
APPLIED INDL TECHNOLOGIES INC COM W/RTS	48.	48.
ASHFORD HOSPITALITY TRUST	28.	
BB&T CORP COM	244.	244.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	494.	494.
BECTON DICKINSON & CO COM	297.	297.
BROOKS AUTOMATION INC	52.	52.
BUCKEYE TECHNOLOGY INC COM	40.	40.
CALVERT WORLD VALUE INT EQ-I #763	9,003.	9,003.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	112.	112.
CAPITAL SOURCE INC	276.	276.
CHEMED CORP NEW	38.	38.
COLGATE-PALMOLIVE CO COM	353.	353.
CORE-MARK HOLDING CO INC	45.	45.
COSTCO WHOLESALE CORP COM	2,178.	2,178.
CRANE CO COM W/RTS EXP 6/27/2008	45.	45.
CUBIC CORP COM	19.	19.
CUMMINS INC COM	180.	180.
DANAHER CORP COM	63.	63.
DELEK US HLDGS INC	15.	15.
DELUXE CORP COM	154.	154.
DIEBOLD INC COM W/RIGHTS ATTACHED EXP 2/	80.	80.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	587.	587.
EII INTERNATIONAL PROPERTY-I #30	1,488.	1,488.
EATON VANCE FLOATING RATE FD-I #924	1,154.	1,154.
DMS197 5892 09/09/2013 10:15:25		
485-82780400		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EATON VANCE GLOBAL MACRO - I #0088	2,111.	2,111.
EMCOR GRP INC COM	64.	64.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	805.	805.
FBL FINL GROUP INC CL A	49.	49.
FINISH LINE INC CL A	37.	37.
FRANKLIN RES INC COM	492.	492.
GATEWAY FUND - Y #1986	2,733.	2,733.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	838.	838.
HOME DEPOT INC COM	684.	684.
INTEL CORP COM	311.	311.
INTERACTIVE BROKERS GROUP INC	344.	344.
INTERDIGITAL INC	18.	18.
INTL BUSINESS MACHINES CORP COM	264.	264.
IVY ASSET STRATEGY FUND CLASS I #473	7,178.	7,178.
JP MORGAN CHASE & CO COM	574.	574.
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRA	1,550.	1,550.
JOHNSON & JOHNSON COM	984.	984.
J2 GLOBAL INC	98.	98.
JPMORGAN HIGH YIELD FUND SS #3580	10,021.	10,021.
KIMBERLY-CLARK CORP COM	148.	148.
MANNING & NAPIER INC	78.	78.
MATERION CORP	7.	7.
MEADOWBROOK INS GROUP INC COM	52.	52.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	104.	104.
METLIFE INC COM	392.	392.
MICROSOFT CORP COM	794.	794.
NEW JERSEY RES CORP COM RTS EXP 08/15/20	55.	55.
NOBLE ENERGY INC	209.	209.
NORDSTROM INC COM	346.	346.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	524.	524.
NOVARTIS AG SPONSORED ADR	496.	496.
NUCOR CORP COM W/RIGHTS ATTACHED EXP 3/8	358.	358.
OMEGA HLTHCARE INVS INC COM	227.	118.

