



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



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HARRY WHALEY CHARITABLE TRUST UNITED BANK, INC. TRUSTEE		A Employer identification number 27-6573729
Number and street (or P O box number if mail is not delivered to street address) 514 MARKET STREET	Room/suite	B Telephone number 304-424-8643
City or town, state, and ZIP code PARKERSBURG, WV 26101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,844,098.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		104.	104.		Statement 1
4 Dividends and interest from securities		69,953.	69,953.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		117,417.			
b Gross sales price for all assets on line 6a	1,653,058.				
7 Capital gain net income (from Part IV, line 2)			117,417.		
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		187,474.	187,474.		
13 Compensation of officers, directors, trustees, etc		28,665.	25,798.		2,867.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	Stmnt 3	750.	0.		750.
c Other professional fees					
17 Interest					
18 Taxes	Stmnt 4	1,588.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		31,003.	25,798.		3,617.
25 Contributions, gifts, grants paid		173,212.			173,212.
26 Total expenses and disbursements. Add lines 24 and 25		204,215.	25,798.		176,829.
27 Subtract line 26 from line 12		<16,741.>			
a Excess of revenue over expenses and disbursements			161,676.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 2

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		248.	248.
	2	Savings and temporary cash investments	119,390.	189,683.	189,683.
	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	100,008.		
	b	Investments - corporate stock Stmt 5	2,280,459.	2,242,056.	2,331,395.
	c	Investments - corporate bonds Stmt 6	251,263.	302,612.	321,394.
11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ Statement 7)	1,598.	1,378.	1,378.	
16	Total assets (to be completed by all filers)	2,752,718.	2,735,977.	2,844,098.	
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 ▶ <input type="checkbox"/>			
		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 ▶ <input checked="" type="checkbox"/>			
		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	2,752,718.	2,735,977.	
30	Total net assets or fund balances	2,752,718.	2,735,977.		
31	Total liabilities and net assets/fund balances	2,752,718.	2,735,977.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,752,718.
2 Enter amount from Part I, line 27a	2	<16,741.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,735,977.
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	2,735,977.

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 3

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	1,653,058.	1,535,641.	117,417.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			117,417.

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	117,417.
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	158,593.	2,688,484.	.058990
2010	69,457.	2,202,193.	.031540
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.090530
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	.045265
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,827,670.
5 Multiply line 4 by line 3	5	127,994.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,617.
7 Add lines 5 and 6	7	129,611.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	176,829.

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 4

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,617.
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	1,617.
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	1,617.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,040.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,040.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	577.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2012)

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>UNITED BANK INC.</u> Telephone no ► <u>304-424-8643</u> Located at ► <u>514 MARKET STREET, PARKERSBURG, WV</u> ZIP+4 ► <u>26101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

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
UNITED BANK INC. 514 MARKET STREET PARKERSBURG, WV 26101	TRUSTEE 5.00	28,665.	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

Form 990-PF (2012)

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 8

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	2,755,578.
b	Average of monthly cash balances	1b	115,153.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,870,731.
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	2,870,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,827,670.
6	Minimum investment return. Enter 5% of line 5	6	141,384.

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	141,384.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,617.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,617.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	139,767.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	139,767.
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	139,767.

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	176,829.
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	176,829.
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	1,617.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,212.

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.

Form 990-PF (2012)

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 9

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				139,767.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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	19,656.			
f Total of lines 3a through e	19,656.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 176,829.				
a Applied to 2011, but not more than line 2a			0.	
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				139,767.
e Remaining amount distributed out of corpus	37,062.			
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	56,718.			
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	56,718.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	19,656.			
e Excess from 2012	37,062.			

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

11

4942(j)(3)

11

4942(j)(5)

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

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

THE HARRY WHALEY CHARITABLE TRUST

Form 990-PF (2012)

UNITED BANK, INC. TRUSTEE

27-6573729

Page 11

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				
CHRIST EVANGELICAL LUTHERAN CHURCH 46TH ST & GRAND CENTRAL AVE VIENNA, WV 26105	NONE	PUBLIC CHARITY	CHARITABLE	71,883.
HUMANE SOCIETY OF PARKERSBURG 29TH & POPLAR STREETS PARKERSBURG, WV 26101	NONE	PUBLIC CHARITY	CHARITABLE	10,393.
PLEASANT VALLEY CHURCH ROCK RUN ROAD ST MARYS, WV 26170	NONE	PUBLIC CHARITY	CHARITABLE	19,053.
WAYSIDE UNITED METHODIST CHURCH 3001 GRAND CENTRAL AVE VIENNA, WV 26105	NONE	PUBLIC CHARITY	CHARITABLE	71,883.
Total			3a	173,212.
b Approved for future payment				
None				
Total			3b	0.

