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: CHOUINARD CHARITABLE IRREV TUA

A Employer identification number: 32-6119759

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 101N Independnence Mall E MACY1372-06

Room/suite:

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,040,240

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,594	24,561		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	6,034			
	b Gross sales price for all assets on line 6a 213,364				
	7 Capital gain net income (from Part IV, line 2)		6,034		
	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	30,628	30,595	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,452	10,839		3,613
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,039			1,039
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,284	481		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	428	428		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,203	11,748	0	4,652
	25 Contributions, gifts, grants paid	45,000			45,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	62,203	11,748	0	49,652
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-31,575			
	b **Net investment income** (if negative, enter -0-)		18,847		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,037		
	2	Savings and temporary cash investments	33,268	10,739	10,739
	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)	988,257	979,010	1,029,501
	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)	1,022,562	989,749	1,040,240
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,022,562	989,749	
	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)	1,022,562	989,749	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,022,562	989,749	

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	1,022,562
2	Enter amount from Part I, line 27a	2	-31,575
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,795
4	Add lines 1, 2, and 3	4	992,782
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,033
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	989,749

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	6,034
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	6,096	981,419	0 006211
2010	3,297	179,136	0 018405
2009			0 000000
2008			0 000000
2007			0 000000

2	**Total** of line 1, column (d)	2	0 024616
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 012308
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,024,141
5	Multiply line 4 by line 3	5	12,605
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	188
7	Add lines 5 and 6	7	12,793
8	Enter qualifying distributions from Part XII, line 4	8	49,652

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

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

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	1	188
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	188
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	188
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 465		
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	465
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	277
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 188 **Refunded** ▶	11	89

Part VII-A Statements Regarding Activities

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

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

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933				
	Located at ▶ 101N Indepndence 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?		16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 Indepndence Mall E MACY1372-062 Phil	Trustee 4.00	14,452		
GERALD A CHOUNIARD 5480 E PRINCE PLACER RD HEREFORD, AZ	ADMIN COMMITTE 4 00			
PATRICIA CHOUNIARD 5480 E PRINCE PLACER RD HEREFORD, AZ	ADMIN COMMITTE 4 00			
CHARLES A IRWIN 2764 ORIOLE DR SIERRA VISTA, AZ 85635	ADMIN COMMITTE 4 00			

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

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

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

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	1,013,569
b	Average of monthly cash balances		1b	26,168
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,039,737
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	1,039,737
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	15,596
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,024,141
6	**Minimum investment return.** Enter 5% of line 5		6	51,207

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	51,207
2a	Tax on investment income for 2012 from Part VI, line 5	2a	188		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	188
3	Distributable amount before adjustments Subtract line 2c from line 1			3	51,019
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	51,019
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	51,019

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	49,652
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	49,652
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	188
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	49,464

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				51,019
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			44,288	
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 ▶ $ 49,652				
a	Applied to 2011, but not more than line 2a			44,288	
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				5,364
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				45,655
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				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	45,000
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

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Part XVI-A Analysis of Income-Producing Activities

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	24,594	
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	6,034	
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		30,628	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 30,628

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John N Schultz SVP Wells Fargo Bank N.A. | 3/19/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		3/19/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
CATHOLIC COMMUNITY SERVICES OF SOUTHERN ARIZONA, INC

Street
140 W SPEEDWAY BLVD

City	State	Zip Code	Foreign Country
TUCSON	AZ	85705	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
EQUESTRIAN ORDER HOLY SEPULCHRE OF JERUSALEM WESTERN LIEUTENANCY

Street
4901 MORENA BLVD., SUITE 106

City	State	Zip Code	Foreign Country
SAN DIEGO	CA	92117	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
GOOD NEIGHBORS ALLIANCE

Street
420 N 7TH STREET

City	State	Zip Code	Foreign Country
SIERRA VISTA	AZ	85635	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
HABITAT FOR HUMANITY OF SIERRA VISTA

Street
650 E WILCOX DR

City	State	Zip Code	Foreign Country
SIERRA VISTA	AZ	85635	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
NATIONAL COUNCIL OF THE U S. SOCIETY OF ST. VINCENT DEPAUL

Street
58 PROGRESS PARKWAY

City	State	Zip Code	Foreign Country
MARYLAND HEIGHTS	MO	63043	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
ST VINCENT DE PAUL STORE OF DOUGLAS

Street
543 N G AVE

City	State	Zip Code	Foreign Country
DOUGLAS	AZ	85607	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