485-82780400

DMS197 5892 09/09/2013 10:15:25

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PDL BIOPHARMA INC	243.	243.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	8,630.	8,630.
PIMCO TOTAL RETURN III-INSTL #105	7,318.	7,318.
PIMCO FOREIGN BOND FUND-INST	7,609.	7,609.
PIMCO EMERG MKTS BD-INST #137	8,020.	8,020.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	574.	574.
PNM RESOURCES INC	33.	33.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	702.	702.
PIMCO COMMODITY REAL RET STRAT-I#45	2,875.	2,875.
PORTLAND GEN ELEC CO	152.	152.
POST PPTYS INC COM	53.	35.
POTASH CORP SASK INC COM W/RTS ATTACHED	188.	188.
PRIMORIS SERVICES CORPORATION	38.	38.
PROASSURANCE CORPORATION COMMON	371.	371.
PROCTER & GAMBLE CO COM	700.	700.
PRUDENTIAL FINANCIAL INC	544.	544.
QUALCOMM INC COM W/RTS ATTACHED	376.	376.
RIDGEWORTH FD-MIDCAP VAL EQ I #5412	2,172.	2,172.
RIDGEWORTH SEIX HY BD-I #5855	11,336.	11,336.
ROBBINS & MYERS INC	4.	4.
ROWE T PRICE REAL ESTATE FD COM	5,496.	4,584.
SCHWEITZER-MAUDUIT INTL INC COM	32.	32.
SELECT MEDICAL HOLDINGS CORPORATION	576.	576.
SERVICE CORP INTL COM	100.	100.
SPECTRA ENERGY CORP	875.	875.
SPECTRUM PHARMACEUTICALS INC	35.	35.
STANCORP FINANCIAL GROUP COM	72.	72.
STANDARD MTR PRODS INC	63.	63.
STATOIL ASA SPONSORED ADR	764.	764.
STRYKER CORP COM	272.	272.
TJX COS INC NEW COM	304.	304.
TEMPLETON EMER MKT S/C-ADV #626	890.	890.
TEXAS INSTRS INC COM	155.	155.

485-82780400

DMS197 5892 09/09/2013 10:15:25

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
3M CO COM	201.	201.
TORONTO DOMINION BK ONT-COM	135.	135.
TUPPERWARE CORP COM	129.	129.
UNIFIRST CORP MASS	4.	4.
UNITED PARCEL SERVICE CL B COM	536.	536.
V F CORP COM W/RTS ATTACHED EXP 01/25/20	87.	87.
VODAFONE GROUP PLC SPONSORED ADR	1,682.	1,682.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	117.	117.
WELLS FARGO ADV INTL BOND-IS #4705	1,780.	1,780.
WF ADV SHORT-TERM BOND FUND-I#3102	2,222.	2,222.
WESTERN ASSET INTERM BOND FND-I #224	10,844.	10,844.
WESTERN REFNG INC	597.	597.
ACCENTURE PLC	653.	653.
ACE LIMITED	315.	315.
NOBLE CORPORATION	243.	243.
	-----	-----
TOTAL	134,307.	133,240.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PRIOR YEAR RECOVERY	2,000.

TOTALS	2,000.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
SOLOMON & HERERA - LEGAL	2,386.			2,386.
TOTALS	2,386.	NONE	NONE	2,386.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ROBERT J ECHARDT - ACCTG SVCS	579.			579.
TOTALS	579.	NONE	NONE	579.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
WELLS FARGO I/M FEE	32,414.	32,414.	
GOLDEN CAPITAL - ADVISOR FEE	1,026.	1,026.	
NELSON CATIAL MGMT - ADVISOR F	4,179.	4,179.	
ADP PAYROLL FEES	1,137.		1,137.
	-----	-----	-----
TOTALS	38,756.	37,619.	1,137.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	576.	576.
FEDERAL ESTIMATES - PRINCIPAL	118.	
FOREIGN TAXES ON QUALIFIED FOR	1,723.	1,723.
FOREIGN TAXES ON NONQUALIFIED	191.	191.
-----	-----	-----
TOTALS	2,608.	2,490.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

COMPUTER SERVICES	1,413.	1,413.
NYS DEPT OF LAW - REGISTRATION	250.	250.
COMPUTER SOFTWARE	234.	234.
OFFICE SUPPLIES	7,348.	7,348.
SHIPPING	200.	200.
INTERNET ACCESS	1,318.	1,318.
PO BOX FEE	87.	87.
BANK FEES	779.	779.
MISCELLANEOUS	245.	162.

