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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>STAR BRIGHT FDN</b>		<b>A Employer identification number</b> 35-2048031
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A 101N Independence Mall E MACY1372-062		<b>B Telephone number (see instructions)</b> (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1 Foreign organizations, check here</b> <input type="checkbox"/> <b>2 Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 484,964	<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>		

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	13,809	13,649		
<b>5 a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	5,962			
<b>b</b> Gross sales price for all assets on line 6a	107,075			
<b>7</b> Capital gain net income (from Part IV, line 2)		5,962		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	19,771	19,611	0	
<b>13</b> Compensation of officers, directors, trustees, etc	7,063	5,297		1,766
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)	1,029			1,029
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)	1,323	151		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	9,415	5,448	0	2,795
<b>25</b> Contributions, gifts, grants paid	23,345			23,345
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	32,760	5,448	0	26,140
<b>27 Subtract line 26 from line 12</b>				
<b>a Excess of revenue over expenses and disbursements</b>	-12,989			
<b>b Net investment income</b> (if negative, enter -0-)		14,163		
<b>c Adjusted net income</b> (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	234	1,178	1,178
	2 Savings and temporary cash investments	18,285	17,624	17,624
	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)	25,172		
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	403,408	414,464	466,164	
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)	447,099	433,266	484,966	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	447,099	433,266	
	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)	447,099	433,266		
31 Total liabilities and net assets/fund balances (see instructions)	447,099	433,266		

## 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	447,099
2 Enter amount from Part I, line 27a	2	-12,989
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,018
4 Add lines 1, 2, and 3	4	435,128
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,862
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	433,266

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,962
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	26,975	490,646	0.054979
2010	23,733	475,847	0.049875
2009	24,378	445,782	0.054686
2008	30,458	533,035	0.057141
2007	47,886	585,335	0.081810

2 Total of line 1, column (d)	2	0.298491
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	0.059698
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	477,425
5 Multiply line 4 by line 3	5	28,501
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	142
7 Add lines 5 and 6	7	28,643
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	26,140

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax 283 Refunded 116

**Part VII-A Statements Regarding Activities**

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

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

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

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation \$ (2) On foundation managers \$

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

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

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

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

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

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1919 Douglas St 2nd FL MACN8000-027 Omaha NE ZIP+4 ► 68102-1317			
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 X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

N/A

6b

X

7b

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1919 Douglas St 2nd FL MACN8000-027 Omah	Trustee 4 00	7,063		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	465,470
<b>b</b>	Average of monthly cash balances	<b>1b</b>	19,225
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	484,695
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	484,695
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	7,270
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	477,425
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	23,871

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	23,871
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	283
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	283
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	23,588
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	650
<b>5</b>	Add lines 3 and 4	<b>5</b>	24,238
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	24,238

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	26,140
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	26,140
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	26,140

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				24,238
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			15,460	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 26,140				
<b>a</b> Applied to 2011, but not more than line 2a			15,460	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				10,680
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				13,558
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> 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)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test—enter**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				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	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)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	23,345
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>▶ 3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	13,809	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	5,962	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		19,771	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	19,771

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

[illegible]

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

- |  |              |    |
|--|--------------|----|
| <b>1</b> 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?   | Yes          | No |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |              |    |
| <b>(1)</b> Cash  | <b>1a(1)</b> | X  |
| <b>(2)</b> Other assets  | <b>1a(2)</b> | X  |
| <b>b</b> Other transactions  |              |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> | X  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> | X  |
| <b>(3)</b> Rental of facilities, equipment, or other assets  | <b>1b(3)</b> | X  |
| <b>(4)</b> Reimbursement arrangements  | <b>1b(4)</b> | X  |
| <b>(5)</b> Loans or loan guarantees  | <b>1b(5)</b> | X  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    | X  |
| <b>d</b> 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 |              |    |


[illegible]

- 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

<b>Sign Here</b>	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.		
	<u>SVP Wells Fargo Bank N.A.</u>	<u>4/24/2013</u>	<u>SVP Wells Fargo Bank N.A.</u>
	Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		4/24/2013		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	