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

	Amount
Long Term CG Distributions	1,571
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	213,364	207,330	6,034
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	WAL MART STORES INC	931142103			4/6/2011		4/11/2012	1,494	1,327					167
2	X	WAL MART STORES INC	931142103			1/5/2011		4/11/2012	2,092	1,923					169
3	X	MERGER FD SH BEN INT #260	589509108			10/13/2010		1/11/2012	6,500	6,659					-159
4	X	MEDCO HEALTH SOLUTIONS	58405U102			4/6/2011		2/29/2012	1,690	1,408					282
5	X	MEDCO HEALTH SOLUTIONS	58405U102			1/5/2011		2/29/2012	676	614					62
6	X	MEDCO HEALTH SOLUTIONS	58405U102			1/5/2011		1/11/2012	918	921					-3
7	X	MEADWESTVACO CORP	583334107			1/5/2011		1/11/2012	302	271					31
8	X	MCKESSON CORP	58155Q103			1/5/2011		7/5/2012	474	359					115
9	X	MCDONALDS CORP	580135101			2/3/2011		10/2/2012	2,277	1,856					421
10	X	MCDONALDS CORP	580135101			1/5/2011		7/5/2012	448	374					74
11	X	MCDONALDS CORP	580135101			1/5/2011		1/11/2012	497	374					123
12	X	MACERICH CO COM	554382101			1/5/2011		7/5/2012	1,502	1,188					314
13	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/3/2011		11/29/2012	5,000	4,979					21
14	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/3/2011		10/2/2012	1,314	1,283					31
15	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			10/13/2010		10/2/2012	4,886	4,947					-61
16	X	KRAFT FOODS INC	50075N104			1/5/2011		7/5/2012	979	790					189
17	X	JOHNSON & JOHNSON	478160104			1/5/2011		11/29/2012	347	317					30
18	X	IVY ASSET STRATEGY FUND	466001864			10/2/2012		11/29/2012	1,000	979					21
19	X	ISHARES CORE S&P SMALL-C	464287804			2/3/2011		11/29/2012	1,906	1,742					164
20	X	ISHARES MSCI EAFE	464287465			11/9/2010		11/29/2012	4,123	4,442					-319
21	X	HONEYWELL INTERNATIONAL	438516106			1/5/2011		10/2/2012	1,532	1,362					170
22	X	CONOCOPHILLIPS	20825C104			1/5/2011		10/2/2012	1,430	1,304					126
23	X	HONEYWELL INTERNATIONAL	438516106			4/6/2011		7/5/2012	281	295					-14
24	X	HOME DEPOT INC	437076102			1/5/2011		11/29/2012	646	346					300
25	X	HOME DEPOT INC	437076102			2/3/2011		4/11/2012	1,244	917					327
26	X	GENERAL ELECTRIC CO	369604103			2/3/2011		10/2/2012	570	514					56
27	X	GENERAL ELECTRIC CO	369604103			2/3/2011		7/5/2012	509	514					-5
28	X	GATEWAY FUND - Y #1986	367829884			1/5/2011		11/29/2012	1,000	962					38
29	X	GATEWAY FUND - Y #1986	367829884			1/5/2011		7/5/2012	5,929	5,732					197
30	X	GATEWAY FUND - Y #1986	367829884			7/20/2011		7/5/2012	4,071	4,000					71
31	X	FORD MOTOR COMPANY	345370860			7/20/2011		7/5/2012	859	1,189					-330
32	X	EXXON MOBIL CORPORATION	30231G102			4/6/2011		1/11/2012	846	852					-6
33	X	DIAMOND HILL LONG-SHORT	25264S833			4/11/2012		11/29/2012	1,000	971					29
34	X	DANAHER CORP	235851102			1/5/2011		11/29/2012	531	470					61
35	X	CONOCOPHILLIPS	20825C104			2/3/2011		10/2/2012	858	831					27
36	X	WAL MART STORES INC	931142103			1/5/2011		1/11/2012	297	275					22
37	X	VANGUARD MIDCAP VIPER	922908629			4/6/2011		11/29/2012	2,039	2,028					11
38	X	VANGUARD MIDCAP VIPER	922908629			4/6/2011		4/11/2012	1,974	2,028					-54
39	X	VANGUARD MSCI EMERGING	922042858			4/6/2011		11/29/2012	2,101	2,518					-417
40	X	UNUM GROUP	91529Y106			1/11/2012		7/5/2012	487	547					-60
41	X	UNUM GROUP	91529Y106			2/3/2011		7/5/2012	487	629					-142
42	X	UNUM GROUP	91529Y106			1/5/2011		7/5/2012	1,460	1,874					-414
43	X	3M CO	88579Y101			1/5/2011		1/11/2012	417	436					-19
44	X	TEXAS INSTRUMENTS INC	882508104			1/5/2011		10/2/2012	1,103	1,310					-207
45	X	TEXAS INSTRUMENTS INC	882508104			1/5/2011		7/5/2012	996	1,146					-150
46	X	SPDR DOW JONES REIT ETF	78464A607			11/9/2010		11/29/2012	354	314					40
47	X	SPDR DOW JONES REIT ETF	78464A607			10/2/2012		11/29/2012	709	718					-9
48	X	SPDR DOW JONES REIT ETF	78464A607			1/11/2012		11/29/2012	3,545	3,247					298
49	X	CENTURYLINK, INC	156700106			4/6/2011		4/11/2012	955	1,018					-63
50	X	CENTURYLINK, INC	156700106			1/5/2011		4/11/2012	1,337	1,631					-294
51	X	CELANESE CORP	150870103			10/6/2011		11/29/2012	197	178					19
52	X	CELANESE CORP	150870103			4/11/2012		11/29/2012	197	224					-27
53	X	CELANESE CORP	150870103			10/6/2011		1/11/2012	228	178					50
54	X	CARDINAL HEALTH INC COM	14149Y108			1/5/2011		10/2/2012	1,974	1,942					32
55	X	BRISTOL MYERS SQUIBB CO	110122108			1/5/2011		11/29/2012	328	261					67
56	X	BRISTOL MYERS SQUIBB CO	110122108			1/5/2011		7/5/2012	348	261					87
57	X	ARTIO GLOBAL HIGH INCOME	04315J860			2/3/2011		11/29/2012	2,000	2,123					-123
58	X	ARTIO GLOBAL HIGH INCOME	04315J860			2/3/2011		1/11/2012	1,314	1,461					-147
59	X	ARTIO GLOBAL HIGH INCOME	04315J860			10/13/2010		1/11/2012	17,686	20,000					-2,314
60	X	AMGEN INC	031162100			2/3/2011		11/29/2012	437	277					160
61	X	AMGEN INC	031162100			1/5/2011		7/5/2012	372	284					88
62	X	AMGEN INC	031162100			1/5/2011		4/11/2012	667	568					99
63	X	AMERICAN EXPRESS CO	025816109			1/5/2011		10/2/2012	1,718	1,352					366
64	X	AMERICAN EXPRESS CO	025816109			1/5/2011		4/11/2012	1,138	901					237
65	X	ACCO BRANDS CORP	00081T108			1/5/2011		5/16/2012	132	117					15
66	X	ACCO BRANDS CORP	00081T108			1/5/2011		5/15/2012	2	2					0
67	X	SPDR DJ WILSHIRE INTERNAT	78463X863			10/13/2010		7/5/2012	2,775	3,059					-284
68	X	ROYCE PENNSYLVANIA MUT	780905840			11/9/2010		10/2/2012	1,032	956					76

