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: Whimsie Fund

A Employer identification number: 27-5271127

Number and street (or P O box number if mail is not delivered to street address): c/o E.R. Boynton, 30 Valley Stream Pkwy

Room/suite

B Telephone number: (610) 640-5800

City or town, state, and ZIP code: Malvern, PA 19355

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶$ 5229886.

J Accounting method: [X] 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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	57638.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	20642.	20642.		Statement 2
	4	Dividends and interest from securities	95207.	95207.		Statement 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-23849.			Statement 1
	b	Gross sales price for all assets on line 6a 1427977.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11	Other income				
	12	**Total**. Add lines 1 through 11	149638.	115849.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	113230.	56616.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	7530.	0.		0.
	16a	Legal fees Stmt 4	15346.	15346.		0.
	b	Accounting fees				
	c	Other professional fees Stmt 5	23316.	23316.		0.
	17	Interest				
	18	Taxes Stmt 6	1073.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 7	3012.	3012.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	163507.	98290.		0.
	25	Contributions, gifts, grants paid	287500.			287500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	451007.	98290.		287500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-301369.			
	b	**Net investment income** (if negative, enter -0-)		17559.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		6.	6.
	2 Savings and temporary cash investments	1353439.	291136.	291136.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	1345191.	1568016.	1690173.
	c Investments - corporate bonds Stmt 9	0.	149271.	148630.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	2609566.	2998398.	3099941.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5308196.	5006827.	5229886.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5308196.	5006827.	
	30 **Total net assets or fund balances**	5308196.	5006827.	
	31 **Total liabilities and net assets/fund balances**	5308196.	5006827.	

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	5308196.
2	Enter amount from Part I, line 27a	2	-301369.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5006827.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5006827.

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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				
b	See Attached Statements			
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				
b				
c				
d				
e	1427977.		1447640.	-19663.

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				
b				
c				
d				
e				-19663.

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** -19663.

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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	122500.	4544349.	.026957
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	.026957
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	.026957
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5308305.
5 Multiply line 4 by line 3	5	143096.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	176.
7 Add lines 5 and 6	7	143272.
8 Enter qualifying distributions from Part XII, line 4	8	287500.

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

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

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 ▶ [X] and enter 1% of Part I, line 27b		1	176.
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	176.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	176.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 250.		
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	250.
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	74.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	74. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Edwin R. Boynton, Esquire Telephone no. ▶ (610) 640-5800

Located at ▶ 30 Valley Stream Parkway, Malvern, PA ZIP+4 ▶ 19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	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.) N/A	2b		
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.)* N/A	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

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)? ☐ 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)? N/A **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? N/A ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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
Harry L. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director 2.00	56615.	3765.	0.
Wendy S. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 2.00	56615.	3765.	0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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11350507 747446 185752-0004 2012.03040 Whimsie Fund 185752-1

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	4702515.
b	Average of monthly cash balances	1b	686627.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5389142.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5389142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80837.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5308305.
6	**Minimum investment return**. Enter 5% of line 5	6	265415.

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	265415.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	176.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	265239.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	265239.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	265239.

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	287500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	287500.
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	5	176.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	287324.

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				265239.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			13643.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 287500.				
a Applied to 2011, but not more than line 2a			13643.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				265239.
e Remaining amount distributed out of corpus	8618.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8618.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8618.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 8618.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Lake Forest College 555 North Sheridan Road Lake Forest , IL 60045	N/A	501(c)(3)	Grant to another 501(C)(3) organization	50000.
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	N/A	501(c)(3)	Grant to another 501(C)(3) organization	82500.
Newport Historical Society 82 Turo Street Newport, RI 02840	N/A	501(c)(3)	Grant to another 501(C)(3) organization	2500.
Santa Barbara Maritime Museum 113 Harbor Way, Suite 190 Santa Barbara, CA 93109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	10500.
Santa Barbara Youth Sailing Foundation 130 Harbor Way Santa Barbara, CA 19109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	8000.
Total See continuation sheet(s)			▶ 3a	287500.
b Approved for future payment None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					20642.
4 Dividends and interest from securities					95207.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-23849.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	92000.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 92000.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
4,8	This income enables the foundation to make grants to other 501(c)(3) organizations.

