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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BOWSHER, THE BOOHER FOUNDATION		A Employer identification number 31-0979401
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,736,401	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	39,509	38,697		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	22,234			
b Gross sales price for all assets on line 6a 410,568				
7 Capital gain net income (from Part IV, line 2)		22,234		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	61,743	60,931	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	18,168	13,626		4,542
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,166			1,166
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,379	878		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	11	11		
24 Total operating and administrative expenses. Add lines 13 through 23	21,724	14,515	0	5,708
25 Contributions, gifts, grants paid	65,880			65,880
26 Total expenses and disbursements. Add lines 24 and 25	87,604	14,515	0	71,588
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-25,861			
b Net investment income (if negative, enter -0-)		46,416		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	767	876	876
	2 Savings and temporary cash investments	38,469	45,572	45,572
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,612,189	1,573,737	1,689,951
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,651,425	1,620,181	1,736,401
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,651,425	1,620,181	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,651,425	1,620,181	
	31 Total liabilities and net assets/fund balances (see instructions)	1,651,425	1,620,181	

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	1,651,425
2 Enter amount from Part I, line 27a	2	-25,861
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,884
4 Add lines 1, 2, and 3	4	1,627,448
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,267
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,620,181

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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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	22,234
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	64,720	1,693,707	0.038212
2010	75,567	1,613,981	0.046820
2009	78,160	1,553,092	0.050325
2008	104,386	1,585,405	0.065842
2007	101,877	2,153,502	0.047308

2 Total of line 1, column (d)	2	0.248507
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049701
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,669,445
5 Multiply line 4 by line 3	5	82,973
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	464
7 Add lines 5 and 6	7	83,437
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	71,588

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax **105** Refunded **0**

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation **\$** (2) On foundation managers **\$**

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers **\$**

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) **IN**

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b** N/A**6b** X**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phil	Trustee 4 00	18,168		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,651,950
b	Average of monthly cash balances	1b	42,918
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,694,868
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,694,868
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,423
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,669,445
6	Minimum investment return. Enter 5% of line 5	6	83,472

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	83,472
2a	Tax on investment income for 2012 from Part VI, line 5	2a	928
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	928
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,544
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,544
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,544

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1	
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	71,588
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,588
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,588

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				82,544
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			61,717	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 71,588				
a Applied to 2011, but not more than line 2a			61,717	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				9,871
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				72,673
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

[illegible]

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1 Information Regarding Foundation Managers:

NONE

NONE

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

WELLS FARGO BANK, N A 636 WISCONSIN AVENUE SHEBOYGAN , WI 53081

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

☐ **SUBMIT IN WRITING THE NATURE OF THE COST, INTENT TO PAY & HOW GRANT FITS OVERALL** ☐

c Any submission deadlines

APRIL 1ST FOR GRANTS PAID IN MAY. OCTOBER 1ST FOR GRANTS PAID IN NOVEMBER

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

GRANTS ARE LIMITED AND FOR THE BENEFIT OF THE GEOGRAPHICAL AREA OF SOUTH BEND AND ST JOSEPH COUNTY

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	65,880
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	39,509	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,234	
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		61,743	0
13 Total. Add line 12, columns (b), (d), and (e)				13	61,743

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

[illegible]

BOWSHER, THE BOOHER FOUNDATION

31-0979401 Page 1 of 2

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

Recipient(s) paid during the year

Name

CENTER FOR THE HOMELESS

Street

813 S MICHIGAN STREET

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

GOOD SHEPHERD MONTESSORI SCHOOL

Street

1101 E JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46617

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

BIG BROTHERS BIG SISTERS OF ST JOSEPH COUNTY

Street

218 W WASHINGTON ST SUITE 710

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

HANNAH'S HOUSE INC

Street

320 WEST 4TH STREET, PO BOX 1413

City

MISHAWAKA

State

IN

Zip Code

46545

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

LA CASA DE AMISTAD, INC.