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

	Amount
Long Term CG Distributions	1,571
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	213,364	207,330	6,034
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ROYCE PENNSYLVANIA MUT	780905840			2/3/2011		10/2/2012	5,900	6,000					-100
70	X	ROYCE PENNSYLVANIA MUT	780905840			1/5/2011		10/2/2012	8,068	8,000					68
71	X	PUBLIC SVC ENTERPRISE GR	744573106			1/11/2012		4/11/2012	2,054	2,195					-141
72	X	PROCTER & GAMBLE CO	742718109			1/5/2011		10/2/2012	3,435	3,250					185
73	X	POWERSHARES LISTED PRIV	73935X195			1/5/2011		11/29/2012	1,930	2,179					-249
74	X	POWERSHARES LISTED PRIV	73935X195			1/5/2011		10/2/2012	948	1,090					-142
75	X	POWERSHARES DB COMMOD	73935S105			7/20/2011		11/29/2012	1,405	1,653					-248
76	X	PHILLIPS 66	718546104			2/3/2011		5/16/2012	235	247					-12
77	X	PHILLIPS 66	718546104			1/5/2011		5/16/2012	391	388					3
78	X	PIMCO EMERG MKTS BD-INST	693391559			7/5/2012		11/29/2012	961	914					47
79	X	PIMCO EMERG MKTS BD-INST	693391559			10/2/2012		11/29/2012	4,039	4,000					39
80	X	PG&E CORP COM	69331C108			4/6/2011		1/11/2012	1,868	2,026					-158
81	X	OCCIDENTAL PETE CORP	674599105			1/5/2011		10/2/2012	1,698	1,950					-252
82	X	OCCIDENTAL PETE CORP	674599105			1/5/2011		1/11/2012	483	487					-4
83	X	MERGER FD SH BEN INT #260	589509108			1/5/2011		10/2/2012	9,356	9,274					82
84	X	MERGER FD SH BEN INT #260	589509108			1/5/2011		7/5/2012	726	726					0
85	X	MERGER FD SH BEN INT #260	589509108			10/13/2010		7/5/2012	8,274	8,341					-67
86	X	ISHARES MSCI EAFE	464287465			11/9/2010		10/2/2012	1,340	1,481					-141
87	X	ISHARES MSCI EAFE	464287465			4/6/2011		10/2/2012	1,340	1,526					-186
88	X	ISHARES MSCI EAFE	464287465			2/3/2011		10/2/2012	8,043	9,090					-1,047
89	X	ISHARES MSCI EAFE	464287465			4/6/2011		4/11/2012	1,310	1,526					-216
90	X	ISHARES S & P 500 INDEX FU	464287200			10/13/2010		1/11/2012	12,936	11,878					1,058
91	X	INTERNATIONAL BUSINESS M	459200101			1/5/2011		10/2/2012	2,091	1,470					621
92	X	INTERNATIONAL BUSINESS M	459200101			1/5/2011		7/5/2012	979	735					244
93	X	INTERCONTINENTALEXCHAN	45865V100			1/11/2012		11/29/2012	1,316	1,128					188
94	X	INTERCONTINENTALEXCHAN	45865V100			1/11/2012		4/11/2012	670	564					106
95	X	HUSSMAN STRATEGIC GROW	448108100			10/13/2010		11/29/2012	1,000	1,190					-190
96	X	HUSSMAN STRATEGIC GROW	448108100			10/13/2010		7/5/2012	10,000	11,491					-1,491
97	X	SECTION 1256 GAIN FROM PO							1,808						1,808
98	X	ST GAIN FROM POWERSHARI							99						99
99	X	LT LOSS FROM POWERSHAR								1,144					-1,144
100	X	ST CTF LOSS								512					-512
101	X	LT CTF GAIN							6,389						6,389
102	X	UNRECAPTURED SECTION 12							164						164

