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

POSTMARK DATE MAY 15 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation
BUNGE, TOM F CHARITABLE TRUST

A Employer identification number
35-1886115

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

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)* ▶ $ 1,047,761

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))*

SCANNED MAY 21 2013

		(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	23,300	22,830		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	32,706			
b	Gross sales price for all assets on line 6a 357,987				
7	Capital gain net income (from Part IV, line 2)		32,706		
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	56,006	55,536	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	15,865	11,899		3,966
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,029			1,029
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	378	349		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	17,272	12,248	0	4,995
25	Contributions, gifts, grants paid	50,000			50,000
26	**Total expenses and disbursements** Add lines 24 and 25	67,272	12,248	0	54,995
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-11,266			
b	**Net investment income** (if negative, enter -0-)		43,288		
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	936	1,173	1,173
	2	Savings and temporary cash investments	40,571	39,045	39,045
	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)	851,275	838,034	1,007,543
	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)	892,782	878,252	1,047,761
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	892,782	878,252	
	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)	892,782	878,252	
	31	**Total liabilities and net assets/fund balances** (see instructions)	892,782	878,252	

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	892,782
2	Enter amount from Part I, line 27a	2	-11,266
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	980
4	Add lines 1, 2, and 3	4	882,496
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,244
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	878,252

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	32,706
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	49,661	1,049,513	0 047318
2010	43,875	991,807	0 044237
2009	57,778	871,876	0 066269
2008	61,829	1,184,200	0 052212
2007	59,568	1,274,183	0 046750

2 **Total** of line 1, column (d)	2	0 256786
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 051357
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,018,764
5 Multiply line 4 by line 3	5	52,321
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	433
7 Add lines 5 and 6	7	52,754
8 Enter qualifying distributions from Part XII, line 4	8	54,995

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	433
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	433
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	433
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 927		
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	927
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	494
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 433	**Refunded** ▶	11	61

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) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)*

			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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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? *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?	☐ 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 Phila	Trustee 4 00	15,865		

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	1,002,192
b	Average of monthly cash balances	1b	32,086
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,034,278
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	1,034,278
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	15,514
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,018,764
6	**Minimum investment return** Enter 5% of line 5	6	50,938

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	50,938
2a	Tax on investment income for 2012 from Part VI, line 5	2a	433		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	433
3	Distributable amount before adjustments Subtract line 2c from line 1			3	50,505
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	50,505
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	50,505

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	54,995
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	54,995
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	433
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	54,562

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					50,505
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				45,157	
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 ▶ $ 54,995					
a	Applied to 2011, but not more than line 2a				45,157	
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					9,838
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					40,667
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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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	50,000
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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	23,300	
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	32,706	
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		56,006	0

13 Total Add line 12, columns (b), (d), and (e) 13 56,006

(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 Schantz SVP Wells Fargo Bank N A | 4/18/2013 | 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		4/18/2013		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					
UNITED WAY					
Street					
3517 E JEFFERSON BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46615		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					7,500

Name					
HANNAH'S HOUSE					
Street					
518 W 4TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
MISHAWAKA		IN	46546		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
LIFE TREATMENT CENTERS					
Street					
1402 S MICHIGAN ST					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46613		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					10,000

Name					
CENTER FOR THE HOMELESS					
Street					
813 S MICHIGAN ST					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46601		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					10,000

Name					
SHELTER ASSOCIATION					
Street					
312 W HURRON					
City		**State**	**Zip Code**	**Foreign Country**	
ANN ARBOR		MI	48103		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
DIMAS HOUSE					
Street					
PO BOX 4571					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46634		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

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

Recipient(s) paid during the year

Name UNITED RELIGIOUS COMMUNITY				
Street 501 N MAIN STREET				
City SOUTH BEND	**State** IN	**Zip Code** 46601	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 7,500
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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

