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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

C
and ending

Name of foundation	10 MAY 03 2013	RS	A Employer identification number 33-0085374
STAFFORD MEMORIAL TR, FOUND T/U/A	OGDEN, UT	Room/suite	B Telephone number (see Instructions) (888) 730-4933
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 Independence Mall E MACY1372-06	PA	19106-2112	C If exemption application is pending, check here ► <input type="checkbox"/>
City or town, state, and ZIP code Philadelphia			D 1. Foreign organizations, check here ► <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,791,308	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	Part I, column (d) must be on cash basis)	

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	23,291	22,802		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	85,761			
	b Gross sales price for all assets on line 6a	486,847			
	7 Capital gain net income (from Part IV, line 2)		85,761		
	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)	54,872	54,872			
12 Total. Add lines 1 through 11	163,924	163,435	0	7,212	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,847	21,635		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,327			1,327
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	896	574		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,020	520		500
	24 Total operating and administrative expenses.	32,090	22,729	0	9,039
Add lines 13 through 23	78,000			78,000	
25 Contributions, gifts, grants paid	110,090	22,729	0	87,039	
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	53,834				
b Net investment income (if negative, enter -0-)		140,706			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	248	178	178
	2	Savings and temporary cash investments	56,719	55,532	55,532
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	988,879	1,041,268	1,735,599
	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)	1,045,846	1,096,978	1,791,309
	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 ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,045,846	1,096,978	
	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)	1,045,846	1,096,978	
	31	Total liabilities and net assets/fund balances (see instructions)	1,045,846	1,096,978	

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	1,045,846
2	Enter amount from Part I, line 27a	2	53,834
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,423
4	Add lines 1, 2, and 3	4	1,101,103
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	4,125
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,096,978

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	0	
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	85,761
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	58,863	1,774,325	0.033175
2010	60,128	1,691,886	0.035539
2009	60,134	1,674,723	0.035907
2008	83,427	1,906,672	0.043755
2007	105,270	2,146,777	0.049036

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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.

2	0.197412
3	0.039482
4	1,766,434
5	69,742
6	1,407
7	71,149
8	87,039

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

6a 1,584

6b

6c

6d

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 ►

177

Refunded ►

11

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?

Yes No

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

1c X

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

2 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 ► \$ _____

3 X

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

4a X

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

4b N/A

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

5 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

6 X

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

7 X

b If "Yes," has it filed a tax return on Form 990-T for this year?

8b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

9 X

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?

10 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

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

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney

General (or designate) of each state as required by General Instruction G? 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 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	Telephone no. ► 888-730-4933 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(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"/>
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?	►	<input type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 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)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>		5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Independence Mall E MACY1372-062 Philadelphia, PA 19101	Trustee	4 00	28,847	

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

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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**

8

3

6

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	1,726,870
b	Average of monthly cash balances	1b	66,464
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,793,334
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	1,793,334
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26,900
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,766,434
6	Minimum investment return. Enter 5% of line 5	6	88,322

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	88,322
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,407
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,407
3	Distributable amount before adjustments Subtract line 2c from line 1	3	86,915
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,915
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	86,915

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	87,039
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	87,039
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	1,407
6	Adjusted qualifying distributions. Subtract line 5 from line 4		85,632

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				86,915
2 Undistributed income, if any, as of the end of 2012.			0	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,186			
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	2,186			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 87,039				
a Applied to 2011, but not more than line 2a				
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				86,915
e Remaining amount distributed out of corpus	124			
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	2,310			
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				0
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)	2,186			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	124			
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	124			

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 78,000
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue. a RENTAL INCOME**

b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

14 23,291

18 85,761

16 54,872

163,924 0

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

(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		

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

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

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

**Sign
Here**

 **John J. Sulente SVP Wells Fargo Bank N.A.**

4/11/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

Da

Title

Signature of filer or trustee		Date	Filing	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
	JOSEPH J CASTRIANO		4/11/2013	Check <input checked="" type="checkbox"/> if self-employed 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			

