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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 <b>HOLLEMAN, ROY &amp; MARIAN FOUNDATION</b>		A Employer identification number <b>27-3867635</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,129,033</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		128,103	119,921		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		-8,914			
b Gross sales price for all assets on line 6a <b>886,773</b>					
7 Capital gain net income (from Part IV, line 2)					
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)		7,125	7,125		
12 Total. Add lines 1 through 11		126,314	127,046	0	
13 Compensation of officers, directors, trustees, etc		64,099	48,075		16,025
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		4,139			4,139
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		4,126	1,081		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		88	78		10
24 Total operating and administrative expenses. Add lines 13 through 23		72,452	49,234	0	20,174
25 Contributions, gifts, grants paid		320,000			320,000
26 Total expenses and disbursements. Add lines 24 and 25		392,452	49,234	0	340,174
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-266,138			
b Net investment income (if negative, enter -0-)			77,812		
c Adjusted net income (if negative, enter -0-)				0	

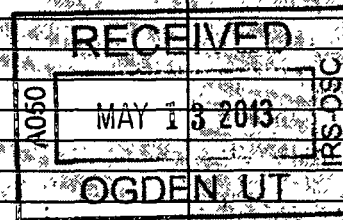
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)ENVELOPE  
POSTMARK DATE MAY 10 2013

Revenue

Operating and Administrative Expenses

2013



Form 990-PF (2012) HOLLEMAN, ROY &amp; MARIAN FOUNDATION

27-3867635 Page 2

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	6,232	4,262	4,262
	2 Savings and temporary cash investments	123,593	168,138	168,138
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,068,212	3,752,343	3,956,635
	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)	4,198,037	3,924,743	4,129,035
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,198,037	3,924,743	
	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)	4,198,037	3,924,743	
	31 Total liabilities and net assets/fund balances (see instructions)	4,198,037	3,924,743	

## 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	4,198,037
2 Enter amount from Part I, line 27a	2	-266,138
3 Other increases not included in line 2 (itemize) <u>MUTUAL FUND &amp; CTF INCOME ADDITIONS</u>	3	3,120
4 Add lines 1, 2, and 3	4	3,935,019
5 Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	10,276
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,924,743

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-8,914
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	101,366	4,127,662	0.024558
2010	748	4,067,304	0.000184
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.024742
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	0.012371
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,168,504
5 Multiply line 4 by line 3	5	51,569
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	778
7 Add lines 5 and 6	7	52,347
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	340,174

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	778
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	778
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	778
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,674	
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	1,674	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	896	
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 778 <b>Refunded</b> <input type="checkbox"/> 118	11	118	

**Part VII-A Statements Regarding Activities**

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

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

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?☐**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X

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

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 Phi	Trustee 4 00	64,099		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,091,493
<b>b</b>	Average of monthly cash balances	<b>1b</b>	140,491
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	4,231,984
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,231,984
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	63,480
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,168,504
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	208,425

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	208,425
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	778
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	778
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	207,647
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	207,647
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	207,647

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	340,174
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	340,174
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	778
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	339,396

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				207,647
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			134,605	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 340,174				
<b>a</b> Applied to 2011, but not more than line 2a			134,605	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				205,569
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,078
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	320,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0