	Amount		Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	3,357		Capital Gains/Losses	357,987	325,281	32,706
Short Term CG Distributions	0		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	VANGUARD REIT VIPER	922908553			3/23/2009		7/9/2012	1,192	441				0	751
2	X	VANGUARD REIT VIPER	922908553			3/23/2009		7/2/2012	2,570	955				0	1,615
3	X	VANGUARD REIT VIPER	922908553			3/23/2009		5/8/2012	1,110	419				0	691
4	X	VANGUARD REIT VIPER	922908553			3/23/2009		2/10/2012	4,098	1 638				0	2,460
5	X	VANGUARD MSCI EMERGING	922042858			11/19/2010		7/9/2012	984	1,175				0	-191
6	X	TCW SMALL CAP GROWTH FI	87234N849			8/12/2011		12/19/2012	7,911	7,696				0	215
7	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		12/19/2012	8,789	8,910				0	-121
8	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		11/19/2012	12,177	12,959				0	-782
9	X	TCW SMALL CAP GROWTH FI	87234N849			5/10/2012		11/19/2012	2,417	2,584				0	-167
10	X	TCW SMALL CAP GROWTH FI	87234N849			5/10/2012		8/8/2012	294	301				0	-7
11	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		2/10/2012	1,472	1,360				0	112
12	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		8/8/2012	1,124	1,181				0	-57
13	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		7/9/2012	990	1,100				0	-110
14	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		7/2/2012	519	570				0	-51
15	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		7/2/2012	1,891	2,099				0	-208
16	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	5,063	5,053				0	10
17	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	18,115	18,077				0	38
18	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		7/2/2012	1,428	1,428				0	0
19	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	14,860	14,830				0	30
20	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/10/2012		11/19/2012	4,682	4,640				0	42
21	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		7/2/2012	2,079	2,027				0	52
22	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2011		8/8/2012	8,939	8,575				0	364
23	X	PIMCO FOREIGN BD FD USD	693390882			8/12/2011		7/9/2012	1,091	1,060				0	31
24	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		7/9/2012	1,161	1,148				0	13
25	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		7/2/2012	2,517	2,498				0	19
26	X	PIMCO TOTAL RET FD-INST #	693390700			2/5/2010		2/10/2012	19,065	18,825				0	240
27	X	OPPENHEIMER DEVELOPING	683974505			10/19/2010		11/19/2012	1 222	1,248				0	-26
28	X	OPPENHEIMER DEVELOPING	683974505			10/19/2010		7/9/2012	820	887				0	-67
29	X	OPPENHEIMER DEVELOPING	683974505			2/4/2011		7/9/2012	272	301				0	-29
30	X	OPPENHEIMER DEVELOPING	683974505			11/23/2010		7/9/2012	468	508				0	-40
31	X	MERGER FD SH BEN INT #260	589509108			5/3/2010		7/9/2012	900	896				0	4
32	X	MERGER FD SH BEN INT #260	589509108			10/19/2010		7/9/2012	745	752				0	-7
33	X	MAINSTAY EP US EQUITY-INS	56063J302			5/5/2009		8/8/2012	16,264	13,638				0	2,626
34	X	MAINSTAY EP US EQUITY-INS	56063J302			5/5/2009		7/9/2012	986	853				0	133
35	X	MAINSTAY EP US EQUITY-INS	56063J302			5/5/2009		5/8/2012	1,451	1,245				0	206
36	X	MAINSTAY EP US EQUITY-INS	56063J302			5/5/2009		2/10/2012	17,538	15,113				0	2,425
37	X	MFS VALUE FUND-CLASS I #8	552983694			2/4/2011		8/8/2012	1,701	1,618				0	83
38	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		7/9/2012	307	309				0	-2
39	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/9/2012	697	709				0	-12
40	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		7/9/2012	989	962				0	27
41	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/2/2012	1,619	1,629				0	-10
42	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/19/2010		8/8/2012	8,962	9,173				0	-211
43	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/19/2010		7/9/2012	990	1,033				0	-43
44	X	KEELEY SMALL CAP VAL FD (	487300808			8/12/2011		8/8/2012	491	428				0	63
45	X	KEELEY SMALL CAP VAL FD (	487300808			8/12/2011		7/9/2012	94	84				0	10
46	X	KEELEY SMALL CAP VAL FD (	487300808			5/10/2012		7/9/2012	2,120	2,128				0	-8
47	X	KEELEY SMALL CAP VAL FD (	487300808			8/12/2011		2/10/2012	2,190	1 914				0	276
48	X	ISHARES S & P 500 INDEX FU	464287200			3/23/2009		7/2/2012	1,367	817				0	550
49	X	ISHARES S & P 500 INDEX FU	464287200			3/23/2009		5/8/2012	17 278	10,371				0	6,907
50	X	ISHARES S & P 500 INDEX FU	464287200			3/23/2009		2/10/2012	1,480	898				0	582
51	X	HUSSMAN STRATEGIC GROW	448108100			10/19/2009		8/8/2012	2,923	3,366				0	-443
52	X	HUSSMAN STRATEGIC GROW	448108100			10/19/2010		8/8/2012	2,591	3 054				0	-463
53	X	HUSSMAN STRATEGIC GROW	448108100			2/5/2010		8/8/2012	554	640				0	-86
54	X	HUSSMAN STRATEGIC GROW	448108100			5/5/2009		8/8/2012	884	1,052				0	-168
55	X	HUSSMAN STRATEGIC GROW	448108100			5/8/2008		8/8/2012	6,216	8,545				0	-2,329
56	X	HUSSMAN STRATEGIC GROW	448108100			5/8/2008		7/9/2012	1,306	1,744				0	-438
57	X	HARBOR CAPITAL APRCTION	411511504			5/5/2009		8/8/2012	1,038	650				0	388
58	X	HARBOR CAPITAL APRCTION	411511504			5/5/2009		7/9/2012	1,012	650				0	362
59	X	HARBOR CAPITAL APRCTION	411511504			5/5/2009		7/2/2012	1,560	988				0	572
60	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/12/2011		4/10/2012	5,011	4,473				0	538
61	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		4/10/2012	28,682	22,507				0	6,175
62	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		8/8/2012	1,324	918				0	406
63	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		7/2/2012	1,559	1,105				0	454
64	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		5/8/2012	3,280	2,341				0	939
65	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		2/10/2012	1,236	918				0	318
66	X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		7/2/2012	1,323	1,386				0	-63
67	X	DODGE & COX INCOME FD C(	256210105			5/5/2009		11/19/2012	8,071	7,005				0	1,066
68	X	DODGE & COX INCOME FD C(	256210105			8/10/2012		11/19/2012	5,650	5,593				0	57