STAFFORD MEMORIAL TR, FOUND T/U/A

33-0085374 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

SCRIPPS MERCY HOSPITAL

Street

4077 FIFTH AVE

City SAN DIEGO	State CA	Zip Code 92103	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 20,000
--	------------------

Name

ST MADELEINE SOPHIE'S TRAINING CENTER

Street

2119 EAST MADISON AVE

City EL CAJON	State CA	Zip Code 92019	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

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

Name

CASA DE AMPARO

Street

3355 MISSION AVE #238

City OCEANSIDE	State CA	Zip Code 92058	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

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

Name

YOUNG AUDIENCES OF SAN DIEGO

Street

4650 MANSFIELD STREET

City SAN DIEGO	State CA	Zip Code 92116	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,000
--	-----------------

Name

ELEMENTARY INSTITUTE OF SCIENCES

Street

608 51ST STREET

City SAN DIEGO	State CA	Zip Code 92114	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

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

Name

FAMILY HEALTH CENTERS OF SAN DIEGO, INC

Street

823 GATEWAY CENTER WAY

City SAN DIEGO	State CA	Zip Code 92102	Foreign Country
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RelationshipNONE Foundation Status
501(c)(3) PUBLIC CHARITY

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

STAFFORD MEMORIAL TR, FOUND T/U/A

33-0085374 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

VOICES FOR CHILDREN

Street

2851 MEADOW LARK DRIVE

City SAN DIEGO	State CA	Zip Code 92123	Foreign Country
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Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

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

Name

SAN DIEGO FAMILY CARE

Street

6973 LINDA VISTA ROAD

City SAN DIEGO	State CA	Zip Code 92111	Foreign Country
--------------------------	--------------------	--------------------------	------------------------

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

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

Name

SAN DIEGO ORGANIZING PROJECT

Street

4305 UNIVERSITY AVE #530

City SAN DIEGO	State CA	Zip Code 92105	Foreign Country
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Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

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

Name**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

FORM 990PF, PART XV-LINES 2a-2d

RECIPIENT NAME:

APPLICATIONS ARE NOT ACCEPTED VIA MAIL

FORM, INFORMATION AND MATERIALS:

EMAIL PCSGRANTREQUEST@WELLSFARGO.COM FOR ACCESS TO
ONLINE APPLICATION FORM.

SUBMISSION DEADLINES:

THE ANNUAL APPLICATION DEADLINE IS JULY 31ST.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS ARE RESTRICTED TO 501(C)(3) ORGANIZATIONS IN SAN DIEGO
COUNTY DEALING WITH PROBLEMS AFFLICTING OUR YOUTH-
SUBSTANCE ABUSE, EMOTIONAL OR BEHAVIORAL PROBLEMS, SCHOOL
DROP-OUTS, GANG ACT., ETC.