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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: [signature] Date: 5/13/2013 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Edwin R. Boynton	[signature]	5/7/13		P01207912

Firm's name ▶ STRADLEY RONON STEVENS & YOUNG — Firm's EIN ▶ 23-1130381

Firm's address ▶ 30 VALLEY STREAM PARKWAY MALVERN, PA 19355-1481 — Phone no. 610-640-5800

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.	OMB No 1545-0047 **2012**

Name of the organization	Employer identification number
Whimsie Fund	27-5271127

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
Whimsie Fund	27-5271127

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Assets received from Ithan Foundation plan of division 30 Valley Stream Parkway MALVERN, PA 19355	$ 47440.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	Assets received from Ithan Foundation plan of division 30 Valley Stream Parkway MALVERN, PA 19355	$ 3010.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	Assets received from Ithan Foundation plan of division 30 Valley Stream Parkway MALVERN, PA 19355	$ 7189.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Whimsie Fund	27-5271127

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,914 shares Prudential Jennison 20/20 Focus Fund	$ 47440.	01/10/12
2	84 shares T Rowe Price New Horizons Fund	$ 3010.	01/20/12
3	305 shares Goldman Sachs Growth Opportunities Fund	$ 7189.	02/15/12
		$	
		$	
		$	

Name of organization	Employer identification number
Whimsie Fund	27-5271127

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	180 shares Vanguard Mid Cap ETF	P	12/12/11	01/05/12
b	308 shares Wisdom Tree Large Cap Dividend Fund	P	Various	01/05/12
c	24 shares Ameriprise Financial	P	Various	01/10/12
d	62 shares Bank America Corp	P	Various	01/10/12
e	26 shares Capital One Financial	P	Various	01/10/12
f	24 shares Celanese Corp	P	Various	01/10/12
g	28 shares Citigroup Inc	P	Various	01/10/12
h	52 shares Comcast Corp	P	10/26/11	01/10/12
i	22 shares Dover Corp	P	Various	01/10/12
j	26 shares EQT Corp	P	Various	01/10/12
k	22 shares Eaton Corp	P	Various	01/10/12
l	26 shares Hershey Foods Corp	P	Various	01/10/12
m	24 shares Kraft Foods Inc	P	08/30/11	01/10/12
n	26 shares Limited Inc	P	03/08/11	01/10/12
o	46 shares Mattel INc	P	Various	01/10/12

	(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	13032.		12186.	846.
b	15144.		15032.	112.
c	1249.		1517.	-268.
d	409.		858.	-449.
e	1240.		1313.	-73.
f	1094.		1358.	-264.
g	838.		1256.	-418.
h	1319.		1259.	60.
i	1296.		1426.	-130.
j	1406.		1367.	39.
k	1043.		1176.	-133.
l	1585.		1425.	160.
m	912.		833.	79.
n	1013.		824.	189.
o	1328.		1193.	135.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				846.
b				112.
c				-268.
d				-449.
e				-73.
f				-264.
g				-418.
h				60.
i				-130.
j				39.
k				-133.
l				160.
m				79.
n				189.
o				135.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	22 shares Moodys Corp	P	06/14/11	01/10/12
b	26 shares Northeast Utilities	P	Various	01/10/12
c	16 shares OGE Energy Corp	P	08/30/11	01/10/12
d	28 shares Procter & Gamble	P	Various	01/10/12
e	8 shares Shire	P	03/08/11	01/10/12
f	16 shares JM Smucker	P	Various	01/10/12
g	44 shares Wisconsin Energy	P	Various	01/10/12
h	32 shares AT&T	P	Various	01/10/12
i	28 shares Amerisource Berger Corp	P	Various	01/17/12
j	14 shares Borg Warner Automotive	P	Various	01/17/12
k	32 shares Bristol Myers Squibb	P	10/26/11	01/17/12
l	20 shares Chubb	P	12/12/11	01/17/12
m	50 shaers Cisco Sys Inc	P	11/17/11	01/17/12
n	20 shares Dollar Tree	P	Various	01/17/12
o	24 shares Du Pont EI De Nemours	P	Various	01/17/12