HOLLEMAN, ROY &amp; MARIAN FOUNDATION

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

Recipient(s) paid during the year

**Name**

H E A R T OF CHULA VISTA

**Street**

PO BOX 821

**City**

CHULA VISTA

**State**

CA

**Zip Code**

91912

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT

**Amount**

286,000

**Name**

UNIVERSITY OF SAN DIEGO

**Street**

5998 ALCALA PARK

**City**

SAN DIEGO

**State**

CA

**Zip Code**

92110

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT

**Amount**

10,000

**Name**

DEL MAR FIREFIGHTERS

**Street**

PO BOX 512

**City**

DEL MAR

**State**

CA

**Zip Code**

92014

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT

**Amount**

10,000

**Name**

SAN DIEGO HUMANE SOCIETY &amp; SPCA

**Street**

5500 GAINES ST

**City**

SAN DIEGO

**State**

CA

**Zip Code**

92110

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT

**Amount**

14,000

**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

		Amount						Totals		Gross Sales	
Long Term CG Distributions		9,215						Capital Gains/Losses		886,773	
Short Term CG Distributions		0						Other sales		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	
1	X POTASH CORP SASK	73755L107			11/23/2010		11/29/2012	5,829	7,008		
2	X T ROWE PRICE INST EM MKT	74144Q203			11/18/2010		5/23/2012	20,560	25,000		
3	X T ROWE PRICE INST EM MKT	74144Q203			12/1/2010		5/23/2012	20,697	25,000		
4	X PROCTER & GAMBLE CO	742718109			11/24/2010		8/22/2012	6,649	6,252		
5	X US BANCORP DEL NEW	902973304			7/28/2011		8/22/2012	6,598	5,250		
6	X VANGUARD S/T BD IND SIGNA	921937850			8/11/2010		3/14/2012	50,000	50,472		
7	X BAKER HUGHES INC COM	057224107			8/9/2011		3/29/2012	4,047	5,997		
8	X IPATH DOW JONES-UBS COM	06738C778			12/22/2010		8/22/2012	21,690	23,905		
9	X CHEVRON CORP	168764100			5/23/2012		8/22/2012	5,584	4,856		
10	X CISCO SYSTEMS INC	17275R102			11/24/2010		8/22/2012	3,808	3,804		
11	X DODGE & COX INT'L STOCK F	256206103			12/1/2010		11/29/2012	24,281	25,000		
12	X DODGE & COX INT'L STOCK F	256206103			2/18/2010		11/29/2012	739	680		
13	X EATON VANCE FLOATING RA	277911491			8/22/2012		11/29/2012	20,000	19,846		
14	X APPLE INC	037833100			5/23/2012		8/22/2012	6,545	5,575		
15	X BAKER HUGHES INC COM	057224107			7/28/2011		3/29/2012	8,094	15,770		
16	X GENERAL ELECTRIC CO	369604103			5/23/2012		11/29/2012	8,444	7,540		
17	X HEWLETT PACKARD CO	428236103			12/22/2010		8/30/2012	4,213	10,420		
18	X HEWLETT PACKARD CO	428236103			7/28/2011		8/30/2012	1,685	3,674		
19	X HEWLETT PACKARD CO	428236103			5/23/2012		8/30/2012	5,899	7,280		
20	X HOME DEPOT INC	437076102			11/24/2010		11/29/2012	12,892	6,245		
21	X JOHNSON & JOHNSON	478160104			11/24/2010		11/29/2012	6,940	6,332		
22	X HIGHBRIDGE STAT MKT NEU	4812A2439			11/30/2010		3/23/2012	49,736	50,000		
23	X HIGHBRIDGE STAT MKT NEU	4812A2439			12/22/2010		3/23/2012	24,868	25,000		
24	X HIGHBRIDGE STAT MKT NEU	4812A2439			7/28/2011		3/23/2012	24,400	25,000		
25	X KRAFT FOODS GROUP INC	50076Q106			11/24/2010		11/29/2012	4,573	3,206		
26	X KRAFT FOODS GROUP INC	50076Q106			7/28/2011		11/29/2012	1,524	1,220		
27	X KRAFT FOODS GROUP INC	50076Q106			8/9/2011		11/29/2012	3,049	2,345		
28	X LOOMIS SAYLES BOND FD IN	543495840			7/28/2011		11/29/2012	100,000	98,938		
29	X MAINSTAY CONVERTIBLE FD	56063N600			5/3/2011		8/22/2012	10,000	11,420		
30	X MAINSTAY CONVERTIBLE FD	56063N600			5/23/2012		11/29/2012	10,000	11,382		
31	X MICROSOFT CORP	594918104			5/23/2012		8/22/2012	3,053	2,882		
32	X ORACLE CORPORATION	68389X105			12/22/2010		8/22/2012	6,342	6,347		
33	X PAYCHEX INC	704326107			12/22/2010		8/22/2012	6,582	6,204		
34	X PHILLIPS 66	718546104			11/24/2010		5/18/2012	2,833	2,522		
35	X PHILLIPS 66	718546104			8/9/2011		5/18/2012	1,889	1,752		
36	X VANGUARD S/T BD IND SIGNA	921937850			8/11/2010		5/23/2012	347,239	349,528		
37	X VANGUARD S/T BD IND SIGNA	921937850			7/28/2011		5/23/2012	2,761	2,769		
38	X VANGUARD S/T BD IND SIGNA	921937850			2/18/2010		8/22/2012	72	71		
39	X VANGUARD REIT VIPER	922908553			12/1/2010		8/22/2012	13,224	10,645		
40	X VANGUARD MIDCAP VIPER	922908629			12/1/2010		8/22/2012	15,988	14,342		
41	X VERIZON COMMUNICATIONS	92343V104			5/23/2012		8/22/2012	4,271	4,110		