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,039	0	0	1,039
1	TAX PREP FEES	1,039			1,039

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,284	481	0	0
	Description				
1	FOREIGN TAX WITHHELD	481	481		
2	PY EXCISE TAX DUE	338			
3	ESTIMATED EXCISE PAYMENTS	465			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		428	428	0	0
	Description				
1	PARTNERSHIP EXPENSES	426	426		
2	ADR Fees	2	2		

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
			988,257	979,010	1,029,501
1	SEE ATTACHED		988,257	979,010	1,029,501

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 ADUSTMENT	1	868
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	927
3	Total	3	1,795

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,354
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	20
3	PY RETURN OF CAPITAL ADJUSTMENT	3	288
4	PARTNERSHIP INCOME ADJUSTMENT	4	371
5	Total	5	3,033

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

	Amount
Long Term CG Distributions	1,571
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V 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
						211,793	0	0	207,330	4,463	0	0	0	4,463
1	WAL MART STORES INC	931142103		4/6/2011	4/11/2012	1,494			1,327	167	0	0	0	167
2	WAL MART STORES INC	931142103		1/5/2011	4/11/2012	2,092			1,923	169	0	0	0	169
3	MERGER FD SH BEN INT #260	589509108		10/13/2010	1/11/2012	6,500			6,659	-159	0	0	0	-159
4	MEDCO HEALTH SOLUTIONS INC	58405U102		4/6/2011	2/29/2012	1,690			1,408	282	0	0	0	282
5	MEDCO HEALTH SOLUTIONS INC	58405U102		1/5/2011	2/29/2012	676			614	62	0	0	0	62
6	MEDCO HEALTH SOLUTIONS INC	58405U102		1/5/2011	1/11/2012	918			921	-3	0	0	0	-3
7	MEADWESTVACO CORP	583334107		1/5/2011	1/11/2012	302			271	31	0	0	0	31
8	MCKESSON CORP	58155Q103		1/5/2011	7/5/2012	474			359	115	0	0	0	115
9	MCDONALDS CORP	580135101		2/3/2011	10/2/2012	2,277			1,856	421	0	0	0	421
10	MCDONALDS CORP	580135101		1/5/2011	7/5/2012	448			374	74	0	0	0	74
11	MCDONALDS CORP	580135101		1/5/2011	1/11/2012	497			374	123	0	0	0	123
12	MACERICH CO COM	554382101		1/5/2011	7/5/2012	1,502			1,188	314	0	0	0	314
13	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/3/2011	11/29/2012	5,000			4,979	21	0	0	0	21
14	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/3/2011	10/2/2012	1,314			1,283	31	0	0	0	31
15	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		10/13/2010	10/2/2012	4,886			4,947	-61	0	0	0	-61
16	KRAFT FOODS INC	50075N104		1/5/2011	7/5/2012	979			790	189	0	0	0	189
17	JOHNSON & JOHNSON	478160104		1/5/2011	11/29/2012	347			317	30	0	0	0	30
18	IVY ASSET STRATEGY FUND CLASS I #	466001864		10/2/2012	11/29/2012	1,000			979	21	0	0	0	21
19	ISHARES CORE S&P SMALL-CAP E	464287804		2/3/2011	11/29/2012	1,906			1,742	164	0	0	0	164
20	ISHARES MSCI EAFE	464287465		11/9/2010	11/29/2012	4,123			4,442	-319	0	0	0	-319
21	HONEYWELL INTERNATIONAL INC	438516106		1/5/2011	10/2/2012	1,532			1,362	170	0	0	0	170
22	CONOCOPHILLIPS	20825C104		1/5/2011	10/2/2012	1,430			1,304	126	0	0	0	126
23	HONEYWELL INTERNATIONAL INC	438516106		4/6/2011	7/5/2012	281			295	-14	0	0	0	-14
24	HOME DEPOT INC	437076102		1/5/2011	11/29/2012	646			346	300	0	0	0	300
25	HOME DEPOT INC	437076102		2/3/2011	4/11/2012	1,244			917	327	0	0	0	327
26	GENERAL ELECTRIC CO	369604103		2/3/2011	10/2/2012	570			514	56	0	0	0	56
27	GENERAL ELECTRIC CO	369604103		2/3/2011	7/5/2012	509			514	-5	0	0	0	-5
28	GATEWAY FUND - Y #1986	367829884		1/5/2011	11/29/2012	1,000			962	38	0	0	0	38
29	GATEWAY FUND - Y #1986	367829884		1/5/2011	7/5/2012	5,929			5,732	197	0	0	0	197
30	GATEWAY FUND - Y #1986	367829884		7/20/2011	7/5/2012	4,071			4,000	71	0	0	0	71
31	FORD MOTOR COMPANY	345370860		7/20/2011	7/5/2012	859			1,189	-330	0	0	0	-330
32	EXXON MOBIL CORPORATION	30231G102		4/6/2011	1/11/2012	846			852	-6	0	0	0	-6
33	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		4/11/2012	11/29/2012	1,000			971	29	0	0	0	29
34	DANAHER CORP	235851102		1/5/2011	11/29/2012	531			470	61	0	0	0	61
35	CONOCOPHILLIPS	20825C104		2/3/2011	10/2/2012	858			831	27	0	0	0	27