Street

746 SOUTH MEADE STREET

City

SOUTH BEND

State

IN

Zip Code

46619-3235

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

LOGAN COMMUNITY RESOURCES, INC

Street

2505 E JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46615

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,380

BOWSHER, THE BOOHER FOUNDATION

31-0979401 Page 2 of 2

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

Recipient(s) paid during the year

Name

THE SALVATION ARMY

Street

303 CHOPIN STREET

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country

Relationship

NONE

Foundation Status

501 (C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Purchaser		Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
		Short Term CG Distributions		3,803	0										Depreciation	Adjustments	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
X	AFLAC INC	001055102							3/8/2005		4/4/2012	674	595			0	79
X	ABBOTT LABS	002824100							4/17/2012		6/7/2012	920	907			0	13
X	ABBOTT LABS	002824100							2/10/2010		7/5/2012	675	563			0	92
X	ABBOTT LABS	002824100							2/10/2010		7/5/2012	4,212	3,447			0	765
X	ABBOTT LABS	002824100							2/10/2010		11/7/2012	4,783	3,924			0	859
X	AFFILIATED MANAGERS GRO	008252108							11/15/2010		12/4/2012	3,041	2,671			0	370
X	AFFILIATED MANAGERS GRO	008252108							11/15/2010		4/4/2012	1,699	1,335			0	364
X	AFFILIATED MANAGERS GRO	008252108							4/17/2012		9/17/2012	1,265	1,106			0	159
X	AFFILIATED MANAGERS GRO	008252108							11/15/2010		9/17/2012	632	445			0	187
X	ANHEUSER-BUSCH INBEV SP	03524A108							12/1/2011		4/4/2012	2,134	1,795			0	339
X	ANHEUSER-BUSCH INBEV SP	03524A108							12/1/2011		7/5/2012	1,334	1,017			0	317
X	ANHEUSER-BUSCH INBEV SP	03524A108							9/6/2011		11/15/2012	2,474	1,588			0	886
X	APACHE CORP	037411105							2/7/2012		4/4/2012	1,043	975			0	-68
X	APPLE INC	037833100							2/10/2010		4/4/2012	6,223	1,950			0	4,273
X	APPLE INC	037833100							2/10/2010		4/11/2012	3,125	975			0	2,150
X	APPLE INC	037833100							2/10/2010		9/17/2012	3,486	975			0	2,511
X	ARTISAN INTERNATIONAL FU	04314H204							10/3/2007		4/16/2012	4,522	6,804			0	-2,282
X	ARTISAN INTERNATIONAL FU	04314H204							10/3/2007		9/25/2012	16,481	23,560			0	-7,079
X	BAKER HUGHES INC COM	057224107							2/10/2010		2/7/2012	7,666	6,786			0	880
X	BEAR STEARNS CO INC 5 35	073902PP7							3/19/2007		2/1/2012	50,000	50,122			0	-122
X	BERKSHIRE HATHAWAY INC	084670702							11/32/2009		4/4/2012	1,623	1,287			0	336
X	BERKSHIRE HATHAWAY INC	084670702							8/12/2011		9/17/2012	684	715			0	169
X	BOEING CO	097023105							3/17/2011		4/4/2012	2,580	2,384			0	196
X	CVS/CAREMARK CORPORATI	126650100							2/10/2010		3/12/2012	3,585	2,561			0	1,024
X	CVS/CAREMARK CORPORATI	126650100							2/10/2010		4/4/2012	1,332	972			0	360
X	CAPITAL ONE FINANCIAL CO	14040H105							2/10/2010		4/4/2012	1,659	1,057			0	602
X	CAPITAL ONE FINANCIAL CO	14040H105							2/10/2010		9/17/2012	881	529			0	352
X	CELANESE CORP	150870103							6/15/2011		4/4/2012	1,353	1,465			0	-112
X	CHEVRON CORP	166764100							2/24/2011		4/4/2012	2,115	2,049			0	66