TOTALS

11,874.
=====

11,791.
=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
437076102 HOME DEPOT INC	18,774.	36,492.
654106103 NIKE INC CL B		
855244109 STARBUCKS CORP		
87612E106 TARGET CORP	8,598.	16,131.
872540109 TJX COS INC NEW	13,659.	19,418.
254687106 WALT DISNEY CO	17,057.	26,657.
22160K105 COSTCO WHOLESale COR	24,227.	26,677.
370334104 GENERAL MILLS INC	18,565.	20,367.
742718109 PROCTER & GAMBLE CO	18,960.	14,915.
037411105 APACHE CORP		
13342B105 CAMERON INTL CORP	17,620.	23,400.
655044105 NOBLE ENERGY INC	26,014.	32,441.
14040H105 CAPITAL ONE FINANCIA	13,264.	15,084.
354613101 FRANKLIN RESOURCES I	21,346.	22,424.
46625H100 JPMORGAN CHASE & CO	19,752.	21,575.
693475105 PNC FINANCIAL SERVIC	19,054.	18,132.
744320102 PRUDENTIAL FINL INC		
902973304 US BANCORP DEL		
031162100 AMGEN INC	25,474.	28,741.
075887109 BECTON DICKINSON		
478160104 JOHNSON & JOHNSON	12,934.	18,809.
50540R409 LABORATORY CRP	15,857.	17,542.
717081103 PFIZER INC	19,207.	25,714.
863667101 STRYKER CORP	25,163.	24,891.
235851102 DANAHER CORP		
291011104 EMERSON ELECTRIC CO		
655844108 NORFOLK SOUTHERN		
17275R102 CISCO SYSTEMS INC		
219350105 CORNING INC		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
268648102 E M C CORP MASS	19,621.	23,782.
30212P105 EXPEDIA INC DEL		
38259P508 GOOGLE INC	26,764.	35,369.
594918104 MICROSOFT CORP	23,857.	25,107.
747525103 QUALCOMM INC	17,329.	24,125.
549271104 LUBRIZOL CORP		
670346105 NUCOR CORP		
001204106 AGL RES INC COM		
209115104 CONSOLIDATED EDISON		
902681105 UGI CORP NEW COM		
G1151C101 ACCENTURE PLC	18,841.	29,260.
H0023R105 ACE LIMITED		
H5833N103 NOBLE CORPORATION	16,453.	14,799.
66987V109 NOVARTIS AG - ADR	11,361.	12,660.
73755L107 POTASH CORP SASK	16,673.	13,428.
891160509 TORONTO DOMINION		
92857W209 VODAFONE GROUP PLC N	18,279.	17,633.
003881307 ACACIA RESEARCH CORP		
007865108 AEROPOSTALE		
089302103 BIG LOTS INC		
146229109 CARTER HOLDINGS		
22410J106 CRACKER BARRELL OLD		
781182100 RUBY TUESDAY		
79546E104 SALLY BEAUTY CO INC		
25659P402 THE DOLAN COMPANY		
899896104 TUPPERWARE BRANDS CO		
934390402 WARNACO GROUP INC	3,207.	4,743.
978097103 WOLVERINE WORLD		
20453E109 COMPLETE PRODTN SVCS		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
435758305 HOLLY CORP		
678026105 OIL STATES INTERN.		
302301106 EZCORP INC		
412824104 HARLEYSVILLE GROUP		
58319P108 MEADOWBROOK INS GROU		
74267C106 PROASSURANCE CORPORA	3,205.	4,810.
852891100 STANCORP FINL GROUP	2,947.	2,824.
981419104 WORLD ACCEP CORP DEL	3,339.	5,816.
02744M108 AMERICAN MEDICAL SYS		
16359R103 CHEMED CORP NEW	2,988.	3,841.
29100P102 EMERGENCY MED SVCS		
29264F205 ENDO PHARMACEUT		
42224N101 HEALTHSPRING INC		
45256B101 IMPAX LABORATORIES		
494580103 KINDRED HEALTHCARE		
58502B106 MEDNAX INC	2,814.	4,533.
69888P106 PAR PHARMACEUTICAL		
928241108 VIROPHARMA		
023586100 AMERCO	3,077.	4,692.
16115Q308 CHART INDUSTRIES		
209341106 CONSOLIDATED GRAPHIC		
224399105 CRANE CO		
248019101 DELUXE CORP		
29084Q100 EMCOR GROUP INC COM	2,821.	4,965.
739128106 POWELL, INDS INC COM	3,119.	4,361.
035290105 ANIXTER INTL INC COM		
04269Q100 ARRIS GROUP INC		
127190304 CACI INTL INC FORMER	2,922.	3,687.
45867G101 INTERDIGITAL INC		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
46626E205 J2 GLOBAL COMM		
559181102 MAGMA DESIGN AUTO		
73930R102 POWER-ONE INC		
747277101 QLOGIC CORP COM		
800907206 SANMINA CORP		
811699107 SEACHANGE INTERNATIO		
826919102 SILICON LABORATORIES		
83088M102 SKYWORKS SOLUTIONS		
88632Q103 TIBCO SOFTWARE INC		
922417100 VEECO INSTRS INC		
118255108 BUCKEYE TECHNOLOGY I		
232820100 CYTEC INDS INC COM		
772739207 ROCK-TENN CO CL A		
451107106 IDACORP INC	2,718.	3,617.
G05384105 ASPEN INSURANCE		
Y2685T107 GENCO SHIPPING		
26613Q106 DUPONT FABROS TECH		
63633D104 NATIONAL HEALTH INVS		
131649808 CALVERT WORLD VALUE	455,616.	491,797.
26852M105 EII INTERNATIONAL PR	69,298.	76,255.
277923728 EATON VANCE GLOBAL M	61,141.	59,052.
367829884 GATEWAY FUND - Y #19	140,866.	145,750.
466001864 IVY ASSET STRATEGY F	238,310.	243,953.
722005667 PIMCO COMMODITY REAL	144,788.	108,533.
74144Q203 T ROWE PRICE INST EM		
76628R615 RIDGEWORTH FD-MIDCAP	174,675.	187,818.
779919109 T ROWE PRICE REAL ES	198,631.	251,027.
870297603 MLN ELEMENTS ROGERS		
922042858VANGUARD MSCI EMERGIN		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