	(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	800.		914.	-114.
b	898.		917.	-19.
c	893.		805.	88.
d	1856.		1788.	68.
e	812.		681.	131.
f	1261.		351.	910.
g	1519.		1370.	149.
h	966.		940.	26.
i	1071.		1073.	-2.
j	1025.		1044.	-19.
k	1079.		1027.	52.
l	1394.		1131.	263.
m	960.		920.	40.
n	1674.		1087.	587.
o	1163.		1297.	-134.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-114.
b				-19.
c				88.
d				68.
e				131.
f				910.
g				149.
h				26.
i				-2.
j				-19.
k				52.
l				263.
m				40.
n				587.
o				-134.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	28 shares Ebay	P	Various	01/17/12
b	16 shares Equity Residential Pptys	P	Various	01/17/12
c	66 shares GE	P	Various	01/17/12
d	14 shares Estee Lauder	P	Various	01/17/12
e	50 shares Macy's	P	12/22/11	01/17/12
f	18 shares Merck & Co	P	Various	01/17/12
g	12 shares PPG Inds	P	Various	01/17/12
h	82 shares Pfizer INc	P	Various	01/17/12
i	28 shares QUalcomm	P	Various	01/17/12
j	22 shares Target	P	09/28/11	01/17/12
k	14 shares Tiffany & Co	P	12/12/11	01/17/12
l	14 shares Union Pacific	P	Various	01/17/12
m	16 shares United Technologies	P	Various	01/17/12
n	24 shares Unitedhealth Group	P	Various	01/17/12
o	16 shares Wholefoods Market	P	08/09/11	01/17/12

	(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	852.		902.	-50.
b	887.		896.	-9.
c	1234.		1353.	-119.
d	1606.		1350.	256.
e	1722.		1473.	249.
f	697.		621.	76.
g	1053.		1068.	-15.
h	1797.		1639.	158.
i	1591.		1602.	-11.
j	1096.		1111.	-15.
k	834.		927.	-93.
l	1531.		1369.	162.
m	1233.		1358.	-125.
n	1284.		1069.	215.
o	1229.		871.	358.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-50.
b				-9.
c				-119.
d				256.
e				249.
f				76.
g				-15.
h				158.
i				-11.
j				-15.
k				-93.
l				162.
m				-125.
n				215.
o				358.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	2,914 shares Prudential Jennison 20/20 Focus Fund	P	01/09/12	01/19/12
b	673 shares Vanguard Total Bond Market ETF	P	Various	01/23/12
c	84 shares T Rowe Price New Horizons Fund	P	01/19/12	01/24/12
d	357 shares Joy Global	P	Various	02/03/12
e	6 shares Walmart Stores	P	05/16/11	04/10/12
f	.5 shares Phillips 66	P	06/21/11	05/01/12
g	120 shares JP Morgan Chase & co	P	Various	05/14/12
h	285 shares Siemens	P	Various	06/13/12
i	30 shares Amazon.com	P	06/24/11	06/22/12
j	57.5 shares Phillips 66	P	Various	07/18/12
k	161 shares Ishares Iboxx High Yield Corp Bond Fun	P	06/27/12	09/21/12
l	1,000 shares JOhnson Controls	P	02/03/12	09/27/12
m	711 shares Ishares Tr MSCI EAFE Index Fund	P	10/28/11	10/01/12
n	7,625.933 shares Franklin US Govt Fund	P	Various	11/16/12
o	279 shares Ishares Iboxx High Yield Corp Bond Fun	P	06/27/12	11/16/12

	(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	47877.		49986.	-2109.
b	56071.		54070.	2001.
c	2787.		3037.	-250.
d	33808.		30136.	3672.
e	359.		336.	23.
f	17.		18.	-1.
g	4331.		4823.	-492.
h	23257.		35197.	-11940.
i	6593.		5795.	798.
j	2119.		1999.	120.
k	15003.		14535.	468.
l	27532.		33448.	-5916.
m	38068.		39100.	-1032.
n	52161.		52691.	-530.
o	25335.		25188.	147.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2109.
b				2001.
c				-250.
d				3672.
e				23.
f				-1.
g				-492.
h				-11940.
i				798.
j				120.
k				468.
l				-5916.
m				-1032.
n				-530.
o				147.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	16 shares Walmart Stores	P	03/08/11	04/10/12
b	70 shares Amazon.com	P	06/21/11	06/22/12
c	102 shares JP Morgan Chase & Co	P	Various	07/18/12
d	239.5 shares Phillips 66	P	Various	07/18/12
e	230 shares Teradata Corp	P	06/24/11	09/21/12
f	196 shares Ishares Tr MSCI EAFE Index Fund	P	Various	10/01/12
g	385 shares Hyundai Motor Co	P	06/22/11	10/04/12
h	300 shares Pepsico	P	06/24/11	11/30/12
i	169 shares Artisan Small Cap Value Fund	P	Various	01/05/12
j	355 shares Artisan Mid Cap Value Fund	P	Various	01/05/12
k	487 shares Dodge & Cox Intl Stock Fund	P	Various	01/05/12
l	587 shares Eaton Vance Global Macro Abs Fund	P	Various	01/05/12
m	3,262 shares Federated Strategic Value Fund	P	Various	01/05/12
n	285 shares Harbor Fund International	P	Various	01/05/12
o	1,162 shares Harding Loevner INtl Equity	P	Various	01/05/12