STAR BRIGHT FDN

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

Recipient(s) paid during the year

**Name**

PURDUE UNIVERSITY

**Street**

101 N Grant St #110

**City**

West Lafayette

**State**

IN

**Zip Code**

47907

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

6,670

**Name**

IPFW

**Street**

2101 E Coliseum Blvd

**City**

Fort Wayne

**State**

IN

**Zip Code**

46835

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

4,002

**Name**

BETHEL COLLEGE

**Street**

1001 Bethel Cir

**City**

Mishawaka

**State**

IN

**Zip Code**

46545

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,334

**Name**

INDIANA UNIVERSITY

**Street**

107 S Indiana Ave

**City**

Bloomington

**State**

IN

**Zip Code**

47405

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

1,334

**Name**

BALL STATE UNIVERSITY

**Street**

2000 W University Ave

**City**

Muncie

**State**

IN

**Zip Code**

47306

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,335

**Name**

BUTLER UNIVERSITY

**Street**

4600 Sunset Ave

**City**

Indianapolis

**State**

IN

**Zip Code**

46208

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

STAR BRIGHT FDN

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

Recipient(s) paid during the year

**Name**

HUNTINGTON COLLEGE

**Street**

2303 College Avenue

**City**

Huntington

**State**

IN

**Zip Code**

46750

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

**Name**

TAYLOR UNIVERSITY

**Street**

236 W Reade Ave

**City**

Upland

**State**

IN

**Zip Code**

46989

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

**Name**

INDIANA TECH

**Street**

1600 E Washington Blvd

**City**

Fort Wayne

**State**

IN

**Zip Code**

46803

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

**Name**

ST MARY IN NOTRE DAME

**Street**

116 Le Mans Dr

**City**

Notre Dame

**State**

IN

**Zip Code**

46556

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

**Name**

UNIVERSITY OF ST FRANCIS

**Street**

500 Wilcox St

**City**

Joliet

**State**

IL

**Zip Code**

60435

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667

**Name**

UNIVERSITY OF CINCINNATI

**Street**

2600 Clifton Ave

**City**

Cincinnati

**State**

OH

**Zip Code**

45221

**Foreign Country****Relationship**

NONE

**Foundation Status**

501 (c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

667



STAR BRIGHT FDN

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

Recipient(s) paid during the year

Name

UNIVERSITY OF FINDLAY

Street

1000 N Main St

City

Findlay

State

OH

Zip Code

45840

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

667

Name

UNIVERSITY OF INDIANAPOLIS

Street

1400 E Hanna Ave

City

Indianapolis

State

IN

Zip Code

46227

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

667

Name

INDIANA WESLEYAN UNIVERSITY

Street

4201 S Washington St

City

Marion

State

IN

Zip Code

46953

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

667

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		Net Gain	
		Long Term CG Distributions	1 161					Capital Gains/Losses	107,075		101 113		5,962	
		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	MERGER FD SH BEN INT 260	569509108		1/18/2011		8/9/2012	334	333				0	-1
2	X	PIMCO FOREIGN BD FD USD	693390882		2/13/2012		7/19/2012	1,170	1,127				0	43
3	X	PIMCO FOREIGN BD FD USD	693390882		2/13/2012		8/9/2012	498	478				0	20
4	X	PIMCO FOREIGN BD FD USD	693390882		8/11/2011		8/9/2012	6,077	5,830				0	247
5	X	RIDGEWORTH SEIX HY BD-I	766281845		1/18/2011		7/19/2012	742	758				0	-16
6	X	RIDGEWORTH SEIX HY BD-I	766281845		1/18/2011		8/9/2012	2,726	2,762				0	-36
7	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		5/9/2012	325	370				0	-45
8	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/27/2011		5/9/2012	397	448				0	51
9	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/27/2011		7/19/2012	585	611				0	-26
10	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		7/19/2012	75	81				0	-6
11	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		8/9/2012	193	203				0	-10
12	X	AMEX MATERIALS SPDR	81369Y100		7/6/2009		5/24/2012	138	99				0	37
13	X	AMEX HEALTH CARE SPDR	81369Y208		7/6/2009		5/9/2012	626	440				0	186