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

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	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
														Capital Gains/Losses	Other sales	488,847	0	401,086	0	
Long Term CG Distributions	4,609																		85,761	0
Short Term CG Distributions	0																			
1 X ARTISAN INT'L GROWTH Y-85	008882352	04314H600			4/13/2012	-	8/9/2012	118	119						0	0	-	-	153	
2 X CREDIT SUISSE COMM RT ST	22544R305				10/25/2011	-	8/9/2012	1,935	2,007						0	0	-	-	-72	
3 X CREDIT SUISSE COMM RT ST	22544R305				10/8/2010	-	11/16/2012	1,098	1,215						0	0	-	-	-117	
4 X DREYFUS EMG MKT DEBT LO	261980494				10/8/2010	-	11/16/2012	1,104	1,116						0	0	-	-	-12	
5 X J.P. MORGAN MID CAP VALUE	339128100				2/4/2011	-	2/9/2012	1,702	1,616						0	0	-	-	88	
6 X J.P. MORGAN MID CAP VALUE	339128100				2/4/2011	-	5/9/2012	937	984						0	0	-	-	73	
7 X J.P. MORGAN MID CAP VALUE	339128100				5/3/2010	-	5/9/2012	2,724	2,308						0	0	-	-	418	
8 X J.P. MORGAN MID CAP VALUE	339128100				5/3/2010	-	8/9/2012	7,633	6,388						0	0	-	-	1,285	
9 X KEELEY SMALL CAP VAL FD C	487300808	359128100			9/7/2011	-	8/9/2012	1,756	1,438						0	0	-	-	318	
10 X J.P. MORGAN MID CAP VALUE	487300808				10/19/2009	-	8/9/2012	53	41						0	0	-	-	12	
11 X KEELEY SMALL CAP VAL FD C	487300808				5/3/2010	-	11/16/2012	1,124	907						0	0	-	-	217	
12 X J.P. MORGAN MID CAP VALUE	339128100				11/19/2010	-	2/9/2012	707	707						0	0	-	-	47	
13 X GOLDMAN SACHS GRTH OPP	38142Y401				5/3/2010	-	2/9/2012	-	1,312	1,191					0	0	-	-	121	
14 X GOLDMAN SACHS GRTH OPP	38142Y401				5/3/2010	-	4/10/2012	-	28,839	24,447					0	0	-	-	3492	
15 X GOLDMAN SACHS GRTH OPP	38142Y401				5/3/2010	-	4/10/2012	7,198	6,328						0	0	-	-	869	
16 X HUSSMAN STRATEGIC GROW	448108100				4/10/2008	-	8/9/2012	3,907	3,448						0	0	-	-	1,541	
17 X HUSSMAN STRATEGIC GROW	448108100				5/1/2012	-	8/9/2012	1,884	1,630						0	0	-	-	54	
18 X KEELEY SMALL CAP VAL FD C	487300808				10/8/2010	-	8/9/2012	2,860	2,860						0	0	-	-	440	
19 X HUSSMAN STRATEGIC GROW	448108100				10/8/2010	-	8/9/2012	234	235						0	0	-	-	1	
20 X MERGER FD SH BEN INT 260	5698509108				10/25/2011	-	8/9/2012	2,444	2,194						0	0	-	-	350	
21 X HUSSMAN STRATEGIC GROW	448108100				5/3/2010	-	8/9/2012	148	148						0	0	-	-	0	
22 X MERGER FD SH BEN INT 260	5698509108				5/3/2010	-	8/9/2012	9,198	9,359						0	0	-	-	2	
23 X PIMCO FOREIGN BD USD	6533900882				9/7/2011	-	8/9/2012	4,727	5,570						0	0	-	-	360	
24 X HUSSMAN STRATEGIC GROW	448108100				8/1/2009	-	8/9/2012	1,140	1,321						0	0	-	-	843	
25 X HUSSMAN STRATEGIC GROW	448108100				8/1/2009	-	11/16/2012	2,182	2,120						0	0	-	-	181	
26 X KEELEY SMALL CAP VAL FD C	487300808				10/19/2009	-	2/9/2012	985	745						0	0	-	-	220	
27 X KEELEY SMALL CAP VAL FD C	487300808				4/27/2011	-	8/9/2012	2,911	1,601						0	0	-	-	1,310	
28 X KEELEY SMALL CAP VAL FD C	487300808				8/1/2009	-	8/9/2012	23,349	18,166						0	0	-	-	7,183	
29 X T ROWE PRICE BLUE CHIP GI	778840106				2/13/2012	-	8/9/2012	974	948						0	0	-	-	28	
30 X SPDR DJ WILSHIRE INTERN	784633X63				12/21/2011	-	5/9/2012	506	591						0	0	-	-	75	