949915367 WELLS FARGO ADV ENTE	84,356.	116,782.
655664100 NORDSTROM INC	14,433.	17,120.
931422109 WALGREEN CO		
847560109 SPECTRA ENERGY CORP	19,627.	19,714.
59156R108 METLIFE INC	21,583.	17,458.
071813109 BAXTER INTL INC	17,101.	21,998.
911312106 UNITED PARCEL SERVIC	14,904.	16,221.
88579Y101 3M CO		
037833100 APPLE INC	24,329.	31,930.
268648102 EMC CORP MASS		
8259P508 GOOGLE INC		
459200101 INTERNATIONAL BUSINE	13,024.	15,324.
80004C101SANDISK CORP		
882508104 TEXAS INSTRUMENTS		
10807M105 BRIDGEPOINT EDUCATIO		
19259P300 COINSTAR INC COM	4,019.	3,485.
317923100 FINISH LINE INC CL A	3,240.	2,915.
817565104 SERVICE CORP INTL	3,603.	4,916.
853666105 STANDARD MTR PRODS I	3,515.	3,889.
58470H101 MEDIFAST INC		
18911Q102 CLOUD PEAK ENERGY		
12662P108 CVR ENERGY INC	2,063.	5,172.
382410405 GOODRICH PETROLEUM		
959319104 WESTERN REFNG INC	3,918.	6,145.
025932104 AMERICAN FINL GROUP	3,223.	4,268.
30239F106 FBL FINL GROUP INC C	3,884.	4,208.
45841N107 INTERACTIVE BROKERS	3,895.	3,365.
675746309 OCWEN FINL CORP NEW	2,283.	5,811.
74164F103 PRIMORIS SERVICES COR	3,517.	3,760.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
58506K102 MEDQUIST HOLDINGS IN		
60877T100 MOMENTA PHARMACEUTIC		
84763A108 SPECTRUM PHARMACEUTI	3,494.	2,640.
03820C105 APPLIED INDL TECH		
229669106 CUBIC CORP		
29275Y102 ENERSYS	3,481.	5,193.
576323109 MASTEC INC		
679580100 OLD DOMINION FREIGHT	3,905.	5,451.
685564106 ORBITAL SCIENCE CORP		
007973100 ADVANCED ENERGY INDS	4,038.	3,673.
114340102 BROOKS AUTOMATION IN		
172755100 CIRRUS LOGIC INC	2,688.	4,809.
576690101 MATERION CORP		
48123V102 J2 GLOBAL INC	2,518.	3,458.
646025106 NEW JERSEY RES CORP		
69349H107 PNM RES INC		
736508847 PORTLAND GEN ELEC CO	3,453.	3,885.
00203H859 AQR MANAGED FUTURES	40,000.	41,049.
003021714 ABERDEEN EMERG MARKE	150,000.	151,625.
03232P405 AMSURG CORP	3,757.	3,811.
054937107 B B & T CORP COM	18,429.	17,757.
111621306 BROCADE COMMUNICATIO	3,587.	3,886.
12467B304 C&J ENERGY SERVICES	3,897.	4,545.
14055X102 CAPITAL SOURCE INC	3,807.	4,025.
163893209 CHEMTURA CORP/NEW	3,489.	5,081.
192108504 COEUR D'ALENE MINES	3,692.	3,419.
194162103 COLGATE PALMOLIVE CO	17,614.	19,863.
218681104 CORE-MARK HOLDING CO	3,610.	3,883.
231021106 CUMMINS INC.	17,706.	19,503.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
23251P102 CYBERONICS INC COM	3,651.	5,043.
246647101 DELEK US HLDGS INC	3,783.	3,899.
24802N109 DEMAND MEDIA INC	3,861.	2,991.
253651103 DIEBOLD INC	3,605.	2,877.
30219G108 EXPRESS SCRIPTS HOLD	19,784.	19,980.
351793104 FRANCESCA'S HOLDINGS	3,813.	3,371.
421924309 HEALTHSOUTH REHABILI	3,631.	3,188.
458140100 INTEL CORP	17,932.	14,228.
464285105 ISHARES GOLD TRUST	50,748.	48,838.
46625H365 JP MORGAN ALERIAN ML	38,869.	38,460.
494368103 KIMBERLY CLARK CORP	16,707.	16,886.
52186N106 LEAPFROG ENTERPRISES	3,630.	3,029.
56382Q102 MANNING & NAPIER INC	3,591.	3,074.
585055106 MEDTRONIC INC	16,802.	16,408.
64118V106 NETSPEND HOLDINGS IN	3,873.	4,598.
681936100 OMEGA HEALTHCARE INV	3,797.	4,221.
69329Y104 PDL BIOPHARMA INC	3,516.	3,809.
737464107 POST PPTYS INC COM	3,834.	4,296.
74164W106 PRIMERO MNG CORP	3,906.	3,850.
78709Y105 SAIA INC	3,505.	3,699.
801056102 SANMINA CORP	3,108.	3,044.
808541106 SCHWEITZER-MAUDUIT I	3,579.	4,215.
81619Q105 SELECT MEDICAL HOLDI	3,513.	3,621.
826516106 SIERRA WIRELESS INC	3,630.	3,025.
831756101 SMITH & WESSON HLDG	3,829.	3,342.
84763R101 SPECTRUM BRANDS HOLD	3,954.	4,313.
85771P102 STATOIL ASA ADR	20,237.	17,904.
861642106 STONE ENERGY CORP CO	3,730.	2,565.
87651B104 TASER INTL INC	4,030.	5,731.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
88019R690 TEMPLETON EMER MKT S	159,000.	173,755.
904708104 UNIFIRST CORP MASS	3,494.	3,959.
918204108 V F CORP	16,228.	15,097.
N07831105 AVG TECHNOLOGIES	3,974.	4,575.
	-----	-----
TOTALS	3,006,011.	3,281,575.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
277911491 EATON VANCE FLOATING		
693390593 PIMCO MODERATE DURAT		
693390866 PIMCO TOTAL RETURN I		
693390882 PIMCO FOREIGN BD FD		
693391559 PIMCO EMERG MKTS BD-		
76628T645 RIDGEWORTH SEIX HY B		
94985D582 WELLS FARGO ADV INTL	118,229.	122,017.
949917652 WF ADV SHORT-TERM BO	75,171.	75,514.
957663701 WESTERN ASSET INTERM		
	-----	-----
	193,400.	197,531.
	=====	=====
TOTALS		