X	CHEVRON CORP	166764100							2/24/2011		9/17/2012	1,171	1,025			0	146
X	COMCAST CORP CLASS A	20030N101							12/6/2004		4/4/2012	2,197	1,479			0	718
X	COMCAST CORP CLASS A	20030N101							12/6/2004		9/16/2012	682	395			0	287
X	COMCAST CORP CLASS A	20030N101							12/6/2004		9/17/2012	875	493			0	382
X	CONOCOPHILLIPS	20825C104							2/10/2010		4/4/2012	1,147	721			0	426
X	CONOCOPHILLIPS	20825C104							2/10/2010		4/17/2012	4,758	3,075			0	1,683
X	CREDIT SUISSE COMM RT ST	22544R305							11/17/2010		9/25/2012	2,039	2,135			0	-96
X	DIAGEO PLC - ADR	25243Q205							2/10/2010		4/4/2012	1,931	1,278			0	653
X	DIAGEO PLC - ADR	25243Q205							4/17/2012		9/17/2012	1,088	998			0	90
X	DIAGEO PLC - ADR	25243Q205							2/10/2010		11/15/2012	1,141	639			0	502
X	DIAMOND HILL LONG-SHORT	25264S833							11/17/2010		4/16/2012	1,714	1,534			0	180
X	WALT DISNEY CO	254687106							2/24/2011		4/4/2012	429	425			0	4
X	WALT DISNEY CO	254687106							2/24/2011		8/16/2012	754	637			0	117
X	DODGE & COX INTL STOCK F	256206103							6/6/2011		9/25/2012	8,217	9,099			0	-881
X	DODGE & COX INTL STOCK F	256206103							11/17/2010		9/25/2012	8,690	9,139			0	-449
X	E M C CORP MASS	268648102							11/15/2010		4/4/2012	1,020	757			0	263
X	JP MORGAN MID CAP VALUE	339128100							11/17/2010		9/25/2012	3,541	2,823			0	718
X	JP MORGAN MID CAP VALUE	339128100							10/12/2011		9/25/2012	620	504			0	116
X	GILEAD SCIENCES INC	375558103							12/8/2011		4/4/2012	1,177	974			0	203
X	GILEAD SCIENCES INC	375558103							12/8/2011		9/25/2012	1,351	779			0	572
X	GOLDMAN SACHS GRTH OPP	38142Y401							11/17/2010		4/16/2012	46,981	42,746			0	4,235
X	JP MORGAN MID CAP VALUE	339128100							10/12/2011		4/16/2012	8,401	7,296			0	1,105
X	GOLDMAN SACHS GRTH OPP	38142Y401							10/12/2011		4/16/2012	9,951	8,800			0	1,151
X	HEWLETT PACKARD CO	428236103							2/10/2010		4/4/2012	1,162	2,399			0	-1,237
X	HEWLETT PACKARD CO	428236103							2/10/2010		8/31/2012	2,529	7,197			0	-4,668
X	HUSMAN STRATEGIC GROW	448108100							10/3/2007		9/25/2012	9,898	14,743			0	-4,845
X	HUSMAN STRATEGIC GROW	448108100							6/14/2006		9/25/2012	9,533	14,094			0	-4,561
X	INTEL CORP	458140100							8/5/2002		4/4/2012	2,087	1,236			0	851
X	JP MORGAN CHASE & CO	46625H100							2/10/2010		4/4/2012	2,439	2,126			0	313
X	JP MORGAN CHASE & CO	46625H100							2/10/2010		9/17/2012	1,025	966			0	59
X	JOHNSON CONTROLS INC	478366107							3/17/2011		4/4/2012	1,272	1,614			0	1
X	JOHNSON CONTROLS INC	478366107							3/17/2011		9/17/2012	859	1,211			0	-352
X	KEELEY SMALL CAP VAL FDC	487300808							11/17/2010		4/16/2012	2,604	2,318			0	286
X	KEELEY SMALL CAP VAL FDC	487300808							11/17/2010		9/25/2012	5,245	4,320			0	925
X	LAUDUS MONDRIAN INTL FLH	51855Q655							11/17/2010		9/25/2012	9,741	9,453			0	268
X	LAUDUS MONDRIAN INTL FLH	51855Q655							12/3/2010		9/25/2012	6,430	6,197			0	233
X	MICROSOFT CORP	594918104							2/10/2010		4/4/2012	2,809	2,532			0	277
X	NESTLE S A REGISTERED SH	641069405							2/10/2010		4/4/2012	2,156	1,606			0	550
X	NOVARTIS AG - ADR	66987V109							2/10/2010		4/4/2012	1,376	1,329			0	47