	(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	958.		838.	120.
b	15384.		13573.	1811.
c	3559.		4281.	-722.
d	8827.		8353.	474.
e	17797.		13372.	4425.
f	10494.		43883.	-33389.
g	12006.		12910.	-904.
h	20997.		20567.	430.
i	2559.		3038.	-479.
j	7050.		6255.	795.
k	14328.		17965.	-3637.
l	5823.		5991.	-168.
m	15723.		14999.	724.
n	15191.		17970.	-2779.
o	15687.		17999.	-2312.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				120.
b				1811.
c				-722.
d				474.
e				4425.
f				-33389.
g				-904.
h				430.
i				-479.
j				795.
k				-3637.
l				-168.
m				724.
n				-2779.
o				-2312.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	467.508 shares JP Morgan US Large Cap Core Plus F	P	05/16/11	01/05/12
b	1,644 shares Baird Intermediate Bond Fund	P	12/16/11	01/10/12
c	1,821 shares Fidelity Advisor Floating Rate High	P	12/15/11	01/10/12
d	1,878 shares Pimco Comm RR Strategy Fund	P	Various	01/10/12
e	1098 shares Viacom	P	Various	01/10/12
f	7,141 shares Pimco Total Return Fund	P	Various	01/11/12
g	205 shares AT&T	P	Various	01/17/12
h	108 shares Borg Warner Auto	P	03/18/11	01/17/12
i	102 shares Deere & Co	P	Various	01/17/12
j	246 shares Walt Disney	P	04/12/11	01/17/12
k	44 shares Du Pont EI De Nemours	P	Various	01/17/12
l	102 shares Estee Lauder	P	04/12/11	01/17/12
m	6 shares Merck & co	P	03/01/11	01/17/12
n	294 shares Starbucks	P	Various	01/17/12
o	192 shares Texas Instruments	P	Various	01/17/12

	(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	9486.		10000.	-514.
b	18199.		17995.	204.
c	17664.		18000.	-336.
d	12639.		17997.	-5358.
e	9310.		8345.	965.
f	77980.		78000.	-20.
g	6190.		5787.	403.
h	7907.		8080.	-173.
i	8652.		9104.	-452.
j	9469.		10229.	-760.
k	2132.		2360.	-228.
l	11704.		9693.	2011.
m	232.		196.	36.
n	13986.		9739.	4247.
o	5954.		6940.	-986.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-514.
b				204.
c				-336.
d				-5358.
e				965.
f				-20.
g				403.
h				-173.
i				-452.
j				-760.
k				-228.
l				2011.
m				36.
n				4247.
o				-986.

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**

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).
If (loss), enter "-0-" in Part I, line 8 **3**

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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	138 shares Tiffany & Co	P	Various	01/17/12
b	100 shares Union Pac Corp	P	Various	01/17/12
c	194 shares Unitedhealth Corp	P	Various	01/17/12
d	610 shares Lazard Ltd	P	Various	01/17/12
e	75 shares Vanguard Small Cap Fund	P	Various	01/23/12
f	25,000 GE Cap Corp 5.9%	P	10/20/11	03/12/12
g	100.193 shares Goldman Sachs Growth Opp Fund	P	05/16/11	03/14/12
h	5,000 Wachovia Bank	P	10/20/11	06/26/12
i	25,000 GE Cap Corp 3.35%	P	03/12/12	11/14/12
j	21,613.833 shares Franklin US Govt Fund	P	11/29/11	11/16/12
k	40,000 New Hampshire St Go Ref 5%	P	07/20/12	12/04/12
l	25,000 US Treasury Note 2.125%	P	11/14/12	12/07/12
m	6,258.492 shares JP Morgan US Large Cap Core Plus	P	04/17/09	01/05/12
n	31 shares AT&T	P	12/30/10	01/17/12
o	128 shares Du POnt EI De Nemours	P	12/30/10	01/17/12