31 X SPDR DJ WILSHIRE INTERN	784633X63				4/28/2011	-	5/9/2012	1,409	1,805						0	0	-	-	198	
32 X SPDR DJ WILSHIRE INTERN	784633X63				4/28/2011	-	8/9/2012	2,158	2,305						0	0	-	-	0	
33 X SPDR DJ WILSHIRE INTERN	784633X63				4/27/2011	-	8/9/2012	2,158	2,285						0	0	-	-	0	
34 X SPDR DJ WILSHIRE INTERN	784633X63				4/27/2011	-	11/16/2012	1,741	1,792						0	0	-	-	0	
35 X SPDR DJ WILSHIRE INTERN	784633X63				5/27/2010	-	2/9/2012	2,848	2,693						0	0	-	-	253	
36 X TCMW SMALL CAP GROWTH FI	87234N849				5/1/2012	-	11/16/2012	2,895	3,128						0	0	-	-	358	
37 X TCMW SMALL CAP GROWTH FI	87234N849				8/1/2012	-	11/16/2012	532	588						0	0	-	-	154	
38 X TCMW SMALL CAP GROWTH FI	87234N849				5/27/2010	-	11/16/2012	11,927	12,807						0	0	-	-	880	
39 X TCMW SMALL CAP GROWTH FI	87234N849				5/27/2010	-	12/19/2012	8,241	8,354						0	0	-	-	113	
40 X TCMW SMALL CAP GROWTH FI	87234N849				7/23/2010	-	12/19/2012	1,744	1,557						0	0	-	-	187	
41 X TCMW SMALL CAP GROWTH FI	87234N849				9/27/2011	-	12/19/2012	7,810	7,524						0	0	-	-	288	
42 X TCMW SMALL CAP GROWTH FI	87234N849				2/13/2012	-	8/9/2012	7,608	7,966						0	0	-	-	0	
43 X TEMPLETON FOREIGN FD - A	880198506				2/13/2012	-	11/16/2012	3,400	3,594						0	0	-	-	0	
44 X TEMPLETON FOREIGN FD - A	880198506				11/19/2010	-	2/9/2012	1,500	1,511						0	0	-	-	0	
45 X VANGUARD MSC EMERGING	922042858				2/20/2011	-	8/9/2012	1,241	1,377						0	0	-	-	11	
46 X VANGUARD MSC EMERGING	922042858				4/28/2010	-	2/9/2012	692	675						0	0	-	-	13	
47 X VANGUARD REIT VIPER	922808553				4/29/2010	-	2/9/2012	88	85						0	0	-	-	3	
48 X VANGUARD REIT VIPER	922808553				4/29/2010	-	4/4/2012	3,717	-						0	0	-	-	725	
49 X VANGUARD REIT VIPER	922808553				4/29/2010	-	5/9/2012	2,090	1,977						0	0	-	-	420	
50 X VANGUARD REIT VIPER	922808553				4/29/2010	-	8/9/2012	283	205						0	0	-	-	58	
51 X WF ADV INDEX FUND-ADMIN	84975G686				5/27/2009	-	8/9/2012	740	524						0	0	-	-	216	
52 X WF ADV INDEX FUND-ADMIN	84975G686				2/23/2009	-	8/9/2012	3,975	2,224						0	0	-	-	1,161	
53 X WF ADV C & LARGE CAP VA	94975J268				2/24/2011	-	2/28/2012	1,123	-						0	0	-	-	0	
54 X WF ADV C & LARGE CAP VA	94975J268				5/27/2010	-	5/9/2012	7,628	7,095						0	0	-	-	533	
55 X WF ADV C & LARGE CAP VA	94975J268				2/24/2011	-	5/9/2012	2,791	2,759						0	0	-	-	32	
56 X WF ADV C & LARGE CAP VA	94975J268				7/16/2010	-	5/9/2012	6,575	6,015						0	0	-	-	560	
57 X WF ADV C & LARGE CAP VA	94975J268				7/16/2010	-	8/9/2012	1,387	1,258						0	0	-	-	139	
58 X WELLS FARGO ADV TOT RT E	94975J581				10/25/2011	-	5/9/2012	1,817	1,813						0	0	-	-	4	
59 X WELLS FARGO ADV EMG MK	94975P751				11/19/2010	-	11/16/2012	1,537	1,670						0	0	-	-	133	
60 X WELLS FARGO ADV EMG MK	94975P751				10/8/2010	-	11/16/2012	442	475						0	0	-	-	51	
61 X WELLS FARGO ADV INTL BON	94975P882				2/4/2011	-	8/9/2012	2,592	2,590						0	0	-	-	2,709	
62 X WELLS FARGO ADV INTL BON	94975P882				7/23/2010	-	8/9/2012	5,574	5,472						0	0	-	-	102	
63 X WF ADV CAPITAL GROWTH F	949815615				9/9/2011	-	2/9/2012	10,071	12,829						0	0	-	-	2,758	
64 X WF ADV CAPITAL GROWTH F	949815615				9/9/2011	-	2/9/2012	5,437	5,437						0	0	-	-	1,680	
65 X WELLS FARGO ADV INTL	949817322				9/9/2011	-	2/9/2012	1,537	1,6											