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

	Amount
Long Term CG Distributions	3,357
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	357,987	325,281	32,706
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	DODGE & COX INCOME FD C(	256210105			5/10/2012		11/19/2012	4,092	4,022				0	70
70	X	DODGE & COX INCOME FD C(	256210105			10/19/2009		11/19/2012	18,001	16,696				0	1,305
71	X	DODGE & COX INCOME FD C(	256210105			5/10/2012		7/9/2012	1,081	1,082				0	-1
72	X	DODGE & COX INCOME FD C(	256210105			5/10/2012		7/2/2012	2,022	2,026				0	-4
73	X	DODGE & COX INCOME FD C(	256210105			10/19/2009		2/10/2012	31	30				0	1
74	X	DODGE & COX INCOME FD C(	256210105			10/24/2011		2/10/2012	2,816	2,752				0	64
75	X	DODGE & COX INCOME FD C(	256210105			4/28/2011		2/10/2012	1,546	1,524				0	22
76	X	DODGE & COX INCOME FD C(	256210105			2/4/2011		2/10/2012	14,402	14,000				0	402
77	X	DODGE & COX INT L STOCK F	256206103			2/5/2010		11/19/2012	1,899	1,731				0	168
78	X	DODGE & COX INT L STOCK F	256206103			5/10/2012		8/8/2012	4,051	3,952				0	99
79	X	DODGE & COX INT'L STOCK F	256206103			2/14/2012		8/8/2012	1,692	1,715				0	-23
80	X	DODGE & COX INT'L STOCK F	256206103			11/23/2010		8/8/2012	2,975	3,228				0	-253
81	X	DODGE & COX INT'L STOCK F	256206103			11/23/2010		7/9/2012	1,602	1,844				0	-242
82	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		7/2/2012	1,390	1,288				0	102
83	X	CREDIT SUISSE COMM RT ST	22544R305			8/12/2011		8/8/2012	996	1,098				0	-102
84	X	CREDIT SUISSE COMM RT ST	22544R305			8/12/2011		7/9/2012	1,530	1,738				0	-208
85	X	CREDIT SUISSE COMM RT ST	22544R305			8/12/2011		7/2/2012	1,746	2,040				0	-294
86	X	ARTISAN INTERNATIONAL FU	04314H204			3/23/2009		8/8/2012	5,414	3,299				0	2,115
87	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		8/8/2012	3,154	2,854				0	300
88	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		7/9/2012	990	954				0	36
89	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2011		7/2/2012	1,491	1,410				0	81

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,029	0	0	1,029
	Description				
1	TAX PREP FEES	1,029			1,029

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		378	349	0	0
	Description				
1	FOREIGN TAXES PAID	349	349		
2	ESTIMATED EXCISE PAYMENTS	29			