	(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	8225.		8616.	-391.
b	10934.		9484.	1450.
c	10377.		7828.	2549.
d	16100.		22748.	-6648.
e	5533.		5843.	-310.
f	27572.		27415.	157.
g	2558.		2600.	-42.
h	4929.		4704.	225.
i	26935.		26676.	259.
j	147839.		150000.	-2161.
k	50963.		50003.	960.
l	26518.		26593.	-75.
m	126985.		84990.	41995.
n	936.		1238.	-302.
o	6203.		4941.	1262.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-391.
b				1450.
c				2549.
d				-6648.
e				-310.
f				157.
g				-42.
h				225.
i				259.
j				-2161.
k				960.
l				-75.
m				41995.
n				-302.
o				1262.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	136 shares Merck	P	12/30/10	01/17/12
b	40 shares Unitedhealth Group	P	01/04/11	01/17/12
c	204.807 shares Goldman Sachs Growth Opp Fund	P	03/08/11	03/14/12
d	170 shares Walmart Stores	P	Various	04/10/12
e	368 shares JP Morgan Chase & Co	P	Various	07/18/12
f	1,449 shares Ishares Tr MSCI EAFE INdex Fund	P	Various	10/01/12
g	50,000 US Treasury NOte 3.875%	P	10/20/11	10/31/12
h				
i				
j				
k				
l				
m				
n				
o				

	(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	5270.		4535.	735.
b	2140.			2140.
c	5229.		5196.	33.
d	10181.		9515.	666.
e	12839.		16482.	-3643.
f	77581.		85538.	-7957.
g	50000.		51900.	-1900.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				735.
b				2140.
c				33.
d				666.
e				-3643.
f				-7957.
g				-1900.
h				
i				
j				
k				
l				
m				
n				
o				