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquired Date	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Net Gain or Loss	
														Capital Gain/Losses	Other Sales		
69 X	WELLS FARGO ADV DIV INTL	949917322			11/19/2010		2/6/2012	\$ 353	\$ 601						0	0	-248
70 X	WELLS FARGO ADV H INC-N	949917539			8/13/2012		11/16/2012	6,222	6,236						0	0	-16
71 X	WFF ADV GOVT SECURITIES-I	949917579			2/13/2012		5/6/2012	2,773	2,754						0	0	19
72 X	WFF ADV GOVT SECURITIES-I	949917579			10/26/2011		11/16/2012	2,528	2,475						0	0	53
73 X	WFF ADV GOVT SECURITIES-I	949917579			2/13/2012		11/16/2012	3,307	3,223						0	0	64
74 -	WFF ADV GOVT SECURITIES-I	949917579			8/13/2012		11/16/2012	5,088	5,075						0	0	13
75 X	WFF ADV GOVT SECURITIES-I	949917579			2/4/2011		11/16/2012	7,734	7,255						0	0	478
76 X	WFF ADV SHORT TERM BOND	949917652			4/28/2011		2/9/2012	5,521	5,540						0	0	-19
77 X	WFF ADV SHORT TERM BOND	949917652			4/28/2011		8/9/2012	6,455	6,438						0	0	7
78 -	WFF ADV SHORT TERM BOND	949917652			5/11/2012		8/9/2012	3,068	3,068						0	0	0
79 X	WFF ADV SHORT TERM BOND	949917652			5/3/2010		8/9/2012	268	265						0	0	3

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1 RENTAL INCOME	54,872	54,872	0

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,327			1,327

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

		896	574	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	574	574		
2	ESTIMATED EXCISE TAXES PAID	322			

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

		1,020	520	0	500
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10	0		10
2	RENTAL EXPENSES	520	520		
3	2013 MEMBERSHIP RENEWAL	490			490