14	X	AMEX HEALTH CARE SPDR	81369Y208		5/24/2012		7/19/2012	504	473				0	31
15	X	AMEX HEALTH CARE SPDR	81369Y208		5/24/2012		11/19/2012	542	509				0	33
16	X	AMEX HEALTH CARE SPDR	81369Y208		8/9/2012		11/19/2012	426	424				0	2
17	X	AMEX HEALTH CARE SPDR	81369Y208		7/6/2009		11/19/2012	812	544				0	268
18	X	CONSUMER STAPLES SECTO	81369Y308		10/21/2011		2/9/2012	748	721				0	27
19	X	CONSUMER STAPLES SECTO	81369Y308		7/6/2009		2/9/2012	195	140				0	55
20	X	CONSUMER STAPLES SECTO	81369Y308		7/6/2009		5/9/2012	848	583				0	265
21	X	CONSUMER STAPLES SECTO	81369Y308		7/6/2009		7/19/2012	493	326				0	167
22	X	AMEX CONSUMER DISCR SP	81369Y407		7/6/2009		7/19/2012	797	403				0	394
23	X	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011		2/9/2012	1,256	1,156				0	100
24	X	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011		5/9/2012	269	272				0	-3
25	X	AMEX ENERGY SELECT SPDR	81369Y506		7/6/2009		5/9/2012	1,076	725				0	351
26	X	AMEX ENERGY SELECT SPDR	81369Y506		5/24/2012		5/9/2012	585	408				0	177
27	X	AMEX FINANCIAL SELECT SP	81369Y605		4/28/2011		2/9/2012	265	291				0	-26
28	X	AMEX FINANCIAL SELECT SP	81369Y605		7/6/2009		2/9/2012	691	536				0	155
29	X	AMEX FINANCIAL SELECT SP	81369Y605		7/6/2009		7/19/2012	582	456				0	126
30	X	AMEX FINANCIAL SELECT SP	81369Y605		8/9/2012		11/19/2012	272	269				0	3
31	X	AMEX FINANCIAL SELECT SP	81369Y605		7/6/2009		11/19/2012	1,210	913				0	297
32	X	AMEX INDUSTRIAL SPDR	81369Y704		7/6/2009		5/9/2012	1,878	999				0	879
33	X	AMEX TECHNOLOGY SELECT	81369Y803		10/21/2011		7/19/2012	930	818				0	112
34	X	AMEX UTILITIES SPDR	81369Y886		7/6/2009		5/9/2012	887	687				0	200
35	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		5/9/2012	5,903	5,862				0	41
36	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		7/19/2012	1,707	1,662				0	45
37	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		8/9/2012	1,603	1,575				0	28
38	X	VANGUARD INTERMEDIATE T	921937819		2/2/2011		8/9/2012	356	329				0	27
39	X	VANGUARD SHORT TERM BO	921937827		12/29/2009		2/9/2012	1,136	1,115				0	21
40	X	VANGUARD SHORT TERM BO	921937827		5/9/2012		7/19/2012	4,391	4,385				0	6
41	X	VANGUARD SHORT TERM BO	921937827		5/9/2012		8/9/2012	3,569	3,573				0	-4
42	X	VANGUARD SHORT TERM BO	921937827		12/29/2009		8/9/2012	1,541	1,514				0	27
43	X	VANGUARD MSCI EMERGING	922042858		8/9/2011		2/9/2012	1,412	1,317				0	95
44	X	VANGUARD MSCI EMERGING	922042858		8/9/2011		7/19/2012	719	741				0	-23
45	X	VANGUARD REIT VIPER	922908553		10/21/2011		2/9/2012	1,877	1,626				0	251
46	X	VANGUARD REIT VIPER	922908553		7/6/2009		7/19/2012	1,060	475				0	585
47	X	VANGUARD REIT VIPER	922908553		7/6/2009		8/9/2012	394	173				0	221
48	X	CREDIT SUISSE COMM RT ST	22544R305		8/11/2011		7/19/2012	869	953				0	-84
49	X	CREDIT SUISSE COMM RT ST	22544R305		8/11/2011		8/9/2012	801	879				0	-78
50	X	DREYFUS EMG MKT DEBT LO	261980494		8/11/2011		7/19/2012	625	639				0	-14
51	X	DRIEHAUS ACTIVE INCOME F	262028855		8/11/2011		8/9/2012	167	169				0	-2
52	X	FED NATL MTO ASSN - 4 375	31359MPF4		9/28/2004		9/19/2012	25,000	25,172				0	-172
53	X	HUSSMAN STRATEGIC GROV	448108100		6/8/2006		7/19/2012	605	852				0	-247
54	X	HUSSMAN STRATEGIC GROV	448108100		6/8/2006		8/9/2012	2,486	3,600				0	-1,114
55	X	ISHARES MSCI EAFE	464287465		2/15/2007		2/9/2012	325	458				0	-133
56	X	ISHARES MSCI EAFE	464287465		8/13/2005		2/9/2012	217	208				0	9
57	X	ISHARES MSCI EAFE	464287465		10/21/2011		7/19/2012	1,256	1,262				0	-6
58	X	ISHARES MSCI EAFE	464287465		6/13/2005		8/9/2012	2,223	2,237				0	-14
59	X	ISHARES MSCI EAFE	464287465		8/13/2005		11/19/2012	574	572				0	2
60	X	ISHARES S&P MIDCAP 400 GF	464287606		10/21/2011		2/9/2012	877	784				0	93
61	X	ISHARES S&P MIDCAP 400 GF	464287606		5/9/2012		7/19/2012	535	542				0	-7
62	X	ISHARES S&P MIDCAP 400 VA	464287705		12/28/2009		2/9/2012	592	1,276				0	-316
63	X	ISHARES S&P MIDCAP 400 VA	464287705		12/28/2009		5/9/2012	823	871				0	-152
64	X	ISHARES S&P MIDCAP 400 VA	464287705		12/28/2009		7/19/2012	493	403				0	90
65	X	ISHARES TR SMALLCAP 600 I	464287804		12/28/2009		2/9/2012	3,106	2,285				0	821
66	X	ISHARES TR SMALLCAP 600 I	464287804		10/21/2011		2/9/2012	456	386				0	69
67	X	ISHARES TR SMALLCAP 600 I	464287804		5/9/2012		7/19/2012	814	800				0	14
68	X	ISHARES TR SMALLCAP 600 I	464287804		10/21/2011		7/19/2012	74	64				0	10