10500509 794506 UBIWHALEYCHA 2012.03020 THE HARRY WHALEY CHARITABLE UBIWHA21

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	NATIXIS VAUGHAN	P		04/12/12
b	NATIXIS VAUGHAN	P		12/26/12
c	RIVERPARK/WEDGEWOOD	P		12/17/12
d	ROYCE MICRO	P		12/10/12
e	TOUCHSTONE SMALL	P		12/07/12
f	ALTRIA GROUP	P	02/10/12	10/09/12
g	KLA TENCOR	P	11/18/11	08/17/12
h	NATIONAL FUEL	P	04/20/12	08/17/12
i	PPG IND	P	02/10/12	05/17/12
j	DOUBLELINE TOTAL	P	02/22/12	08/24/12
k	ACADIAN EMERGING	P	08/24/11	02/23/12
l	CAMBIAR OPPORT	P	08/24/11	08/24/12
m	BARON GROWTH	P	06/15/11	02/23/12
n	BARON GROWTH	P	08/24/11	02/23/12
o	RIVERPARK/WEDGEWOOD	P	08/24/11	08/24/12

(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 181.			181.
b 391.			391.
c 422.			422.
d 84.			84.
e 2.			2.
f 3,331.		2,853.	478.
g 2,361.		2,003.	358.
h 3,308.		2,977.	331.
i 2,789.		2,457.	332.
j 45,420.		44,821.	599.
k 5,877.		5,555.	322.
l 12,005.		11,358.	647.
m 5,221.		5,107.	114.
n 3,909.		3,514.	395.
o 26,291.		20,520.	5,771.

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			181.
b			391.
c			422.
d			84.
e			2.
f			478.
g			358.
h			331.
i			332.
j			599.
k			322.
l			647.
m			114.
n			395.
o			5,771.

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	

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 ROYCE TOTAL		P	06/15/11	02/23/12
b ROYCE TOTAL		P	08/24/11	02/23/12
c TOUCHSTONE SMALL		P	02/22/12	08/24/12
d VANGUARD DIVIDEND		P	06/26/12	08/24/12
e FFCB 2.05		P	09/28/11	09/26/12
f DEERE&CO		P	02/10/12	09/12/12
g KINDER MORGAN		P	02/10/12	04/25/12
h ACADIAN EMERGING		P	06/15/11	02/23/12
i CAMBIAR OPPORT		P	02/22/12	12/21/12
j MANNING AND NAPIER		P	08/24/11	06/25/12
k MANNING AND NAPIER		P	02/22/12	06/25/12
l ROYCE MICRO		P	02/22/12	12/24/12
m HARDING LOEVNER		P		12/21/12
n NATIXIS VAUGHAN		P		04/12/12
o NATIXIS VAUGHAN		P		12/26/12

(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 8,401.		8,107.	294.
b 5,374.		4,776.	598.
c 42,159.		41,316.	843.
d 95,794.		91,752.	4,042.
e 100,000.		100,007.	<7.>
f 1,322.		1,476.	<154.>
g 2,696.		2,795.	<99.>
h 2,169.		2,307.	<138.>
i 56,958.		57,113.	<155.>
j 12,393.		14,282.	<1,889.>
k 4,885.		5,521.	<636.>
l 1,889.		2,131.	<242.>
m 6,519.			6,519.
n 1,312.			1,312.
o 3,628.			3,628.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			294.
b			598.
c			843.
d			4,042.
e			<7.>
f			<154.>
g			<99.>
h			<138.>
i			<155.>
j			<1,889.>
k			<636.>
l			<242.>
m			6,519.
n			1,312.
o			3,628.