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

Long Term CG Distributions										Amount		Totals										Net Gain or Loss			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Capital Gains/Losses		Net Gain or Loss								
															Other sales	22,234									
Short Term CG Distributions										3,803	0											410,568	388,334	0	22,234
69	X	ORACLE CORPORATION			11/15/2010		4/4/2012	1,740	1,718					0	22		0								
70	X	PIMCO TOTAL RET FDNST			2/1/2012		4/16/2012	1,185	1,179					0	6		0								
71	X	PIMCO FOREIGN BD FD USD			4/18/2012		9/25/2012	2,139	2,052					0	87		0								
72	X	PIMCO FOREIGN BD FD USD			10/12/2011		9/25/2012	14,019	13,197					0	822		0								
73	X	T ROWE PRICE SHORT TERM			1/14/2011		9/25/2012	1,750	1,750					0	0		0								
74	X	T ROWE PRICE SHORT TERM			4/18/2012		9/25/2012	29,126	29,066					0	60		0								
75	X	SPDR DJ WILSHIRE INTERNA			6/2/2011		9/25/2012	5,194	5,347					0	-153		0								
76	X	SCHLUMBERGER LTD			2/7/2012		4/4/2012	1,377	1,591					0	-214		0								
77	X	SCHLUMBERGER LTD			2/7/2012		9/17/2012	1,155	1,193					0	-38		0								
78	X	TCW SMALL CAP GROWTH F			11/17/2010		9/25/2012	2,401	2,193					0	208		0								
79	X	TJX COS INC NEW			10/10/2011		4/4/2012	1,966	1,440					0	526		0								
80	X	TJX COS INC NEW			10/10/2011		4/11/2012	2,136	1,555					0	581		0								
81	X	TJX COS INC NEW			10/10/2011		9/17/2012	919	576					0	343		0								
82	X	TARGET CORP			2/10/2010		9/17/2012	965	733					0	232		0								
83	X	TEVA PHARMACEUTICAL IND			2/10/2010		4/4/2012	224	283					0	-59		0								
84	X	THERMO FISHER SCIENTIF			4/17/2012		9/17/2012	903	814					0	89		0								
85	X	3M CO			12/17/2010		9/17/2012	937	861					0	76		0								
86	X	TOTAL S A - ADR			7/5/2012		9/17/2012	812	677					0	135		0								
87	X	US BANCORP DEL NEW			2/7/2011		4/4/2012	2,193	1,958					0	235		0								
88	X	US BANCORP DEL NEW			2/7/2011		9/17/2012	855	699					0	156		0								
89	X	UNION PACIFIC CORP			2/24/2011		4/4/2012	1,087	942					0	145		0								
90	X	UNION PACIFIC CORP			11/15/2010		4/4/2012	1,631	1,382					0	249		0								
91	X	UNION PACIFIC CORP			11/15/2010		9/17/2012	1,903	1,382					0	521		0								
92	X	UNITED PARCEL SERVICE CL			8/12/2011		4/4/2012	1,598	1,307					0	291		0								
93	X	UNITEDHEALTH GROUP INC			2/10/2010		4/4/2012	2,361	1,297					0	1,064		0								
94	X	UNITEDHEALTH GROUP INC			4/17/2012		9/17/2012	818	872					0	-54		0								
95	X	UNITEDHEALTH GROUP INC			2/10/2010		9/17/2012	273	162					0	111		0								
96	X	VANGUARD MSCI EMERGING			6/2/2011		4/16/2012	1,189	1,368					0	-179		0								
97	X	VANGUARD REIT VIPER			11/15/2010		4/16/2012	9,865	8,468					0	1,397		0								
98	X	VANGUARD REIT VIPER			11/15/2010		9/25/2012	2,702	2,167					0	515		0								
99	X	VODAFONE GROUP PLC NEW			2/10/2010		4/4/2012	826	650					0	176		0								
100	X	COOPER INDUSTRIES PLC NE			2/10/2010		4/4/2012	1,575	1,060					0	515		0								
101	X	COOPER INDUSTRIES PLC NE			2/10/2010		11/30/2012	5,556	2,968					0	2,588		0								
102	X	EATON CORP PLC			11/30/2012		12/17/2012	12	12					0	0		0								

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

		1,166	0	0	1,166
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,166			1,166

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

		2,379	878	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	878	878		
2	PY EXCISE TAXES PAID	468			
3	ESTIMATED EXCISE TAXES PAID	1,033			