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

										Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Amount								Capital Gains/Losses		107,075		101,113		5,962	
Long Term CG Distributions		1,181								Other sales		0		0		0	
Short Term CG Distributions		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	LAUDUS MONDRIAN INTL FII	518550655		2/13/2012		7/19/2012	1,148	1,149				0	1			
70	X	LAUDUS MONDRIAN INTL FII	518550655		2/13/2012		8/8/2012	1,357	1,358				0	-1			
71	X	LAUDUS MONDRIAN INTL FII	518550655		1/18/2011		8/8/2012	4,895	4,824				0	71			

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

		1,029	0	0	1,029
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Tax Prep Fee	1,029			1,029

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

		1,323	151	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	151	151		
2	PY Excise Tax Due	490			
3	Estimated Excise Payments	682			

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

		403,408	414,464	466,164	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	MERGER FD SH BEN INT 260		0	9,623	9,600
3	PIMCO FOREIGN BD FD USD H-INST 103		0	20,633	20,794
4	CONSUMER STAPLES SECTOR SPDR TR		0	3,950	5,689
5	AMEX FINANCIAL SELECT SPDR		0	5,225	7,507
6	AMEX MATERIALS SPDR		0	2,251	2,778
7	AMEX TECHNOLOGY SELECT SPDR		0	8,277	12,752
8	AMEX ENERGY SELECT SPDR		0	3,308	5,214
9	ISHARES TR SMALLCAP 600 INDEX FD		0	13,762	21,399
10	ISHARES S&P MIDCAP 400 VALUE		0	7,707	9,784
11	LAUDUS MONDRIAN INTL FI-INST 2940		0	21,434	21,222
12	AMEX INDUSTRIAL SPDR		0	3,124	5,571
13	AMEX HEALTH CARE SPDR		0	3,522	5,424
14	AMEX CONSUMER DISCR SPDR		0	4,392	7,543
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	23,330	24,427
16	DRIEHAUS ACTIVE INCOME FUND		0	9,569	9,685
17	HUSSMAN STRATEGIC GROWTH FUND 6		0	15,824	11,765
18	VANGUARD REIT VIPER		0	7,148	14,608
19	VANGUARD EMERGING MARKETS ETF		0	18,576	22,577
20	VANGUARD BD INDEX FD INC		0	93,046	94,839
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	11,356	14,762
22	VANGUARD INTERMEDIATE TERM B		0	34,503	37,771
23	RIDGEWORTH SEIX HY BD-I 5855		0	28,967	29,731
24	GATEWAY FUND - Y 1986		0	11,949	11,844
25	CREDIT SUISSE COMM RT ST-CO 2156		0	21,206	18,778
26	ISHARES S&P MIDCAP 400 GROWTH		0	8,697	11,784
27	ISHARES MSCI EAFE		0	23,085	28,316