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

		7,125	7,125	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	MLP INDEX FUND EARNINGS	7,125	7,125	

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

		4,139	0	0	4,139
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
<b>1</b>	TAX PREP FEES	4,139			4,139

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

		4,126	1,081	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,081	1,081		
2	PY EXCISE TAX DUE	1,371			
3	ESTIMATED EXCISE PAYMENTS	1,674			
4					

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

		88	78	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	28	28		
2	INVESTMENT EXPENSES	50	50		
3	STATE AG FEES	10			10

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

			4,068,212	3,752,343
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year
1				0
2	AFLAC INC		0	20,440
3	ABBOTT LABORATORIES		0	14,207
4	APPLE COMPUTER INC COM		0	26,708
5	CISCO SYSTEMS INC		0	29,506
6	DIAGEO PLC - ADR		0	14,888
7	WALT DISNEY CO		0	22,667
8	DODGE & COX STOCK FUND 145		0	27,759
9	E M C CORP MASS		0	25,481
10	GENERAL ELECTRIC CO		0	15,806
11	HOME DEPOT INC		0	8,999
12	INTEL CORP		0	20,829
13	INTERNATIONAL BUSINESS MACHS CORP		0	27,262
14	JOHNSON & JOHNSON		0	24,930
15	MERGER FD SH BEN INT 260		0	100,000
16	MICROSOFT CORP		0	26,185
17	NESTLE S A REGISTERED SHARES - ADR		0	17,546
18	NOVARTIS AG - ADR		0	16,709
19	ORACLE CORPORATION		0	22,820
20	PAYCHEX INC		0	16,478
21	PEPSICO INC		0	25,963
22	PROCTER & GAMBLE CO		0	24,430
23	ROYCE PENNSYLVANIA MUT FD-INV 260		0	40,000
24	SCHLUMBERGER LTD		0	18,096
25	TEVA PHARMACEUTICAL INDUSTRIES - A		0	17,863
26	UNION PACIFIC CORP		0	18,044
27	GOLDMAN SACHS GROUP INC		0	19,626
28	PLUM CREEK TIMBER CO INC		0	18,320
29	UNITED PARCEL SERVICE-CL B		0	24,195
30	TARGET CORP		0	21,799
31	MAINSTAY CONVERTIBLE FD CL I 2584		0	12,198
32	ARTIO GLOBAL HIGH INCOME-I 1525		0	250,000
33	VERIZON COMMUNICATIONS		0	24,103
34	BHP BILLITON LIMITED		0	11,604
35	JPMORGAN CHASE & CO		0	28,771
36	US BANCORP DEL NEW		0	18,945
37	JP MORGAN ALERIAN MLP INDEX		0	151,350
38	EATON VANCE GLOBAL MACRO - I		0	114,832
39	DODGE & COX INT'L STOCK FD 1048		0	45,795
40	CHEVRON CORP		0	26,523
41	DRIEHAUS ACTIVE INCOME FUND		0	100,000
42	3M CO		0	16,850
43	BERSHIRE HATHAWAY INC		0	30,370
44	PIMCO EMERGING LOCAL BOND IS 332		0	200,000
45	CONOCOPHILLIPS		0	24,609
46	COMCAST CORP CLASS A		0	24,868