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
			851,275	838,034	1,007,543
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	35,350	62,266
3	DODGE & COX INCOME FD COM 147		0	13,073	14,989
4	HARBOR CAPITAL APRCTION-INST 2012		0	47,033	75,688
5	MERGER FD SH BEN INT 260		0	19,996	20,123
6	PIMCO TOTAL RET FD-INST 35		0	99,517	99,260
7	PIMCO FOREIGN BD FD USD H-INST 103		0	8,687	8,842
8	T ROWE PRICE SHORT TERM BD FD 55		0	4,879	5,020
9	ARTISAN MID CAP FUND-INSTL 1333		0	35,566	34,989
10	ISHARES RUSSELL 2000 GROWTH		0	31,815	32,787
11	ISHARES S & P 500 INDEX FUND		0	30,335	42,942
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	8,983	8,805
13	DODGE & COX INT'L STOCK FD 1048		0	53,496	62,058
14	MFS VALUE FUND-CLASS I 893		0	52,600	56,070
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	49,550	51,517
16	JP MORGAN MID CAP VALUE-I 758		0	20,514	29,596
17	HUSSMAN STRATEGIC GROWTH FUND 6(		0	28,090	24,223
18	VANGUARD REIT VIPER		0	17,529	42,573
19	VANGUARD EMERGING MARKETS ETF		0	31,383	45,465
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	42,068	44,408
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	29,688	42,921
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	37,576	41,742
23	RIDGEWORTH SEIX HY BD-I 5855		0	43,342	51,488
24	GATEWAY FUND - Y 1986		0	25,226	24,950
25	CREDIT SUISSE COMM RT ST-CO 2156		0	53,780	49,260
26	KEELEY SMALL CAP VAL FD CL I 2251		0	17,958	35,561

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	150
2	Mutual Fund & CTF Income Additions	2	830
3	Total	3	980