FORM 990PF, PART II - OTHER INVESTMENTS
 =====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
693390866 PIMCO TOTAL RETURN I	C	215,571.	207,576.
76628T645 RIDGEWORTH SEIX HIGH	C		
94985D582 WELLS FARGO ADVANT	C		
949917652 WELLS FARGO ADVANT	C		
693391559 PIMCO EMERG MKTS BD-	C	150,871.	168,102.
131649808 CALVERT WORLD VALUES	C		
76628R615 RIDGEWORTH FD-MIDCAP	C		
74144Q203 T ROWE PRICE	C		
949915367 WELLS FARGO ADVANT	C		
922042858 VANGUARD EMERGING	C		
26852M105 ELL INTERNATIONAL	C		
722005667 PIMCO COMMODITY	C		
779919109 T ROWE PRICE REAL	C		
693390882 PIMCO FOREIGN BD FD	C	160,816.	160,268.
911312106 UNITED PARCEL SERVIC	C		
88579Y101 3M CO COM	C		
025932104 AMERICAN FINL GROUP	C		
277911491 EATON VANCE FLOATING	C	25,700.	25,909.
693390593 PIMCO MODERATE DURAT	C	251,611.	253,617.
693390866 PIMCO TOTAL RETURN	C		
76628T645 RIDGEWORTH SEIX HIGH	C		
949917652 WELLS FARGO ADVTG	C		
957663701 WESTERN ASSET INTERM	C	396,439.	408,943.
94985D582 WELLS FARGO ADVTG	C		
277923728 EATON VANCE GLOBAL	C		
367829884 GATEWAY FUND	C		
466001864 IVY ASSET STRATEGY F	C		
870297603 ELEMENTS ROGER AGRI	C		
722005667 PIMCO COMMODITY RTN	C		