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

		11	11	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	11	11		

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

		1,612,189		1,573,737		1,689,951	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0			
2	AFLAC INC		0	4,996	6,693		
3	AFFILIATED MANAGERS GROUP INC		0	5,596	8,199		
4	APACHE CORPORATION COM		0	3,018	4,632		
5	APPLE COMPUTER INC COM		0	4,485	12,240		
6	ARTISAN INTERNATIONAL FUND 661		0	104,818	103,216		
7	BOEING COMPANY		0	5,109	5,652		
8	CVS/CAREMARK CORPORATION		0	4,571	6,817		
9	CAPITAL ONE FINANCIAL CORP		0	3,348	5,503		
10	CISCO SYSTEMS INC		0	8,539	9,235		
11	DIAGEO PLC - ADR		0	3,324	6,062		
12	WALT DISNEY CO		0	7,311	8,813		
13	DODGE & COX INCOME FD COM 147		0	49,707	51,137		
14	E M C CORP MASS		0	4,803	5,617		
15	GILEAD SCIENCES INC		0	3,428	6,464		
16	INTEL CORP		0	4,202	5,258		
17	JOHNSON CONTROLS INC		0	6,930	5,735		
18	MERGER FD SH BEN INT 260		0	34,896	34,665		
19	MICROSOFT CORP		0	5,345	5,075		
20	NESTLE S A REGISTERED SHARES - ADR		0	4,863	6,908		
21	NOVARTIS AG - ADR		0	3,988	4,748		
22	ORACLE CORPORATION		0	5,728	6,664		
23	PIMCO TOTAL RET FD-INST 35		0	58,393	58,721		
24	PIMCO FOREIGN BD FD USD H-INST 103		0	14,803	15,068		
25	T ROWE PRICE SHORT TERM BD FD 55		0	10,225	10,225		
26	SCHLUMBERGER LTD		0	2,486	6,999		
27	TJX COS INC NEW		0	3,801	5,603		
28	TEVA PHARMACEUTICAL INDUSTRIES - A		0	7,145	5,302		
29	THERMO FISHER SCIENTIFIC INC		0	4,733	6,378		
30	TOTAL FINA ELF S A ADR		0	4,830	5,565		
31	UNION PACIFIC CORP		0	8,004	10,686		
32	MCKESSON CORP		0	5,688	5,818		
33	GOLDMAN SACHS GROUP INC		0	5,984	5,102		
34	WALT DISNEY COMPANY 4 500% 12/15/13		0	25,821	25,971		
35	UNITED PARCEL SERVICE-CL B		0	4,965	5,603		
36	TARGET CORP		0	5,860	7,100		
37	UNITEDHEALTH GROUP INC		0	4,086	6,834		
38	ARTISAN MID CAP FUND-INSTL 1333		0	60,501	57,548		
39	BHP BILLITON LIMITED		0	5,840	5,097		
40	JPMORGAN CHASE & CO		0	7,238	8,354		
41	U S TREAS INFL IND 1 250% 4/15/14		0	26,626	28,171		
42	US BANCORP DEL NEW		0	5,594	6,388		
43	TCW SMALL CAP GROWTH FUND-I 4724		0	48,862	49,699		
44	ANHEUSER-BUSCH INBEV SPN ADR		0	4,508	7,430		
45	LAUDUS MONDRIAN INTL FI-INST 2940		0	15,127	15,010		
46	DODGE & COX INT'L STOCK FD 1048		0	103,229	103,595		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,612,189	1,573,737	1,689,951
47	CHEVRON CORP		0	7,111	8,651
48	DREYFUS EMG MKT DEBT LOC C-I 6083		0	83,046	88,073
49	3M CO		0	6,028	6,500
50	JP MORGAN MID CAP VALUE-I 758		0	38,718	48,993
51	US TREASURY INFLATION BOND 1/15/20		0	25,999	31,701
52	BERSHIRE HATHAWAY INC		0	7,143	9,329
53	HUSSMAN STRATEGIC GROWTH FUND 60		0	53,071	43,351
54	COMCAST CORP CLASS A		0	4,143	7,846
55	GOOGLE INC		0	6,587	7,781
56	VANGUARD REIT VIPER		0	56,406	69,156
57	CELANESE CORP		0	4,789	4,943
58	VANGUARD EMERGING MARKETS ETF		0	72,586	76,102
59	MONSTER BEVERAGE CORP		0	2,671	3,170
60	OPPENHEIMER DEVELOPING MKT-Y 788		0	71,777	75,627
61	VODAFONE GROUP PLC NEW ADR		0	3,680	4,282
62	EATON CORP PLC		0	5,375	5,635
63	CME GROUP INC		0	6,722	6,334
64	SPDR DJ WILSHIRE INTERNATIONAL REA		0	65,271	73,190
65	DIAMOND HILL LONG-SHORT FD CL I 11		0	62,173	69,472
66	RIDGEWORTH SEIX HY BD-I 5855		0	89,893	95,911
67	GATEWAY FUND - Y 1986		0	43,714	43,016
68	CREDIT SUISSE COMM RT ST-CO 2156		0	89,540	82,495
69	KEELEY SMALL CAP VAL FD CL I 2251		0	44,340	56,793