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

			988,879	1,041,268	1,735,599
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	MERGER FD SH BEN INT 260		0	21,659	21,803
2	PIMCO FOREIGN BD FD USD H-INST 103		0	9,504	9,620
4	T ROWE PRICE BLUE CHIP GRWTH 93		0	75,051	79,475
5	TEMPLETON FOREIGN FD - ADV 604		0	62,012	65,721
6	WF ADV INDEX FUND-ADMIN 88		0	30,123	45,036
7	"495 SECOND ST NORTH, EL CAJON CA"		0	65,778	670,000
8	ARTISAN MID CAP FUND-INSTL 1333		0	37,871	37,275
9	SHARES RUSSELL 2000 GROWTH		0	33,341	34,502
10	AIM INTERNATIONAL GROWTH-Y 8516		0	61,645	65,606
11	DREYFUS EMG MKT DEBT LOC C-I 6083		0	51,585	54,863
12	JP MORGAN MID CAP VALUE-758		0	24,230	30,684
13	HUSSMAN STRATEGIC GROWTH FUND 61		0	29,559	25,243
14	WELLS FARGO INTL ADV FUND-I-S 4705		0	9,643	10,029
15	WELLS FARGO ADV TOT RT BD FD-IN 944		0	70,237	71,285
16	WELLS FARGO ADV EMG MK E-INS 4146		0	46,037	47,566
17	WF ADV C & B LARGE CAP VAL-I 1868		0	45,314	59,175
18	VANGUARD REIT VIPER		0	30,762	43,494
19	WELLS FARGO ADV SP S/C VA-1S 4143		0	34,244	36,900
20	VANGUARD EMERGING MARKETS ETF		0	42,509	49,473
21	WF ADV GOVT SECURITIES- I 3101		0	33,797	35,231
22	WF ADV SHORT-TERM BOND FUND-I3102		0	19,456	19,770
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	32,659	44,575
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	40,545	45,125
25	WELLS FARGO ADV HI INC-INS 3110		0	48,791	53,693
26	GATEWAY FUND - Y 1986		0	27,357	27,088
27	CREDIT SUISSE COMM RT ST-CO 2156		0	57,559	52,367

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	517
2 MUTUAL FUND & CTF INCOME ADDITIONS	2	906
3 Total	3	1,423

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

1 MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	3,607
2 PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	518
3 Total	3	4,125