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

1	Mutual Fund & CTF Income Subtraction	1	3,747
2	PY Return of Capital Adjustment	2	497
3	Total	3	4,244

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

	Amount
Long Term CG Distributions	3,357
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
						354,630	0	0	325,261	29 349	0	0	0	29,349
1	VANGUARD REIT VIPER	922908553		3/23/2009	7/9/2012	1 192		0	441	751	0	0	0	751
2	VANGUARD REIT VIPER	922908553		3/23/2009	7/2/2012	2 570		0	955	1 615	0	0	0	1 615
3	VANGUARD REIT VIPER	922908553		3/23/2009	5/8/2012	1 110		0	419	691	0	0	0	691
4	VANGUARD REIT VIPER	922908553		3/23/2009	2/10/2012	4 098		0	1 638	2 460	0	0	0	2 460
5	VANGUARD MSCI EMERGING MARKETS	922042858		11/19/2010	7/9/2012	984		0	1 175	191	0	0	0	191
6	TCW SMALL CAP GROWTH FUND-I #47	87234N849		8/12/2011	12/19/2012	7 911		0	7,696	215	0	0	0	215
7	TCW SMALL CAP GROWTH FUND I #47	87234N849		5/3/2010	12/19/2012	8 789		0	8 910	121	0	0	0	121
8	TCW SMALL CAP GROWTH FUND-I #47	87234N849		5/3/2010	11/19/2012	12,177		0	12 959	782	0	0	0	782
9	TCW SMALL CAP GROWTH FUND-I #47	87234N849		5/10/2012	11/19/2012	2,417		0	2 584	167	0	0	0	167
10	TCW SMALL CAP GROWTH FUND-I #47	87234N849		5/10/2012	8/8/2012	294		0	301	-7	0	0	0	7
11	TCW SMALL CAP GROWTH FUND I #47	87234N849		5/3/2010	2/10/2012	1,472		0	1 360	112	0	0	0	112
12	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	8/8/2012	1,124		0	1 181	57	0	0	0	-57
13	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	7/9/2012	990		0	1 100	110	0	0	0	-110
14	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	7/2/2012	519		0	570	51	0	0	0	51
15	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	7/2/2012	1 891		0	2 099	208	0	0	0	208
16	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	11/19/2012	5 063		0	5 053	10	0	0	0	10
17	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	8/8/2012	18 115		0	18 077	38	0	0	0	38
18	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	7/2/2012	1,428		0	1 428	0	0	0	0	0
19	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	5/8/2012	14 860		0	14 830	30	0	0	0	30
20	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/10/2012	11/19/2012	4 682		0	4 640	42	0	0	0	42
21	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/24/2011	7/2/2012	2 079		0	2 027	52	0	0	0	52
22	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/12/2011	8/8/2012	8 939		0	8 575	364	0	0	0	364
23	PIMCO FOREIGN BD FD USD H INST #1	693390882		8/12/2011	7/9/2012	1 091		0	1,060	31	0	0	0	31
24	PIMCO TOTAL RET FD INST #35	693390700		5/10/2012	7/9/2012	1 161		0	1 148	13	0	0	0	13
25	PIMCO TOTAL RET FD INST #35	693390700		5/10/2012	7/2/2012	2 517		0	2 498	19	0	0	0	19
26	PIMCO TOTAL RET FD-INST #35	693390700		2/5/2010	2/10/2012	19 065		0	18 825	240	0	0	0	240
27	OPPENHEIMER DEVELOPING MKT Y #7	683974505		10/19/2010	11/19/2012	1 222		0	1 248	26	0	0	0	26
28	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		10/19/2010	7/9/2012	820		0	887	67	0	0	0	-67
29	OPPENHEIMER DEVELOPING MKT Y #7	683974505		2/4/2011	7/9/2012	272		0	301	29	0	0	0	29
30	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		11/23/2010	7/9/2012	468		0	508	40	0	0	0	-40
31	MERGER FD SH BEN INT #260	589509108		5/3/2010	7/9/2012	900		0	896	4	0	0	0	4
32	MERGER FD SH BEN INT #260	589509108		10/19/2010	7/9/2012	745		0	752	7	0	0	0	-7
33	MAINSTAY EP US EQUITY-INS #1204	56063J302		5/5/2009	8/8/2012	16 264		0	13 638	2 626	0	0	0	2 626
34	MAINSTAY EP US EQUITY INS #1204	56063J302		5/5/2009	7/9/2012	986		0	853	133	0	0	0	133
35	MAINSTAY EP US EQUITY-INS #1204	56063J302		5/5/2009	5/8/2012	1 451		0	1 245	206	0	0	0	206
36	MAINSTAY EP US EQUITY INS #1204	56063J302		5/5/2009	2/10/2012	17 538		0	15 113	2 425	0	0	0	2 425
37	MFS VALUE FUND-CLASS I #893	552983694		2/4/2011	8/8/2012	1 701		0	1 618	83	0	0	0	83
38	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	7/9/2012	307		0	309	-2	0	0	0	2
39	MFS VALUE FUND CLASS I #893	552983694		5/10/2012	7/9/2012	697		0	709	12	0	0	0	12
40	RIDGEWORTH SEIX HY BD I #5855	76628T645		10/24/2011	7/9/2012	989		0	962	27	0	0	0	27
41	MFS VALUE FUND CLASS I #893	552983694		5/10/2012	7/2/2012	1 619		0	1 629	-10	0	0	0	10
42	LAUDUS MONDRIAN INTL FI INST #294	51855Q655		10/19/2010	8/8/2012	8 962		0	9,173	-211	0	0	0	211
43	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		10/19/2010	7/9/2012	990		0	1 033	-43	0	0	0	-43
44	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	8/8/2012	491		0	428	63	0	0	0	63
45	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	7/9/2012	94		0	84	10	0	0	0	10
46	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	7/9/2012	2 120		0	2 128	-8	0	0	0	8
47	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/12/2011	2/10/2012	2 190		0	1 914	276	0	0	0	276