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	-19663.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Rodger Williams University One Ferry Road Brisol , RI 02809	N/A	501(c)(3)	Grant to another 501(c)(3) organization	130000.
Santa Barbara Botanical Garden 1212 Mission Canyon Road Santa Barbara, CA 93105	N/A	501(c)(3)	Grant to another 501(c)(3) organization	3000.
Susan G. Komen Foundation P.O. Box 660843 Dallas , TX 75266	N/A	501(c)(3)	Grant to another 501(c)(3) organization	1000.
Total from continuation sheets				134000.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
180 shares Vanguard Mid Cap ETF	Purchased	12/12/11	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13032.	13171.	0.	0.	-139.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
308 shares Wisdom Tree Large Cap Dividend Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15144.	14802.	0.	0.	342.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Ameriprise Financial	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1249.	1102.	0.	0.	147.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
62 shares Bank America Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
409.	337.	0.	0.	72.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Capital One Financial	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1240.	1161.	0.	0.	79.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Celanese Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1094.	1116.	0.	0.	-22.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Citigroup Inc	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
838.	769.	0.	0.	69.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
52 shares Comcast Corp	Purchased	10/26/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1319.	1179.	0.	0.	140.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Dover Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1296.	1209.	0.	0.	87.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares EQT Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1406.	1612.	0.	0.	-206.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Eaton Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1043.	988.	0.	0.	55.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Hershey Foods Corp	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1585.	1500.	0.	0.	85.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Kraft Foods Inc	Purchased	08/30/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
912.	868.	0.	0.	44.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Limited Inc	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1013.	1101.	0.	0.	-88.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
46 shares Mattel INc	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1328.	1325.	0.	0.	3.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Moodys Corp	Purchased	06/14/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
800.	764.	0.	0.	36.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Northeast Utilities	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
898.	900.	0.	0.	-2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares OGE Energy Corp	Purchased	08/30/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
893.	847.	0.	0.	46.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Procter & Gamble	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1856.	1808.	0.	0.	48.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Shire	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
812.	811.	0.	0.	1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares JM Smucker	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1261.	1216.	0.	0.	45.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
44 shares Wisconsin Energy	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1519.	1460.	0.	0.	59.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
32 shares AT&T	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
966.	987.	0.	0.	-21.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Amerisource Berger Corp	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1071.	1040.	0.	0.	31.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Borg Warner Automotive	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1025.	974.	0.	0.	51.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
32 shares Bristol Myers Squibb	Purchased	10/26/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1079.	1047.	0.	0.	32.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Chubb	Purchased	12/12/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1394.	1349.	0.	0.	45.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
50 shaers Cisco Sys Inc	Purchased	11/17/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
960.	932.	0.	0.	28.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Dollar Tree	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1674.	1630.	0.	0.	44.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Du Pont EI De Nemours	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1163.	1235.	0.	0.	-72.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Ebay	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
852.	829.	0.	0.	23.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Equity Residential Pptys	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
887.	883.	0.	0.	4.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
66 shares GE	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1234.	1050.	0.	0.	184.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Estee Lauder	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1606.	1425.	0.	0.	181.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
50 shares Macy's	Purchased	12/22/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1722.	1617.	0.	0.	105.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Merck & Co	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
697.	654.	0.	0.	43.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares PPG Inds	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1053.	1053.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
82 shares Pfizer INc	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1797.	1646.	0.	0.	151.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares QUalcomm	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1591.	1534.	0.	0.	57.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Target	Purchased	09/28/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1096.	1159.	0.	0.	-63.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Tiffany & Co	Purchased	12/12/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
834.	1053.	0.	0.	-219.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Union Pacific	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1531.	1446.	0.	0.	85.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares United Technologies	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1233.	1226.	0.	0.	7.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Unitedhealth Group	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1284.	1147.	0.	0.	137.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Wholefoods Market	Purchased	08/09/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1229.	1090.	0.	0.	139.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,914 shares Prudential Jennison 20/20 Focus Fund	Purchased	01/09/12	01/19/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
47877.	47440.	0.	0.	437.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
673 shares Vanguard Total Bond Market ETF	Purchased	Various	01/23/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
56071.	56101.	0.	0.	-30.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
84 shares T Rowe Price New Horizons Fund	Purchased	01/19/12	01/24/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2787.	3010.	0.	0.	-223.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
357 shares Joy Global	Purchased	Various	02/03/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
33808.	30335.	0.	0.	3473.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6 shares Walmart Stores	Purchased	05/16/11	04/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
359.	331.	0.	0.	28.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.5 shares Phillips 66	Purchased	06/21/11	05/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17.	17.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
120 shares JP Morgan Chase & co	Purchased	Various	05/14/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4331.	4988.	0.	0.	-657.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
285 shares Siemens	Purchased	Various	06/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23257.	35197.	0.	0.	-11940.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
30 shares Amazon.com	Purchased	06/24/11	06/22/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6593.	5598.	0.	0.	995.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
57.5 shares Phillips 66	Purchased	Various	07/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2119.	2005.	0.	0.	114.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
161 shares Ishares Iboxx High Yield Corp Bond Fund	Purchased	06/27/12	09/21/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15003.	14535.	0.	0.	468.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,000 shares JOhnson Controls	Purchased	02/03/12	09/27/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27532.	33448.	0.	0.	-5916.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
711 shares Ishares Tr MSCI EAFE Index Fund	Purchased	10/28/11	10/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
38068.	41224.	0.	0.	-3156.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7,625.933 shares Franklin US Govt Fund	Purchased	Various	11/16/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
52161.	52848.	0.	0.	-687.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
279 shares Ishares Iboxx High Yield Corp Bond Fund	Purchased	06/27/12	11/16/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25335.	25188.	0.	0.	147.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Walmart Stores	Purchased	03/08/11	04/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
958.	882.	0.	0.	76.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
70 shares Amazon.com	Purchased	06/21/11	06/22/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15384.	13061.	0.	0.	2323.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares JP Morgan Chase & Co	Purchased	Various	07/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3559.	4125.	0.	0.	-566.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
239.5 shares Phillips 66	Purchased	Various	07/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8827.	8353.	0.	0.	474.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