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

			Amount	4,609	0	482,238	0	401,088	81,152	0	Adjusted Basis as of 12/31/09	0	Gain or Loss 81,152
	Long Term CG Distributions	Short Term CG Distributions				Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments		Cost or Other Basis Plus	Excess of FMV Over Adj Basis
1	INVESTMENT GROWTH TRUST 85.16		CLUSIP #	00088626532		2/11/2012	8/6/2012	8,288		8,145		153	0
2	ARTISAN MID CAP FUND	133.3	0431000000	4/10/2012	8/6/2012	119				119		-1	0
3	CREDIT SUISSE COMM ST-CO 2150	2254-R305	1025/2011	8/6/2012	1,683				2,007		-72	0	-72
4	DREYFUS EMG MORTG DEBT LOC CL	80.8	108/2010	11/1/2012	1,058				1,126		-117	0	-117
5	IP MORGAN MID CAP VALUE-I 75.8	339128.00	244/2011	2/6/2012	1,702				1,104		12	0	-12
6	IP MORGAN MID CAP VALUE-I 76.8	339128.00	244/2011	5/6/2012	937				1,702		86	0	86
7	IP MORGAN MID CAP VALUE-I 78.8	339128.00	5/6/2012	5/6/2012	2,724				2,308		73	0	73
8	KEELEY SMALL CAP VALUE-I 75.8	339128.00	6/27/2011	7/6/2012	7,633				0		418	0	418
9	KEELEY SMALL CAP VALUE-FD CL 225.1	339128.00	6/3/2010	8/6/2012	0				0		0	0	0
10	KEELEY SMALL CAP VAL FD CL 225.1	339128.00	8/6/2012	53				1,438		318		318	0
11	JP MORGAN MID CAP VALUE-I 75.8	339128.00	5/6/2010	11/1/2012	1,124				0		41	0	41
12	GOLDMAN SACHS GRTH OPR FD-I 113381429Y401	53/2010	5/11/2010	2/6/2012	817				0		41	0	41
13	GOLDMAN SACHS GRTH OPR FD-I 113381429Y401	53/2010	5/11/2010	2/6/2012	1,312				0		41	0	41
14	GOLDMAN SACHS GRTH OPR FD-I 113381429Y401	53/2010	5/11/2010	4/10/2012	28,639				0		0		0
15	GOLDMAN SACHS GRTH OPR FD-I 113381429Y401	53/2010	5/11/2010	4/10/2012	0				0		0		0
16	HOUSMAN STRATEGIC GROWTH FUND	448108100	9/27/2011	4/10/2012	7,188				0		0		0
17	HOUSMAN STRATEGIC GROWTH FUND	448108100	4/10/2008	8/6/2012	3,907				0		0		0
18	KEELEY SMALL CAP VAL FD CL 225.1	339128.00	5/6/2010	8/6/2012	1,884				0		0		0
19	KEELEY SMALL CAP VAL FD CL 225.1	339128.00	10/8/2010	8/6/2012	2,420				0		0		0
20	MERGER FD SH BEN INT	568569.00	10/9/2010	8/6/2012	234				0		0		0
21	WUSSMAN STRATEGIC GROWTH FUND	448108100	10/22/2011	8/6/2012	2,444				0		0		0
22	WUSSMAN STRATEGIC GROWTH FUND	448108100	5/3/2010	8/6/2012	148				0		0		0
23	PIIMOY BD USD H-INT 10	487300808	9/27/2011	8/6/2012	0				0		0		0
24	PIIMOY STRATEGIC GROWTH FUND	448108100	8/11/2010	8/6/2012	4,727				0		0		0
25	PIIMOY STRATEGIC GROWTH FUND	448108100	8/11/2010	8/6/2012	1,140				0		0		0
26	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	7/23/2010	2/6/2012	1,920				0		0		0
27	KEELEY SMALL CAP VAL FD CL 225.1	437300808	10/5/2009	2/6/2012	985				0		0		0
28	KEELEY SMALL CAP VAL FD CL 225.1	437300808	4/10/2009	2/6/2012	270				0		0		0
29	KEELEY SMALL CAP VAL FD CL 225.1	437300808	8/11/2010	2/6/2012	1,741				0		0		0
30	TRON PRICE BLUE CHIP GRWTH	778401008	2/13/2012	8/6/2012	2,946				0		0		0
31	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	4/28/2011	8/6/2012	974				0		0		0
32	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	8/11/2010	8/6/2012	508				0		0		0
33	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	8/11/2010	8/6/2012	1,409				0		0		0
34	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	4/28/2011	8/6/2012	2,156				0		0		0
35	SPDR DJI WILSHIRE INTERNATIONAL	718463-X063	4/27/2011	8/6/2012	270				0		0		0
36	TCM SMALL CAP GROWTH FUND	47787234-N849	6/3/2010	2/6/2012	1,921				0		0		0
37	TCM SMALL CAP GROWTH FUND	47787234-N849	8/13/2012	2/6/2012	0				0		0		0
38	TCM SMALL CAP GROWTH FUND	47787234-N849	8/13/2012	2/6/2012	532				0		0		0