36	WAL MART STORES INC	931142103		1/5/2011	1/11/2012	297			275	22	0	0	0	22
37	VANGUARD MIDCAP VIPER	922908629		4/6/2011	11/29/2012	2,039			2,028	11	0	0	0	11
38	VANGUARD MIDCAP VIPER	922908629		4/6/2011	4/11/2012	1,974			2,028	-54	0	0	0	-54
39	VANGUARD MSCI EMERGING MARKETS	922042858		4/6/2011	11/29/2012	2,101			2,518	-417	0	0	0	-417
40	UNUM GROUP	91529Y106		1/11/2012	7/5/2012	487			547	-60	0	0	0	-60
41	UNUM GROUP	91529Y106		2/3/2011	7/5/2012	487			629	-142	0	0	0	-142
42	UNUM GROUP	91529Y106		1/5/2011	7/5/2012	1,460			1,874	-414	0	0	0	-414
43	3M CO	88579Y101		1/5/2011	1/11/2012	417			436	-19	0	0	0	-19
44	TEXAS INSTRUMENTS INC	882508104		1/5/2011	10/2/2012	1,103			1,310	-207	0	0	0	-207
45	TEXAS INSTRUMENTS INC	882508104		1/5/2011	7/5/2012	996			1,146	-150	0	0	0	-150
46	SPDR DOW JONES REIT ETF	78464A607		11/9/2010	11/29/2012	354			314	40	0	0	0	40
47	SPDR DOW JONES REIT ETF	78464A607		10/2/2012	11/29/2012	709			718	-9	0	0	0	-9
48	SPDR DOW JONES REIT ETF	78464A607		1/11/2012	11/29/2012	3,545			3,247	298	0	0	0	298
49	CENTURYLINK, INC	156700106		4/6/2011	4/11/2012	955			1,018	-63	0	0	0	-63
50	CENTURYLINK, INC	156700106		1/5/2011	4/11/2012	1,337			1,631	-294	0	0	0	-294
51	CELANESE CORP	150870103		10/6/2011	11/29/2012	197			178	19	0	0	0	19
52	CELANESE CORP	150870103		4/11/2012	11/29/2012	197			224	-27	0	0	0	-27
53	CELANESE CORP	150870103		10/6/2011	1/11/2012	228			178	50	0	0	0	50
54	CARDINAL HEALTH INC COM	14149Y108		1/5/2011	10/2/2012	1,974			1,942	32	0	0	0	32
55	BRISTOL MYERS SQUIBB CO	110122108		1/5/2011	11/29/2012	328			261	67	0	0	0	67
56	BRISTOL MYERS SQUIBB CO	110122108		1/5/2011	7/5/2012	348			261	87	0	0	0	87
57	ARTIO GLOBAL HIGH INCOME-I #1525	04315J860		2/3/2011	11/29/2012	2,000			2,123	-123	0	0	0	-123
58	ARTIO GLOBAL HIGH INCOME-I #1525	04315J860		2/3/2011	1/11/2012	1,314			1,461	-147	0	0	0	-147
59	ARTIO GLOBAL HIGH INCOME-I #1525	04315J860		10/13/2010	1/11/2012	17,686			20,000	-2,314	0	0	0	-2,314
60	AMGEN INC	031162100		2/3/2011	11/29/2012	437			277	160	0	0	0	160
61	AMGEN INC	031162100		1/5/2011	7/5/2012	372			284	88	0	0	0	88
62	AMGEN INC	031162100		1/5/2011	4/11/2012	667			568	99	0	0	0	99
63	AMERICAN EXPRESS CO	025816109		1/5/2011	10/2/2012	1,718			1,352	366	0	0	0	366
64	AMERICAN EXPRESS CO	025816109		1/5/2011	4/11/2012	1,138			901	237	0	0	0	237
65	ACCO BRANDS CORP	00081T108		1/5/2011	5/16/2012	132			117	15	0	0	0	15
66	ACCO BRANDS CORP	00081T108		1/5/2011	5/15/2012	2			2	0	0	0	0	0
67	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		10/13/2010	7/5/2012	2,775			3,059	-284	0	0	0	-284
68	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		11/9/2010	10/2/2012	1,032			956	76	0	0	0	76
69	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		2/3/2011	10/2/2012	5,900			6,000	-100	0	0	0	-100
70	ROYCE PENNSYLVANIA MUT FD-INV #2	780905840		1/5/2011	10/2/2012	8,068			8,000	68	0	0	0	68
71	PUBLIC SVC ENTERPRISE GROUP INC	744573106		1/11/2012	4/11/2012	2,054			2,195	-141	0	0	0	-141
72	PROCTER & GAMBLE CO	742718109		1/5/2011	10/2/2012	3,435			3,250	185	0	0	0	185
73	POWERSHARES LISTED PRIVATE EQUI	73935X195		1/5/2011	11/29/2012	1,930			2,179	-249	0	0	0	-249
74	POWERSHARES LISTED PRIVATE EQUI	73935X195		1/5/2011	10/2/2012	948			1,090	-142	0	0	0	-142
75	POWERSHARES DB COMMODITY INDE	73935S105		7/20/2011	11/29/2012	1,405			1,653	-248	0	0	0	-248
76	PHILLIPS 66	718546104		2/3/2011	5/16/2012	235			247	-12	0	0	0	-12
77	PHILLIPS 66	718546104		1/5/2011	5/16/2012	391			388	3	0	0	0	3
78	PIMCO EMERG MKTS BD-INST #137	693391559		7/5/2012	11/29/2012	961			914	47	0	0	0	47
79	PIMCO EMERG MKTS BD-INST #137	693391559		10/2/2012	11/29/2012	4,039			4,000	39	0	0	0	39
80	PG&E CORP COM	69331C108		4/6/2011	1/11/2012	1,868			2,026	-158	0	0	0	-158
81	OCCIDENTAL PETE CORP	674599105		1/5/2011	10/2/2012	1,698			1,950	-252	0	0	0	-252
82	OCCIDENTAL PETE CORP	674599105		1/5/2011	1/11/2012	483			487	-4	0	0	0	-4
83	MERGER FD SH BEN INT #260	589509108		1/5/2011	10/2/2012	9,356			9,274	82	0	0	0	82
84	MERGER FD SH BEN INT #260	589509108		1/5/2011	7/5/2012	726			726	0	0	0	0	0