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	

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	ROYCE MICRO	P		12/10/12
b	TOUCHSTONE SMALL	P		12/07/12
c	TOUCHSTONE SMALL	P		12/31/12
d	AT&T	P	05/12/10	08/17/12
e	ABBOTT LABS	P	05/12/10	08/17/12
f	ALTRIA GROUP	P	05/12/10	08/17/12
g	ALTRIA GROUP	P	05/12/10	10/09/12
h	CHEVRON	P	05/12/10	08/17/12
i	DEERE&CO	P	05/12/10	09/12/12
j	EXXON	P	05/12/10	08/17/12
k	HONEYWELL	P	05/12/10	08/17/12
l	ITC HOLDINGS	P	02/18/11	08/17/12
m	KINDER MORGAN	P	05/12/10	04/25/12
n	MICROSOFT	P	03/28/11	08/17/12
o	PPG IND	P	05/12/10	05/17/12

(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 2,551.			2,551.
b 713.			713.
c 2.			2.
d 5,813.		4,015.	1,798.
e 4,816.		3,603.	1,213.
f 5,211.		3,209.	2,002.
g 10,536.		6,722.	3,814.
h 2,826.		2,012.	814.
i 12,758.		9,936.	2,822.
j 2,379.		1,760.	619.
k 1,515.		1,209.	306.
l 1,077.		1,022.	55.
m 12,804.		9,958.	2,846.
n 1,686.		1,431.	255.
o 15,290.		9,886.	5,404.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,551.
b			713.
c			2.
d			1,798.
e			1,213.
f			2,002.
g			3,814.
h			814.
i			2,822.
j			619.
k			306.
l			55.
m			2,846.
n			255.
o			5,404.

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

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	UNITED PARCEL	P	01/06/11	08/17/12
b	FEDERATED STRATEGIC	P	02/16/11	08/24/12
c	JPMCHASE	P	05/06/10	02/23/12
d	JPMCHASE	P	05/06/10	08/24/12
e	ACADIAN EMERGING	P	05/06/10	02/23/12
f	CAMBIAR OPPORT	P	08/24/11	12/21/12
g	BARON GROWTH	P	05/06/10	02/23/12
h	BARON GROWTH	P	02/16/11	02/23/12
i	HARBOR INTERNATIONAL	P	05/06/10	02/23/12
j	HARBOR INTERNATIONAL	P	05/06/10	08/24/12
k	HARDING LOEVNER	P	05/06/10	02/23/12
l	HARDING LOEVNER	P	05/06/10	08/24/12
m	HARDING LOEVNER	P	05/06/10	08/24/12
n	ROYCE MICRO	P	05/06/10	08/24/12
o	ROYCE MICRO	P	05/06/10	11/06/12

(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 1,666.		1,593.	73.
b 114,967.		112,139.	2,828.
c 133,564.		128,930.	4,634.
d 67,208.		64,318.	2,890.
e 36,673.		31,186.	5,487.
f 79,784.		72,396.	7,388.
g 48,091.		38,403.	9,688.
h 846.		842.	4.
i 4,048.		3,344.	704.
j 35,271.		30,170.	5,101.
k 3,163.		2,735.	428.
l 55,251.		48,696.	6,555.
m 60,321.		50,456.	9,865.
n 24,617.		23,752.	865.
o 46,709.		44,056.	2,653.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			73.
b			2,828.
c			4,634.
d			2,890.
e			5,487.
f			7,388.
g			9,688.
h			4.
i			704.
j			5,101.
k			428.
l			6,555.
m			9,865.
n			865.
o			2,653.

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 }

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

2

3

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	ROYCE MICRO	P	05/06/10	12/24/12
b	ROYCE TOTAL	P	05/06/10	02/23/12
c	VANGUARD DIVIDEND	P	08/25/10	02/13/12
d	VANGUARD DIVIDEND	P	08/25/10	02/23/12
e	VANGUARD DIVIDEND	P	02/16/11	02/23/12
f	VANGUARD DIVIDEND	P	06/15/11	08/24/12
g	COCA COLA	P	05/12/10	08/17/12
h	ACADIAN EMERGING	P	02/16/11	02/23/12
i	MANNING AND NAPIER	P	05/06/10	06/25/12
j	MANNING AND NAPIER	P	02/16/11	06/25/12
k	MANNING AND NAPIER	P	06/15/11	06/25/12
l	NATIXIS VAUGHAN	P	05/06/10	08/24/12
m	ROYCE MICRO	P	02/16/11	12/24/12
n	ROYCE MICRO	P	06/15/11	12/24/12
o	ROYCE MICRO	P	08/24/11	12/24/12