39	TCM SMALL CAP GROWTH FUND	47787234-N849	8/13/2012	2/6/2012	1,927				0		0		0
40	TCM SMALL CAP GROWTH FUND	47787234-N849	5/20/2010	2/6/2012	8,241				0		0		0
41	TCM SMALL CAP GROWTH FUND	47787234-N849	5/20/2010	12/19/2012	1,744				0		0		0
42	TCM SMALL CAP GROWTH FUND	47787234-N849	8/13/2012	2/6/2012	7,810				0		0		0
43	TEMPLETON FOREIGN FD - ADV 604	880198508	2/13/2012	8/6/2012	7,608				0		0		0
44	TEMPLETON FOREIGN FD - ADV 604	880198508	11/18/2012	2/6/2012	0				0		0		0
45	VANGUARD NSEI EMERGING MARKETS	922042568	2/22/2011	8/6/2012	682				0		0		0
46	VANGUARD NSEI EMERGING MARKETS	922042568	4/28/2010	2/6/2012	88				0		0		0
47	VANGUARD NSEI EMERGING MARKETS	922042568	4/28/2010	2/6/2012	0				0		0		0
48	VANGUARD RETIT VIPER	922050553	4/28/2010	2/6/2012	4,442				0		0		0
49	VANGUARD RETIT VIPER	922050553	4/28/2010	2/6/2012	2,050				0		0		0
50	VANGUARD RETIT VIPER	922050553	4/28/2010	2/6/2012	1,993				0		0		0
51	WELL ADV INDEX FUND-ADMIN 88	949756588	2/8/2009	8/6/2012	524				0		0		0
52	WELL ADV INDEX FUND-ADMIN 88	949756588	2/8/2009	8/6/2012	3,375				0		0		0
53	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	2/8/2011	8/6/2012	1,123				0		0		0
54	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	5/6/2010	2/6/2012	7,926				0		0		0
55	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	4/24/2011	8/6/2012	2,791				0		0		0
56	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	7/16/2010	8/6/2012	6,574				0		0		0
57	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	7/16/2010	8/6/2012	1,397				0		0		0
58	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	7/16/2010	8/6/2012	0				0		0		0
59	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	10/25/2011	8/6/2012	1,877				0		0		0
60	WELL'S FARGO ADV C & LRG CAP VAL-I	949756588	11/18/2010	11/18/2012	1,537				0		0		0
61	WELL'S FARGO ADV INTL BONDS-I	4709498505682	10/8/2010	11/18/2012	442				0		0		0
62	WELL'S FARGO ADV INTL BONDS-I	4709498505682	11/18/2010	11/18/2012	2,902				0		0		0
63	WELL'S FARGO ADV INTL BONDS-I	4709498505682	7/23/2010	11/18/2012	0				0		0		0
64	WELL'S FARGO ADV INTL BONDS-I	4709498505682	7/23/2010	11/18/2012	6,553				0		0		0
65	WELL'S FARGO ADV INTL BONDS-I	4709498505682	7/23/2010	11/18/2012	1,397				0		0		0
66	WELL'S FARGO ADV INTL BONDS-I	4709498505682	7/23/2010	11/18/2012	0				0		0		0
67	WELL'S FARGO ADV CAPITAL GROWTH FUND	9498117322	2/26/2009	2/26/2012	7,458				0		0		0
68	WELL'S FARGO ADV DIV INTL FD-I	3113	10/8/2010	2/26/2012	60,747				0		0		0
69	WELL'S FARGO ADV DIV INTL FD-I	3113	10/8/2010	2/26/2012	121,886				0		0		0
70	WELL'S FARGO ADV DIV INTL FD-I	3113	10/8/2010	2/26/2012	0				0		0		0
71	WELL ADV GOV SECURITIES-3101	9498117322	6/1/2012	2/26/2012	0				0		0		0
72	WELL'S FARGO ADV EMG NKE-EINS-41	9497565751	10/8/2010	2/26/2012	2,728				0		0		0
73	WELL ADV GOV SECURITIES-3101	9498117322	2/13/2012	2/26/2012	3,307				0		0		0
74	WELL ADV GOV SECURITIES-3101	9498117322	11/18/2012	2/26/2012	0				0		0		0
75	WELL ADV GOV SECURITIES-3101	9498117322	8/1/2012	2/26/2012	0				0		0		0
76	WELL ADV SHORT-TERM BOND FUND-I	3113	2/6/2011	2/26/2012	7,734				0		0		0
77	WELL ADV SHORT-TERM BOND FUND-I	3113	4/28/2011	2/26/2012	5,321				0		0		0
78	WELL ADV SHORT-TERM BOND FUND-I	3113	4/28/2011	2/26/2012	0				0		0		0
79	WELL ADV SHORT-TERM BOND FUND-I	3113	5/6/2010	2/26/2012	0				0		0		0

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

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1	1	1,262
2	2	
3	3	
4	4	
5	12/11/2012	322
6	6	0
7	7	1,584