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

	Amount
Long Term CG Distributions	1,571
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V 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
						211,793	0	0	207,330	4,463	0	0	0	4,463
85	MERGER FD SH BEN INT #260	589509108		10/13/2010	7/5/2012	8,274			8,341	-67	0	0	0	-67
86	ISHARES MSCI EAFE	464287465		11/9/2010	10/2/2012	1,340			1,481	-141	0	0	0	-141
87	ISHARES MSCI EAFE	464287465		4/6/2011	10/2/2012	1,340			1,526	-186	0	0	0	-186
88	ISHARES MSCI EAFE	464287465		2/3/2011	10/2/2012	8,043			9,090	-1,047	0	0	0	-1,047
89	ISHARES MSCI EAFE	464287465		4/8/2011	4/11/2012	1,310			1,526	-216	0	0	0	-216
90	ISHARES S & P 500 INDEX FUND	464287200		10/13/2010	1/11/2012	12,936			11,878	1,058	0	0	0	1,058
91	INTERNATIONAL BUSINESS MACHS CO	459200101		1/5/2011	10/2/2012	2,091			1,470	621	0	0	0	621
92	INTERNATIONAL BUSINESS MACHS CO	459200101		1/5/2011	7/5/2012	979			735	244	0	0	0	244
93	INTERCONTINENTALEXCHANGE INC	45865V100		1/11/2012	11/29/2012	1,316			1,128	188	0	0	0	188
94	INTERCONTINENTALEXCHANGE INC	45865V100		1/11/2012	4/11/2012	670			564	106	0	0	0	106
95	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/13/2010	11/29/2012	1,000			1,190	-190	0	0	0	-190
96	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/13/2010	7/5/2012	10,000			11,491	-1,491	0	0	0	-1,491
97	SECTION 1256 GAIN FROM POWERSHA					1,808			0	1,808	0	0	0	1,808
98	ST GAIN FROM POWERSHARES					99			0	99	0	0	0	99
99	LT LOSS FROM POWERSHARES								1,144	-1,144	0	0	0	-1,144
100	ST CTF LOSS								512	-512	0	0	0	-512
101	LT CTF GAIN					6,389			0	6,389	0	0	0	6,389
102	UNRECAPTURED SECTION 1250 GAIN					164			0	164	0	0	0	164