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

			4,068,212	3,752,343
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year
47	EATON VANCE FLOATING RATE FD-I 924		0	20,154
48	LOOMIS SAYLES BOND FD INSTL 1162		0	301,062
49	WELLS FARGO INTL ADV FUND-IS 4705		0	275,000
50	ISHARES S&P INDIA NIFTY 50 I		0	15,175
51	AMERICAN CAMPUS CMNTYS INC		0	15,367
52	VANGUARD REIT VIPER		0	36,590
53	VANGUARD MIDCAP VIPER		0	57,368
54	DIGITAL RLTY TR INC		0	15,886
55	VANGUARD PACIFIC ETF		0	41,052
56	VANGUARD EUROPEAN ETF		0	19,919
57	VANGUARD EMERGING MARKETS ETF		0	44,790
58	TEMPLETON FRONTIER MARKET-AD 674		0	25,000
59	IPATH DOW JONES-UBS COMMODITY IND		0	136,398
60	OPPENHEIMER DEVELOPING MKT-Y 788		0	75,000
61	VODAFONE GROUP PLC NEW ADR		0	21,050
62	VAN KAMPEN FOCUS PORTFOLIO		0	16,718
63	MONDELEZ INTERNATIONAL INC		0	12,525
64	VANGUARD BD INDEX FD INC		0	596,875
65	SPDR DJ WILSHIRE INTERNATIONAL REA		0	37,596
66	HCP INC		0	16,255
67	FEDERATED STRAT VAL DIV FD IS 662		0	75,000
68	VISA INC-CLASS A SHRS		0	11,320
69	GATEWAY FUND - Y 1986		0	97,869

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,120
2	Total	2	3,120

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	5,069
2	COST BASIS ADJUSTMENT	2	5,207
3	Total	3	10,276