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
779919109 T ROWE PRICE RE	C		
G1151C101 ACCENTURE PLC	C		
H0023R105 ACE LIMITED	C		
H5833N103 NOBLE CORPORATION	C		
66987V109 NOVARTIS AG-ADR	C		
73755L107 POTASH CORP	C		
85771P102 STATOIL ASA	C		
891160509 TORONTO DOMINION BK	C		
92857W209 VODAFONE GROUP	C		
82823L106 SILVER STD RES INC	C		
044103109 ASHFORD HOSPITALITY	C		
4812C0803 JPMORGAN HIGH YIELD	C		
		218,387.	224,170.
		-----	-----
		1,419,395.	1,448,585.
		=====	=====
TOTALS			

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

INCOME TAX EFFECTIVE DATE BEFORE TYE	5,812.
PAYROLL CHECKS ISSUED IN 2012 BUT NOT CLEARED	5,645.
PAYROLL TAX WITHHELD BUT NOT REMITTED	511.
MISC CHECKS ISSUE IN 2012 BUT NOT CLEARED	1,098.

TOTAL	13,066.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

INCOME TAX EFFECTIVE DATE AFTER TYE	4,836.
RETURN OF CAPITAL ADJUSTMENTS	2,547.
ROUNDING	17.
CHECKING ACCT ADJUSTMENT FOR EXPENSES	84.