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										28,904	0	0
1	Wells Fargo Bank N A. Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	14,452	0	0
2	GERALD A CHOUNIARD		5480 E PRINCE PLACER RD	HEREFORD	AZ	85615		ADMIN COMMITTEE	4 00			
3	PATRICIA CHOUNIARD		5480 E PRINCE PLACER RD	HEREFORD	AZ	85615		ADMIN COMMITTEE	4 00			
4	CHARLES A IRWIN		2764 ORIOLE DR	SIERRA VISTA	AZ	85635		ADMIN COMMITTEE	4 00			

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/9/2012	2	465
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	465

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	44,288
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	44,288

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Secunty Type	Account #	EIN	CUSIP	Asset Name	Fed Cost	FMV
Cash	77884200	32-6119759			471 4	471 4
Savings & Temp Inv	77884200	32-6119759	VP0528308	FEDERATED TREAS OBL FD 68	6461 12	6461 12
Savings & Temp Inv	77884200	32-6119759	VP0528308	FEDERATED TREAS OBL FD 68	3806 87	3806 87
				Total Cash, Savings, and Temp	10739 39	10739 39
Invest - Corp Stock	77884200	32-6119759	001055102	AFLAC INC	2155 5	2656
Invest - Corp Stock	77884200	32-6119759	002824100	ABBOTT LABS	2060 1	1965
Invest - Corp Stock	77884200	32-6119759	008252108	AFFILIATED MANAGERS GROUP, INC COM	1983 5	3253 75
Invest - Corp Stock	77884200	32-6119759	031162100	AMGEN INC	1109 8	1724
Invest - Corp Stock	77884200	32-6119759	037411105	APACHE CORP	4525 95	3925
Invest - Corp Stock	77884200	32-6119759	037833100	APPLE INC	2324 22	3193 04
Invest - Corp Stock	77884200	32-6119759	110122108	BRISTOL MYERS SQUIBB CO	1029 85	1303 6
Invest - Corp Stock	77884200	32-6119759	126650100	CVS/CAREMARK CORPORATION	3291 75	3626 25
Invest - Corp Stock	77884200	32-6119759	14040H105	CAPITAL ONE FINANCIAL CORP	3246 6	4055 1
Invest - Corp Stock	77884200	32-6119759	17275R102	CISCO SYSTEMS INC	3453 38	3438 64
Invest - Corp Stock	77884200	32-6119759	235851102	DANAHER CORP	1880 4	2236
Invest - Corp Stock	77884200	32-6119759	254687106	WALT DISNEY CO	2079	2489 5
Invest - Corp Stock	77884200	32-6119759	268648102	E M C CORP MASS	3537 75	3162 5
Invest - Corp Stock	77884200	32-6119759	369604103	GENERAL ELECTRIC CO	1397 25	1574 25
Invest - Corp Stock	77884200	32-6119759	375558103	GILEAD SCIENCES INC	1377 3	2203 5
Invest - Corp Stock	77884200	32-6119759	437076102	HOME DEPOT INC	1384	2474
Invest - Corp Stock	77884200	32-6119759	461202103	INTUIT COM	2796 3	2973 77
Invest - Corp Stock	77884200	32-6119759	478160104	JOHNSON & JOHNSON	1269 4	1402
Invest - Corp Stock	77884200	32-6119759	594918104	MICROSOFT CORP	3526 5	3338 71
Invest - Corp Stock	77884200	32-6119759	637071101	NATIONAL OILWELL INC COM	2348 8	2734
Invest - Corp Stock	77884200	32-6119759	68389X105	ORACLE CORPORATION	3968 25	4165
Invest - Corp Stock	77884200	32-6119759	747525103	QUALCOMM INC	1780 45	1855 79
Invest - Corp Stock	77884200	32-6119759	872540109	TJX COS INC NEW	2244 25	2122 5
Invest - Corp Stock	77884200	32-6119759	883556102	THERMO FISHER SCIENTIFIC INC	1783 2	1913 4
Invest - Corp Stock	77884200	32-6119759	907818108	UNION PACIFIC CORP	2123 4	2514 4
Invest - Corp Stock	77884200	32-6119759	913017109	UNITED TECHNOLOGIES CORP	2688 35	2870 35
Invest - Corp Stock	77884200	32-6119759	191216100	COCA COLA CO	3191	3625
Invest - Corp Stock	77884200	32-6119759	58155Q103	MCKESSON CORP	1437 4	1939 2
Invest - Corp Stock	77884200	32-6119759	30231G102	EXXON MOBIL CORPORATION	2294	2596 5
Invest - Corp Stock	77884200	32-6119759	438516106	HONEYWELL INTERNATIONAL INC	1362	1586 75
Invest - Corp Stock	77884200	32-6119759	87612E106	TARGET CORP	2951 5	2958 5
Invest - Corp Stock	77884200	32-6119759	91324P102	UNITEDHEALTH GROUP INC	1879 5	2712
Invest - Corp Stock	77884200	32-6119759	46625H100	JPMORGAN CHASE & CO	3261	3297 68