(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 7,261.		7,072.	189.
b 64,696.		53,949.	10,747.
c 57,333.		45,027.	12,306.
d 31,214.		24,362.	6,852.
e 80,545.		75,186.	5,359.
f 8,773.		7,923.	850.
g 4,210.		5,752.	<1,542.>
h 7,688.		8,086.	<398.>
i 60,277.		68,658.	<8,381.>
j 9,314.		12,593.	<3,279.>
k 4,883.		6,407.	<1,524.>
l 30,671.		37,638.	<6,967.>
m 15,369.		18,944.	<3,575.>
n 13,319.		15,607.	<2,288.>
o 7,391.		7,910.	<519.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			189.
b			10,747.
c			12,306.
d			6,852.
e			5,359.
f			850.
g			<1,542.>
h			<398.>
i			<8,381.>
j			<3,279.>
k			<1,524.>
l			<6,967.>
m			<3,575.>
n			<2,288.>
o			<519.>

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

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 STEELPATH		P		12/31/12
b				
c				
d				
e				
f				
g				
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 867.			867.
b			
c			
d			
e			
f			
g			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			867.
b			
c			
d			
e			
f			
g			
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	117,417.
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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
UNITED LIQUID ASSET FUND	104.
Total to Form 990-PF, Part I, line 3, Column A	104.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ABBOTT LABORATORIES	500.	0.	500.
ABBOTT LABORATORIES	2,063.	0.	2,063.
ACCRETION	308.	0.	308.
ACCRETION	12.	0.	12.
ALTRIA GROUP INC.	823.	0.	823.
AMORTIZATION	<1.>	0.	<1.>
AMORTIZATION	<563.>	0.	<563.>
AT&T INC.	807.	0.	807.
CHEVRON CORPORATION	482.	0.	482.
CISCO SYSTEMS INC. CORP BOND	202.	0.	202.
CISCO SYSTEMS INC. CORP BOND	1,575.	0.	1,575.
COCA COLA CO	423.	0.	423.
DEERE & CO	234.	0.	234.
DEERE & CO	1,500.	0.	1,500.
DIAMOND HILL	194.	0.	194.
DOUBLELINE TOTAL	7,118.	0.	7,118.
DRIEHAUS FUNDS	525.	0.	525.
EXXON MOBIL CORP	378.	0.	378.
FEDERATED STRATEGIC INCOME FUND	18,284.	0.	18,284.
FFCB	1,875.	0.	1,875.
FFCB	2,050.	0.	2,050.
GENERAL ELECTRIC BOND 4.5%	2,250.	0.	2,250.
HARBOR INTERNATIONAL FUND	1,263.	0.	1,263.
HARBOR INTERNATIONAL FUND	34.	0.	34.
HARBOR INTERNATIONAL FUND	116.	0.	116.
HARDING LOEVNER EMERGING MARKET	614.	0.	614.
HARDING LOEVNER EMERGING MARKET	127.	0.	127.
HARDING LOEVNER GLOBAL EQUITY	455.	0.	455.
HONEYWELL INTL INC.	388.	0.	388.
ING	329.	0.	329.
ITC HOLDINGS CORP	298.	0.	298.
JPM CHASE MORTGAGE BACKED SEC FUND	7,853.	0.	7,853.
JPM CHASE MORTGAGE BACKED SEC FUND	1,300.	0.	1,300.
KINDER MORGAN ENERGY PARTNERS	176.	0.	176.

KLA	450.	0.	450.
LOWES COMPANIES INC.	1,063.	0.	1,063.
MCDONALDS	462.	0.	462.
MICROSOFT CORP	421.	0.	421.
NATIONAL FUEL	324.	0.	324.
NATIXIS VAUGHAN NELSON SMALL CAP			
VALUE FUND	779.	0.	779.
PIMCO ALL ASSET	42.	0.	42.
PIMCO ALL ASSET	4,940.	0.	4,940.
PIMCO ALL ASSET	845.	0.	845.
PPG INDUSTRIES INC.	203.	0.	203.
PROCTOR & GAMBLE CO BOND 1.8%	900.	0.	900.
PRUDENTIAL JENNISON	55.	0.	55.
T ROWE PRICE HIGH YIELD FUND	487.	0.	487.
TOUCHSTONE SMALL	1,363.	0.	1,363.
UNITED PARCEL SERVICE INC.	449.	0.	449.
VANGUARD 500	957.	0.	957.
VANGUARD DIVIDEND GROWTH FUND	2,221.	0.	2,221.
Total to Fm 990-PF, Part I, ln 4	69,953.	0.	69,953.