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

		Amount																	
Long Term CG Distributions		9,215																	
Short Term CG Distributions		0																	
						877,558		0		0		895,687				-18,128			
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V 12/31								
1	POTASH CORP SASK	737551107		11/23/2010	11/28/2012	5,828		0	7,006	-1,177									
2	T ROWE PRICE INST EM MKT EQ 148	74144Q203		11/18/2010	5/23/2012	20,560		0	25,000	-4,440									
3	T ROWE PRICE INST EM MKT EQ 148	74144Q203		12/1/2010	5/23/2012	20,887		0	25,000	-4,303									
4	PROCTER & GAMBLE CO	742718109		11/24/2010	8/22/2012	8,649		0	8,252	397									
5	US BANCORP DEL NEW	802873304		7/28/2011	8/22/2012	6,588		0	5,250	1,348									
6	VANGUARD S/T BD IND SIGNAL 1349	921937850		8/11/2010	3/14/2012	50,000		0	50,472	-472									
7	BAKER HUGHES INC COM	057224107		8/6/2011	3/29/2012	4,047		0	5,997	-1,950									
8	IPATH DOW JONES-UBS COMMODITY I	06738C778		12/22/2010	8/22/2012	21,690		0	23,905	-2,215									
9	CHEVRON CORP	168784100		5/23/2012	8/22/2012	5,584		0	4,856	728									
10	CISCO SYSTEMS INC	17275R102		11/24/2010	8/22/2012	3,808		0	3,804	-96									
11	DODGE & COX INT'L STOCK FD 1048	256208103		12/1/2010	11/28/2012	24,261		0	25,000	-739									
12	DODGE & COX INT'L STOCK FD 1048	256208103		2/18/2010	11/28/2012	739		0	680	59									
13	EATON VANCE FLOATING RATE FD-I 8	277811491		8/22/2012	11/29/2012	20,000		0	19,848	154									
14	APPLE INC	037833100		5/23/2012	8/22/2012	6,545		0	5,575	970									
15	BAKER HUGHES INC COM	057224107		7/28/2011	3/29/2012	8,094		0	15,770	-7,676									
16	GENERAL ELECTRIC CO	369604103		5/23/2012	11/28/2012	8,444		0	7,540	904									
17	HEWLETT PACKARD CO	428236103		12/22/2010	8/30/2012	4,213		0	10,420	-8,207									
18	HEWLETT PACKARD CO	428236103		7/28/2011	8/30/2012	1,685		0	3,874	-1,989									
19	HEWLETT PACKARD CO	428236103		5/23/2012	8/30/2012	5,899		0	7,280	-1,381									
20	HOME DEPOT INC	437076102		11/24/2010	11/29/2012	12,892		0	6,245	6,647									
21	JOHNSON & JOHNSON	478160104		11/24/2010	11/29/2012	6,940		0	8,332	-608									
22	HIGHBRIDGE STAT MKT NEUT-SEL	4812A2439		11/30/2010	3/23/2012	49,736		0	50,000	-264									
23	HIGHBRIDGE STAT MKT NEUT-SEL	4812A2439		12/22/2010	3/23/2012	24,868		0	25,000	-132									
24	HIGHBRIDGE STAT MKT NEUT-SEL	4812A2439		7/28/2011	3/23/2012	24,400		0	25,000	-600									
25	KRAFT FOODS GROUP INC	50076Q106		11/24/2010	11/29/2012	4,573		0	3,206	1,367									
26	KRAFT FOODS GROUP INC	50076Q106		7/28/2011	11/29/2012	1,524		0	1,220	304									
27	KRAFT FOODS GROUP INC	50076Q106		8/9/2011	11/29/2012	3,049		0	2,345	704									
28	LOOMIS SAYLES BOND FD INSTL 1162	543495840		7/28/2011	11/29/2012	100,000		0	88,838	1,062									
29	MAINSTAY CONVERTIBLE FD CL I 2584	56063N600		5/3/2011	8/22/2012	10,000		0	11,420	-1,420									
30	MAINSTAY CONVERTIBLE FD CL I 2584	56063N600		5/3/2011	11/28/2012	10,000		0	11,382	-1,382									
31	MICROSOFT CORP	594918104		5/23/2012	8/22/2012	3,053		0	2,882	171									
32	ORACLE CORPORATION	68389X105		12/22/2010	8/22/2012	6,342		0	6,347	-5									
33	PAYCHEX INC	704326107		12/22/2010	8/22/2012	6,562		0	6,204	358									
34	PHILLIPS 66	718546104		11/24/2010	5/18/2012	2,833		0	2,522	311									
35	PHILLIPS 66	718546104		8/9/2011	5/18/2012	1,889		0	1,752	137									
36	VANGUARD S/T BD IND SIGNAL 1349	921937850		8/11/2010	5/23/2012	347,239		0	349,528	-2,289									
37	VANGUARD S/T BD IND SIGNAL 1349	921937850		7/28/2011	5/23/2012	2,761		0	2,769	-8									
38	VANGUARD S/T BD IND SIGNAL 1349	921937850		2/18/2010	8/22/2012	72		0	71	1									
39	VANGUARD REIT VIPER	922908553		12/1/2010	8/22/2012	13,224		0	10,645	2,579									
40	VANGUARD MIDCAP VIPER	922908629		12/1/2010	8/22/2012	15,888		0	14,342	1,546									
41	VERIZON COMMUNICATIONS	92343V104		5/23/2012	8/22/2012	4,271		0	4,110	161									



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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title
1	Wells Fargo Bank N.A.		101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE
2								

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/9/2012	2	419
3 Second quarter estimated tax payment	6/11/2012	3	419
4 Third quarter estimated tax payment	9/11/2012	4	418
5 Fourth quarter estimated tax payment	12/11/2012	5	418
6 Other payments		6	0
7 Total		7	1,674

**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	134,605
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	134,605