230 shares Teradata Corp	Purchased	06/24/11	09/21/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17797.	13229.	0.	0.	4568.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
196 shares Ishares Tr MSCI EAFE Index Fund	Purchased	Various	10/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10494.	11368.	0.	0.	-874.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
385 shares Hyundai Motor Co	Purchased	06/22/11	10/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12006.	12125.	0.	0.	-119.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Pepsico	Purchased	06/24/11	11/30/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20997.	20567.	0.	0.	430.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
169 shares Artisan Small Cap Value Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2559.	2797.	0.	0.	-238.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
355 shares Artisan Mid Cap Value Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7050.	7562.	0.	0.	-512.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
487 shares Dodge & Cox Intl Stock Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14328.	15004.	0.	0.	-676.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
587 shares Eaton Vance Global Macro Abs Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5823.	5805.	0.	0.	18.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,262 shares Federated Strategic Value Fund	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15723.	15429.	0.	0.	294.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
285 shares Harbor Fund International	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15191.	15638.	0.	0.	-447.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,162 shares Harding Loevner INtl Equity	Purchased	Various	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15687.	16117.	0.	0.	-430.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
467.508 shares JP Morgan US Large Cap Core Plus Fund	Purchased	05/16/11	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9486.	9392.	0.	0.	94.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,644 shares Baird Intermediate Bond Fund	Purchased	12/16/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
18199.	18216.	0.	0.	-17.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,821 shares Fidelity Advisor Floating Rate High Inc Fund	Purchased	12/15/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17664.	17518.	0.	0.	146.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,878 shares Pimco Comm RR Strategy Fund	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12639.	14686.	0.	0.	-2047.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1098 shares Viacom	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9310.	9890.	0.	0.	-580.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7,141 shares Pimco Total Return Fund	Purchased	Various	01/11/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
77980.	76980.	0.	0.	1000.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
205 shares AT&T	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6190.	6326.	0.	0.	-136.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
108 shares Borg Warner Auto	Purchased	03/18/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7907.	7515.	0.	0.	392.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares Deere & Co	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8652.	8664.	0.	0.	-12.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
246 shares Walt Disney	Purchased	04/12/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9469.	10084.	0.	0.	-615.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
44 shares Du Pont EI De Nemours	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2132.	2264.	0.	0.	-132.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares Estee Lauder	Purchased	04/12/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11704.	10385.	0.	0.	1319.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6 shares Merck & co	Purchased	03/01/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
232.	218.	0.	0.	14.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
294 shares Starbucks	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13986.	10713.	0.	0.	3273.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
192 shares Texas Instruments	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5954.	6589.	0.	0.	-635.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
138 shares Tiffany & Co	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8225.	10379.	0.	0.	-2154.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Union Pac Corp	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10934.	10326.	0.	0.	608.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
194 shares Unitedhealth Corp	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10377.	9273.	0.	0.	1104.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
610 shares Lazard Ltd	Purchased	Various	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16100.	22748.	0.	0.	-6648.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
75 shares Vanguard Small Cap Fund	Purchased	Various	01/23/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5533.	5283.	0.	0.	250.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25,000 GE Cap Corp 5.9%	Purchased	10/20/11	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27572.	27415.	0.	0.	157.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100.193 shares Goldman Sachs Growth Opp Fund	Purchased	05/16/11	03/14/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2558.	2362.	0.	0.	196.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5,000 Wachovia Bank	Purchased	10/20/11	06/26/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4929.	4704.	0.	0.	225.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25,000 GE Cap Corp 3.35%	Purchased	03/12/12	11/14/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
26935.	26676.	0.	0.	259.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
21,613.833 shares Franklin US Govt Fund	Purchased	11/29/11	11/16/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
147839.	149666.	0.	0.	-1827.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
40,000 New Hampshire St Go Ref 5%	Purchased	07/20/12	12/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50963.	50465.	0.	0.	498.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25,000 US Treasury Note 2.125%	Purchased	11/14/12	12/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
26518.	26593.	0.	0.	-75.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6,258.492 shares JP Morgan US Large Cap Core Plus Fund	Purchased	04/17/09	01/05/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
126985.	125733.	0.	0.	1252.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
31 shares AT&T	Purchased	12/30/10	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
936.	956.	0.	0.	-20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
128 shares Du POnt EI De Nemours	Purchased	12/30/10	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6203.	6586.	0.	0.	-383.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
136 shares Merck	Purchased	12/30/10	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5270.	4938.	0.	0.	332.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
40 shares Unitedhealth Group	Purchased	01/04/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2140.	1912.	0.	0.	228.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
204.807 shares Goldman Sachs Growth Opp Fund	Purchased	03/08/11	03/14/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5229.	4827.	0.	0.	402.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
170 shares Walmart Stores	Purchased	Various	04/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10181.	9369.	0.	0.	812.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
368 shares JP Morgan Chase & Co	Purchased	Various	07/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12839.	14883.	0.	0.	-2044.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,449 shares Ishares Tr MSCI EAFE INdex Fund	Purchased	Various	10/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
77581.	84013.	0.	0.	-6432.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
50,000 US Treasury NOte 3.875%	Purchased	10/20/11	10/31/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50000.	51900.	0.	0.	-1900.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	-23849.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
Fiduciary Trust International	20642.
Total to Form 990-PF, Part I, line 3, Column A	20642.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Fiduciary Trust International	95207.	0.	95207.
Total to Fm 990-PF, Part I, ln 4	95207.	0.	95207.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young. LLP	15346.	15346.		0.
To Fm 990-PF, Pg 1, ln 16a	15346.	15346.		0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Trust International - Investment Advisory Fees	23316.	23316.		0.
To Form 990-PF, Pg 1, ln 16c	23316.	23316.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Tax on Net Investment Income	823.	0.		0.
2012 Estimated Tax Paid	250.	0.		0.
To Form 990-PF, Pg 1, ln 18	1073.	0.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office expenses	3012.	3012.		0.
To Form 990-PF, Pg 1, ln 23	3012.	3012.		0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Abbott Laboratories	25047.	30785.
Ace Ltd	33073.	40299.
Affiliated Managers Group Inc	30058.	40347.
Allergan Inc	20653.	21557.
Amazon.com Inc.	21457.	28881.
American Express Co	25472.	29142.
American Tower Corp	13105.	19704.
Anadarko Petroleum Corp	35445.	36412.
Apple Inc	95027.	106606.
Blackrock Inc	29665.	33074.
Celegene Corp	17856.	23616.
Chevron Corp	30831.	31901.
Church & Dwight Inc	28597.	36695.
Coca Cola Co	31193.	33350.
Conocophillips	32904.	34504.
Covidien PLC	40815.	46192.
Cummins Inc	30417.	33589.
Danaher Corp	30707.	33820.
Devon Energy Corp	40876.	28362.
Diageo PLC	30282.	42552.
EMC Corp	31548.	30006.
Emerson Electric Co	32401.	33365.
Express Scripts Inc	25364.	26190.
Exxon Mobil Corp	47516.	50632.
Freeport-McMoran Copper & Gold Inc	23741.	18126.
Google Inc	36779.	52493.
Hyundai Motor Co	25667.	26210.
IBM Corp	33440.	38310.
Intel Corp	28987.	24385.
Johnson & Johnson	17284.	18577.
Laboratory Corp	25655.	23821.
McDonald's Corp	39651.	34755.
Mead Johnson Nutrition Company	30365.	29980.
Microsoft Corp	17091.	18176.
National Oilwell Varco Inc	22973.	21189.
Nestle SA	31566.	33888.
Nike Inc	36408.	42828.
Nuance Communications Inc	29736.	32364.
Oracle Corp	34791.	36585.
Potash Corp of Saskatchewan	24552.	20785.
Praxair Inc	24295.	25174.
Roche Holding Ltd	23176.	28028.
Schlumberger Ltd	38489.	33606.
Teradata Corp	20419.	21971.
Teva Pharmaceutical Inds Ltd	28450.	23338.
United Parcel Svc Inc	29906.	30967.
US Bancorp	15814.	20601.