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	750.	0.		750.
To Form 990-PF, Pg 1, ln 16b	750.	0.		750.

Form 990-PF	Taxes	Statement	4
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	1,588.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,588.	0.		0.

Form 990-PF	Corporate Stock	Statement	5
Description	Book Value	Fair Market Value	
AT&T INC.	10,332.	12,742.	
ABBOTT LABORATORIES	11,089.	14,083.	
CHEVRON CORPORATION	10,724.	13,518.	
COCA COLA CO	7,520.	13,086.	
EXXON MOBIL CORP	11,148.	13,935.	
HARBOR INTERNATIONAL FUND	60,348.	69,908.	
HARDING LOEVNER EMERGING MARKET	92,581.	100,375.	
HARDING LOEVNER GLOBAL EQUITY	91,993.	100,573.	
HONEYWELL INTL INC.	11,877.	15,296.	
JPMCHASE MORTGAGE BACKED SECURITIES FUND	153,503.	157,742.	
NATIXIS VAUGHAN NELSON SMALL CAP VALUE FUND	91,710.	77,517.	
VANGUARD DIVIDEND GROWTH FUND	44,765.	49,680.	
CISCO SYSTEMS INC.	14,061.	14,187.	
FEDERATED STRATEGIC INCOME FUND	254,930.	265,138.	
FFCB 1.5%	124,044.	129,014.	
ITC HOLDINGS CORP	13,740.	15,151.	
JPMORGAN CHASE & CO BOND	49,955.	51,979.	
KLA TENCOR CORP	12,511.	12,752.	
MCDONALDS CORP	15,676.	14,202.	
MICROSOFT CORP.	12,805.	12,473.	
RIVERPARK/WEDGEWOOD LARGE CAP FOCUSED GROWTH FUND	111,271.	134,775.	
UNITED PARCEL SERVICE INC.	13,742.	13,714.	
T ROWE PRICE GROUP	14,390.	15,693.	
APPLE INC	13,727.	13,304.	
NATIONAL FUEL GAS CO	12,550.	13,889.	
VANGUARD 500 INDEX FUND	135,550.	133,013.	
PRUDENTIAL JENNISON MID CAP	45,321.	45,702.	
TOUCHSTONE SMALL CAP CORE FUND	89,023.	95,529.	
DIAMOND HILL LONG SHORT FUND	53,976.	55,488.	
ING GLOBAL REAL ESTATE	53,653.	56,076.	
ALTEGRIS MANAGED FUTURES STRATEGY CLASS I	53,976.	51,727.	
ALTEGRIS MACRO STRATEGY CLASS I	53,976.	49,802.	
STEELPATH ALPHA MLO CLASS I	53,653.	53,351.	
TFS MARKET NEUTRAL FUND	53,976.	55,069.	
DOUBLELINE TOTAL RETURN BOND FUND	103,739.	104,756.	
DRIESHAS FUNDS ACTIVE INCOME FUND	81,096.	83,042.	
HATTERA ALPHA HEDGED SECURITIES FUND	54,064.	54,216.	
PIMCO ALL ASSET FUND	135,160.	136,352.	
PHILIP MORRIS INTL	13,901.	12,546.	
Total to Form 990-PF, Part II, line 10b	2,242,056.	2,331,395.	

Form 990-PF	Corporate Bonds	Statement	6
Description	Book Value	Fair Market Value	
ABBOTT LABORATORIES CORP BOND	50,395.	57,847.	
JOHN DEERE CAPITAL CORP BOND	50,001.	51,982.	
GENERAL ELECTRIC BOND	50,005.	53,701.	
LOWES COMPANIES INC. BOND	50,305.	51,868.	
PROCTOR & GAMBLE COMPANY BOND	50,324.	51,687.	
CISCO SYSTEMS INC. COPR BOND	51,582.	54,309.	
Total to Form 990-PF, Part II, line 10c	302,612.	321,394.	

Form 990-PF	Other Assets	Statement	7
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
INCOME POSTED AFTER PERIOD END	1,598.	1,378.	1,378.
To Form 990-PF, Part II, line 15	1,598.	1,378.	1,378.