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

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

1	COST BASIS ADJUSTMENT	1	863
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,021
3	Total	3	1,884

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	6,195
2	PY RETURN OF CAPITAL ADJUSTMENT	2	1,072
3	Total	3	7,267

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

Amount														
Long Term CG Distributions														
Short Term CG Distributions														

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

Long Term CG Distributions		3,803	Amount														
Short Term CG Distributions		0															
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	343	388,677	Gain or Loss	18,431	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	18,431
85	3M CO	88579Y101		12/17/2010	9/17/2012	937			0	677	76	135	0	0	0	76	135
86	TOTAL S.A. - ADR	89151E109		7/5/2012	9/17/2012	812			0	661	135	235	0	0	0	135	235
87	US BANCORP DEL NEW	902973304		2/7/2011	4/4/2012	2,193			0	1,558	235	156	0	0	0	156	156
88	US BANCORP DEL NEW	902973304		9/17/2012	9/17/2012	855			0	699	156	249	0	0	0	249	249
89	UNION PACIFIC CORP	907818108		2/24/2011	4/4/2012	1,087			0	942	145	249	0	0	0	145	249
90	UNION PACIFIC CORP	907818108		1/15/2010	4/4/2012	1,631			0	1,382	249	521	0	0	0	521	521
91	UNION PACIFIC CORP	907818108		1/15/2010	9/17/2012	1,903			0	1,382	521	291	0	0	0	291	291
92	UNITED PARCEL SERVICE-CL B	9131312106		8/12/2011	4/4/2012	1,598			0	1,307	291	1,064	0	0	0	1,064	1,064
93	UNITEDHEALTH GROUP INC	91324P102		2/10/2010	9/17/2012	2,361			0	1,297	1,064	54	0	0	0	54	54
94	UNITEDHEALTH GROUP INC	91324P102		4/17/2012	9/17/2012	818			0	872	54	111	0	0	0	111	111
95	UNITEDHEALTH GROUP INC	91324P102		2/10/2010	9/17/2012	273			0	162	111	179	0	0	0	179	179
96	VANGUARD MSCI EMERGING MARKETS	922042858		6/27/2011	4/16/2012	9,885			0	1,368	179	515	0	0	0	515	515
97	VANGUARD REIT VIFER	922908553		1/15/2010	4/16/2012	8,985			0	8,468	515	1,397	0	0	0	1,397	1,397
98	VANGUARD REIT VIFER	922908553		1/15/2010	9/25/2012	2,792			0	2,187	1,397	176	0	0	0	176	176
99	VODAFONE GROUP PLC NEW ADR	92857W209		2/10/2010	4/4/2012	1,575			0	650	176	515	0	0	0	515	515
100	COOPER INDUSTRIES PLC NEW IRELAND	924140108		2/10/2010	4/4/2012	1,060			0	1,060	515	2,588	0	0	0	2,588	2,588
101	COOPER INDUSTRIES PLC NEW IRELAND	924140108		1/13/2012	12/17/2012	5,595			0	2,968	2,588	0	0	0	0	0	0
102	EATON CORP PLC	929163103		1/13/2012	12/17/2012	12			0	12	0	0	0	0	0	0	0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	6/4/2012	258
4 Third quarter estimated tax payment	7/2/2012	258
5 Fourth quarter estimated tax payment	10/2/2012	258
6 Other payments	1/4/2013	259
7 Total		1,033

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	61,717
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	61,717