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

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

1	Mutual Fund & CTF Income Additions	1	336
2	Return of PY Grants paid	2	650
3	Cost Basis Adjustment	3	32
4	Total	4	1,018

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

1	Mutual Fund & CTF Income Subtraction	1	1,704
2	PY Return of Capital Adjustment	2	158
3	Total	3	1,862

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	105.914		0	101.113		4.801	0		0	4.801	
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 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses		
1	MERGER FD SH BEN INT 260	589309108		1/18/2011	5/6/2012	334		0	333	1	0	0	0	0	1	
2	PIMCO FOREIGN BD FD USD HINST 10	683390882		2/13/2012	7/19/2012	1,170		0	1,127	43	0	0	0	43	43	
3	PIMCO FOREIGN BD FD USD HINST 10	683390882		2/13/2012	5/6/2012	496		0	478	18	0	0	0	18	18	
4	PIMCO FOREIGN BD FD USD HINST 10	683390882		8/11/2011	5/6/2012	6,077		0	5,830	247	0	0	0	247	247	
5	RIDGEWORTH SEX HY BDI 5855	786281645		1/18/2011	7/19/2012	742		0	758	16	0	0	0	16	16	
6	RIDGEWORTH SEX HY BDI 5855	786281645		1/18/2011	5/6/2012	2,726		0	2,762	36	0	0	0	36	36	
7	SPDR DJ WILSHIRE INTERNATIONAL R	784633863		4/26/2011	5/6/2012	325		0	310	15	0	0	0	15	15	
8	SPDR DJ WILSHIRE INTERNATIONAL R	784633863		4/27/2011	5/6/2012	397		0	448	51	0	0	0	51	51	
9	SPDR DJ WILSHIRE INTERNATIONAL R	784633863		4/27/2011	7/19/2012	565		0	611	46	0	0	0	46	46	
10	SPDR DJ WILSHIRE INTERNATIONAL R	784633863		4/26/2011	7/19/2012	75		0	81	6	0	0	0	6	6	
11	SPDR DJ WILSHIRE INTERNATIONAL R	784633863		4/26/2011	5/6/2012	183		0	203	20	0	0	0	20	20	
12	AMEX MATERIALS SPDR	81369Y100		7/6/2009	5/24/2012	136		0	99	37	0	0	0	37	37	
13	AMEX HEALTH CARE SPDR	81369Y209		7/6/2009	5/6/2012	826		0	440	386	0	0	0	386	386	
14	AMEX HEALTH CARE SPDR	81369Y209		5/24/2012	7/19/2012	504		0	473	31	0	0	0	31	31	
15	AMEX HEALTH CARE SPDR	81369Y209		5/24/2012	11/16/2012	542		0	509	33	0	0	0	33	33	
16	AMEX HEALTH CARE SPDR	81369Y209		8/9/2012	11/16/2012	436		0	422	14	0	0	0	14	14	
17	AMEX HEALTH CARE SPDR	81369Y209		7/6/2009	11/16/2012	812		0	544	268	0	0	0	268	268	
18	CONSUMER STAPLES SECTOR SPDR	81369Y308		10/21/2011	2/6/2012	748		0	721	27	0	0	0	27	27	
19	CONSUMER STAPLES SECTOR SPDR	81369Y308		7/6/2009	2/6/2012	185		0	140	45	0	0	0	45	45	
20	CONSUMER STAPLES SECTOR SPDR	81369Y308		7/6/2009	5/6/2012	846		0	583	263	0	0	0	263	263	
21	CONSUMER STAPLES SECTOR SPDR	81369Y308		7/6/2009	7/19/2012	493		0	326	167	0	0	0	167	167	