Invest - Corp Stock	77884200	32-6119759	902973304	US BANCORP DEL NEW	2833 5	3194
Invest - Corp Stock	77884200	32-6119759	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	2647 5	2622 3
Invest - Corp Stock	77884200	32-6119759	166764100	CHEVRON CORP	2297 75	2703 5
Invest - Corp Stock	77884200	32-6119759	583334107	MEADWESTVACO CORP	963 85	1274 8
Invest - Corp Stock	77884200	32-6119759	88579Y101	3M CO	2170 25	2321 25
Invest - Corp Stock	77884200	32-6119759	20030N101	COMCAST CORP CLASS A	3411 8	3736
Invest - Corp Stock	77884200	32-6119759	38259P508	GOOGLE INC	2990 5	3536 9
Invest - Corp Stock	77884200	32-6119759	150870103	CELANESE CORP	2118 4	2671 8
Invest - Corp Stock	77884200	32-6119759	45865V100	INTERCONTINENTALEXCHANGE INC	1128 1	1238 1
Invest - Corp Stock	77884200	32-6119759	92857W209	VODAFONE GROUP PLC NEW ADR	2461 09	2267 1
Invest - Corp Stock	77884200	32-6119759	50076Q106	KRAFT FOODS GROUP INC	817 77	1136 75
Invest - Corp Stock	77884200	32-6119759	609207105	MONDELEZ INTERNATIONAL INC	1512 73	1908 99
Invest - Other	77884200	32-6119759	04314H204	ARTISAN INTERNATIONAL FUND #661	43479 82	49051 89
Invest - Other	77884200	32-6119759	554382101	MACERICH CO COM	10400 08	13117 5
Invest - Other	77884200	32-6119759	693390841	PIMCO HIGH YIELD FD-INST #108	26000	27417 33
Invest - Other	77884200	32-6119759	780905840	ROYCE PENNSYLVANIA MUT FD-INV #260	14044 4	14947 3
Invest - Other	77884200	32-6119759	053484101	AVALONBAY CMNTYS INC	11184 77	13559
Invest - Other	77884200	32-6119759	999708902	TAXABLE INTERMEDIATE TERM BD FD	143202 42	140019 17
Invest - Other	77884200	32-6119759	04315J860	ARTIO GLOBAL HIGH INCOME-I #1525	25587 85	24992 81
Invest - Other	77884200	32-6119759	464287804	ISHARES CORE S&P SMALL-CAP E	8115 75	9762 5
Invest - Other	77884200	32-6119759	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	24737 73	24279 38
Invest - Other	77884200	32-6119759	464287465	ISHARES MSCI EAFE	25598 75	25587
Invest - Other	77884200	32-6119759	140995127	CORE EQUITY FUND	64579 33	68474 66
Invest - Other	77884200	32-6119759	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	21318 94	18853 07
Invest - Other	77884200	32-6119759	693391559	PIMCO EMERG MKTS BD-INST #137	43945 92	48436 81
Invest - Other	77884200	32-6119759	00758M162	ACADIAN EMERGING MARKETS PTF-1 #1260	20000	23982 51
Invest - Other	77884200	32-6119759	885215566	THORNBURG INTL VALUE FUND-CL I #209	44500	44344 45
Invest - Other	77884200	32-6119759	89155H256	TOUCHSTONE SMALL CAP CORE-IN #555	16000	16178 66
Invest - Other	77884200	32-6119759	922908629	VANGUARD MIDCAP VIPER	55623 99	61830
Invest - Other	77884200	32-6119759	88019R690	TEMPLETON EMER MKT S/C-ADV #626	15000	17424 4
Invest - Other	77884200	32-6119759	00203H859	AQR MANAGED FUTURES STR-I	18800	19197 26
Invest - Other	77884200	32-6119759	922042858	VANGUARD MSCI EMERGING MARKETS ETF	50665 48	46756 5
Invest - Other	77884200	32-6119759	26852M105	EII INTERNATIONAL PROPERTY-I #30	23106 99	24332 46
Invest - Other	77884200	32-6119759	73935S105	POWERSHARES DB COMMODITY INDEX	48376 58	50004
Invest - Other	77884200	32-6119759	73935X195	POWERSHARES LISTED PRIVATE EQUITY	21055 32	21252
Invest - Other	77884200	32-6119759	78464A607	SPDR DOW JONES REIT ETF	10681 1	12404 9
Invest - Other	77884200	32-6119759	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	20804 14	21708 75
Invest - Other	77884200	32-6119759	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	29278 53	32934 05
Invest - Other	77884200	32-6119759	367829884	GATEWAY FUND - Y #1986	18306 03	19309 56
Invest - Other	77884200	32-6119759	466001864	IVY ASSET STRATEGY FUND CLASS I #473	21521 01	22846 37
				Total Other Secunties	979009 82	1029501.46
				Grand Total	989749 21	1040240 85