TOTAL	7,484.
	=====

RECIPIENT NAME:

CRYSTAL FAITH MORRISON, GRANT COORDINATOR

ADDRESS:

154 WEST BROADWAY, SUITE A
PORT JEFFERSON, NY 11777

RECIPIENT'S PHONE NUMBER: 631-828-2169

FORM, INFORMATION AND MATERIALS:

APPLY ONLINE AT WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/MORRISON
PRE-GRANT CONSULTATION IS RECOMMENDED - CONTACT THE GRANT COORDINATOR
EMAIL: THE.MORRISONFOUNDATION@YAHOO.COM

SUBMISSION DEADLINES:

ALLOW THREE MONTHS FOR REVIEW AND CONSIDERATION OF GRANT
APPLICATION

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE IS GIVEN TO SMALL ORGANIZATIONS THAT AIM TO IMPROVE THE
QUALITY OF LIFE FOR INDIVIDUALS, FAMILIES, AND SOCIETY. PRIORITY -
FOR CAPITAL NEEDS, PROGRAM EXPANSION, AND GENERAL OPERATING EXPENSES.

RECIPIENT NAME:
MT CARMEL UNITED METHODIST
CHURCH
ADDRESS:
4329 LEE HIGHWAY
MARION, VA 24354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHURCH IMPROVEMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
PORT JEFFERSON SCHOOL DISTRICT
ADDRESS:
550 SCRAGGY HILL RD
PORT JEFFERSON, NY 11777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 9,721.

RECIPIENT NAME:
CARLE PLACE HIGH SCHOOL
ADDRESS:
168 CHERRY LANE
CARLE PLACE, NY 11514
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 36,000.

RECIPIENT NAME:
JOHN T MATHER MEMORIAL HOSPITAL
ADDRESS:
75 NORTH COUNTRY ROAD
PORT JEFFERSON, NY 11777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 18,500.

RECIPIENT NAME:
WILLIAM FLOYD SCHOOL DISTRICT
ADDRESS:
240 MASTIC BEACH ROAD
MASTIC BEACH, NY 11951
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PLANNED PARENTHOOD HUDSON
PECONIC INC
ADDRESS:
4 SKYLINE DRIVE
HAWTHORNE, NY 10532
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
GESTALT CENTER OF LONG ISLAND INC
ADDRESS:
60 E MALL DRIVE
MELVILLE, NY 11747
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
THE MINISTRY FOR HOPE, INC
ADDRESS:
PO BOX 358
PORT JEFFERSON, NY 11777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
GREATER PORT JEFFERSON ARTS
COUNCIL
ADDRESS:
101 EAST BROADWAY
PORT JEFFERSON, NY 11777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
CHRISTMAS MAGIC INC
ADDRESS:
400 TOWN LINE ROAD
HAUPPAUGE, NY 11788
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
PLANNED PARENTHOOD FEDERATION
OF AMERICA, INC.
ADDRESS:
434 WEST 33RD STREET
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BREATHE BELIEVE
ADDRESS:
653 WHITTIER STREET
WESTBURY, NY 11590
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
GUARDIANS OF RESCUE INC
ADDRESS:
445 BROADHOLLOW RD
NELVILLE, NY 11747
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
THE VINEYARD CHURCH OF
DELAWARE COUNTY
ADDRESS:
1001 W CHERRY ST
SUNBURY, OH 43074
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WALK-IN COOLER/FREEZER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 35,635.

RECIPIENT NAME:
WORLD WILDLIFE FUND
ADDRESS:
1250 24TH STREET NW
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 300.

RECIPIENT NAME:
FOODAID COMPASSION
ADDRESS:
2930 DOVE STREET
SAN DIEGO, CA 92103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WATER FILTRATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
LIMBS FOR LIFE FOUNDATION
ADDRESS:
218 E MAIN STREET
OKALHAOMA CITY, OK 73104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
DESERT DOVE FARM
ADDRESS:
PO BOX 31615
TUSCON, AZ 85751
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME: .
MEMORIAL SLOAN-KETTERING CANCER
CENTER
ADDRESS:
1275 YORK AVE
NEW YORK, NY 10065
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 310,656.
=====