Verizon Communications Inc	17253.	20337.
Vodaphone Group PLC	18202.	17129.
Wells Fargo & Co	18054.	21021.
PPL Corporation	16870.	17178.
Costco Wholesale Corp	17347.	19754.
Rockwell Automation Inc	27352.	33596.
Kraft Foods Group	33394.	33420.
Total to Form 990-PF, Part II, line 10b	1568016.	1690173.

Form 990-PF	Corporate Bonds	Statement 9

Description	Book Value	Fair Market Value
Bear Stearns Cos Inc 5.3% 10/30/2015	27534.	27723.
US Bancorp SR NT 2.95% 7/15/2022	9968.	10123.
Wellpoint Inc SR NT 6% 2/15/2014	26918.	26467.
Loews Corp Bond 5.25% 3/15/2016	56432.	55768.
GE Cap Corp 4.65% 10/17/2021	28419.	28549.
Total to Form 990-PF, Part II, line 10c	149271.	148630.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Franklin US Government Securities Fund	COST	47487.	46760.
Ishares Barclays 1-3 Year Credit Bond Fund	COST	98095.	98624.
Ishares Barclays Intermediate Crt Bond Fund	COST	489837.	500805.
Ishares S&P US Preferred Stock Index Fund	COST	159064.	168385.
Ishares Tr Russell 2000 Index Fund	COST	110956.	122221.
SPDR Tr Unit Ser 1	COST	879584.	952889.
Vanguard MSCI Emerging Markets ETF	COST	96793.	91776.
Wisdomtree Emerging Markets High Yield Equity Fund	COST	49958.	52265.
US Treasury Note 1.375% 5/15/2013	COST	50883.	50240.
US Treasury Note 4% 2/15/2014	COST	134655.	130313.
US Treasury Note 5.125% 5/15/2016	COST	59348.	57820.
US Treasury Note 3.125% 1/31/2017	COST	304450.	303639.
US Treasury Note 4.25% 8/15/2015	COST	113039.	110195.
US Treasury Note 4% 8/15/2018	COST	57822.	58727.
Wellpoint Inc 5.25% 1/15/2016	COST	27927.	27880.

Bank of America Corp 7.625% 6/1/2019	COST	26388.	32032.
Wachovia Bank NA SR NT 11/3/2014	COST	18817.	19950.
US Treasury Note 3.625% 2/15/2020	COST	133960.	134245.
US Treasury Note 2% 1/31/2016	COST	31624.	31488.
US Treasury Note 1.5% 3/31/2019	COST	51492.	51578.
US Treasury Note 3.125% 4/30/2017	COST	16719.	16624.
Franklin High Income Fund	COST	39500.	41485.
Total to Form 990-PF, Part II, line 13		2998398.	3099941.