48	ISHARES S & P 500 INDEX FUND	464287200		3/23/2009	7/2/2012	1 367		0	817	550	0	0	0	550
49	ISHARES S & P 500 INDEX FUND	464287200		3/23/2009	5/8/2012	17 278		0	10 371	6 907	0	0	0	6 907
50	ISHARES S & P 500 INDEX FUND	464287200		3/23/2009	2/10/2012	1 480		0	898	582	0	0	0	582
51	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/19/2009	8/8/2012	2 923		0	3,366	-443	0	0	0	443
52	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/19/2010	8/8/2012	2 591		0	3 054	-463	0	0	0	-463
53	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/5/2010	8/8/2012	554		0	640	-86	0	0	0	86
54	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/5/2009	8/8/2012	884		0	1 052	168	0	0	0	168
55	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/8/2008	8/8/2012	6 216		0	8 545	-2 329	0	0	0	2 329
56	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/8/2008	7/9/2012	1 306		0	1 744	-438	0	0	0	-438
57	HARBOR CAPITAL APRCTION INST #20	411511504		5/5/2009	8/8/2012	1 038		0	650	388	0	0	0	388
58	HARBOR CAPITAL APRCTION INST #20	411511504		5/5/2009	7/9/2012	1 012		0	650	362	0	0	0	362
59	HARBOR CAPITAL APRCTION INST #20	411511504		5/5/2009	7/2/2012	1 560		0	988	572	0	0	0	572
60	GOLDMAN SACHS GRTH OPP FD I #11	38142Y401		8/12/2011	4/10/2012	5 011		0	4 473	538	0	0	0	538
61	GOLDMAN SACHS GRTH OPP FD I #11	38142Y401		2/5/2010	4/10/2012	28 682		0	22 507	6 175	0	0	0	6 175
62	JP MORGAN MID CAP VALUE I #758	339128100		2/5/2010	8/8/2012	1 324		0	918	406	0	0	0	406
63	JP MORGAN MID CAP VALUE I #758	339128100		2/5/2010	7/2/2012	1 559		0	1 105	454	0	0	0	454
64	JP MORGAN MID CAP VALUE I #758	339128100		2/5/2010	5/8/2012	3 280		0	2 341	939	0	0	0	939
65	JP MORGAN MID CAP VALUE I #758	339128100		2/5/2010	2/10/2012	1 236		0	918	318	0	0	0	318
66	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/12/2011	7/2/2012	1 323		0	1 386	63	0	0	0	-63
67	DODGE & COX INCOME FD COM #147	256210105		5/5/2009	11/19/2012	8 071		0	7 005	1,066	0	0	0	1 066
68	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	11/19/2012	5 650		0	5 593	57	0	0	0	57
69	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	11/19/2012	4 092		0	4 022	70	0	0	0	70
70	DODGE & COX INCOME FD COM #147	256210105		10/19/2009	11/19/2012	18 001		0	16 696	1 305	0	0	0	1 305
71	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	7/9/2012	1 081		0	1 082	1	0	0	0	-1
72	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	7/2/2012	2 022		0	2 026	-4	0	0	0	-4
73	DODGE & COX INCOME FD COM #147	256210105		10/19/2009	2/10/2012	31		0	30	1	0	0	0	1
74	DODGE & COX INCOME FD COM #147	256210105		10/24/2011	2/10/2012	2,816		0	2,752	64	0	0	0	64
75	DODGE & COX INCOME FD COM #147	256210105		4/28/2011	2/10/2012	1 546		0	1 524	22	0	0	0	22
76	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012	14 402		0	14 000	402	0	0	0	402
77	DODGE & COX INT'L STOCK FD #1048	256206103		2/5/2010	11/19/2012	1 899		0	1 731	168	0	0	0	168
78	DODGE & COX INT'L STOCK FD #1048	256206103		5/10/2012	8/8/2012	4 051		0	3 952	99	0	0	0	99
79	DODGE & COX INT'L STOCK FD #1048	256206103		2/14/2012	8/8/2012	1 692		0	1 715	23	0	0	0	-23
80	DODGE & COX INT'L STOCK FD #1048	256206103		11/23/2010	8/8/2012	2 975		0	3 228	253	0	0	0	253
81	DODGE & COX INT'L STOCK FD #1048	256206103		11/23/2010	7/9/2012	1 602		0	1 844	242	0	0	0	242
82	DIAMOND HILL LONG SHORT FD CL I #	25264S833		5/3/2010	7/2/2012	1 390		0	1 288	102	0	0	0	102
83	CREDIT SUISSE COMM RT ST CO #215	22544R305		8/12/2011	8/8/2012	996		0	1 098	102	0	0	0	102
84	CREDIT SUISSE COMM RT ST-CO #215	22544R305		8/12/2011	7/9/2012	1 530		0	1 738	208	0	0	0	208

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

	Amount
Long Term CG Distributions	3 357
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
						354,630	0	0	325,281	29,349	0	0	0	29,349
85	CREDIT SUISSE COMM RT ST CO #2156	22544R305		8/12/2011	7/2/2012	1 746		0	2 040	294	0	0	0	-294
86	ARTISAN INTERNATIONAL FUND #661	04314H204		3/23/2009	8/8/2012	5 414		0	3 299	2 115	0	0	0	2 115
87	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	8/8/2012	3 154		0	2 854	300	0	0	0	300
88	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	7/9/2012	990		0	954	36	0	0	0	36
89	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2011	7/2/2012	1 491		0	1 410	81	0	0	0	81

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
										15 865	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	15,865	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	898
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment	12/11/2012	5	29
6	Other payments		6	0
7	Total		7	927

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	45,157
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	45,157