22	AMEX CONSUMER DISCR SPDR	81369Y407		7/6/2009	7/19/2012	797		0	403	394	0	0	0	394	394	
23	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011	2/6/2012	1,256		0	1,156	100	0	0	0	100	100	
24	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011	5/6/2012	299		0	272	27	0	0	0	27	27	
25	AMEX ENERGY SELECT SPDR	81369Y506		7/6/2009	5/6/2012	1,076		0	723	353	0	0	0	353	353	
26	AMEX ENERGY SELECT SPDR	81369Y506		7/6/2009	5/24/2012	505		0	408	97	0	0	0	97	97	
27	AMEX FINANCIAL SELECT SPDR	81369Y605		4/26/2011	2/6/2012	265		0	291	26	0	0	0	26	26	
28	AMEX FINANCIAL SELECT SPDR	81369Y605		7/6/2009	2/6/2012	691		0	536	155	0	0	0	155	155	
29	AMEX FINANCIAL SELECT SPDR	81369Y605		7/6/2009	7/19/2012	542		0	456	86	0	0	0	86	86	
30	AMEX FINANCIAL SELECT SPDR	81369Y605		8/9/2012	11/16/2012	272		0	259	13	0	0	0	13	13	
31	AMEX FINANCIAL SELECT SPDR	81369Y605		7/6/2009	11/16/2012	1,210		0	913	297	0	0	0	297	297	
32	AMEX INDUSTRIAL SPDR	81369Y704		7/6/2009	5/6/2012	1,878		0	999	879	0	0	0	879	879	
33	AMEX TECHNOLOGY SELECT SPDR	81369Y803		10/21/2011	7/19/2012	830		0	818	12	0	0	0	12	12	
34	AMEX UTILITIES SPDR	81369Y906		7/6/2009	5/6/2012	887		0	687	200	0	0	0	200	200	
35	VANGUARD INTERMEDIATE TERM B	921937819		2/6/2012	5/6/2012	5,903		0	5,862	41	0	0	0	41	41	
36	VANGUARD INTERMEDIATE TERM B	921937819		2/6/2012	7/19/2012	1,707		0	1,662	45	0	0	0	45	45	
37	VANGUARD INTERMEDIATE TERM B	921937819		2/6/2012	5/6/2012	1,803		0	1,575	228	0	0	0	228	228	
38	VANGUARD INTERMEDIATE TERM B	921937819		2/2/2011	5/6/2012	356		0	329	27	0	0	0	27	27	
39	VANGUARD SHORT TERM BOND ETF	921937827		12/29/2009	2/6/2012	1,138		0	1,115	23	0	0	0	23	23	
40	VANGUARD SHORT TERM BOND ETF	921937827		5/6/2012	7/19/2012	4,381		0	4,385	4	0	0	0	4	4	
41	VANGUARD SHORT TERM BOND ETF	921937827		5/6/2012	5/6/2012	3,569		0	3,573	4	0	0	0	4	4	
42	VANGUARD SHORT TERM BOND ETF	921937827		12/29/2009	5/6/2012	1,541		0	1,514	27	0	0	0	27	27	
43	VANGUARD MSCI EMERGING MARKET	922042858		8/9/2011	2/6/2012	1,412		0	1,317	95	0	0	0	95	95	
44	VANGUARD MSCI EMERGING MARKET	922042858		8/9/2011	7/19/2012	718		0	741	23	0	0	0	23	23	
45	VANGUARD REIT VIPER	922908553		10/21/2011	2/6/2012	1,877		0	1,826	51	0	0	0	51	51	
46	VANGUARD REIT VIPER	922908553		7/6/2009	7/19/2012	1,060		0	475	585	0	0	0	585	585	
47	VANGUARD REIT VIPER	922908553		7/6/2009	5/6/2012	394		0	173	221	0	0	0	221	221	
48	CREDIT SUISSE COMM RT ST-CD 2156	22544R305		8/11/2011	7/19/2012	869		0	953	84	0	0	0	84	84	
49	CREDIT SUISSE COMM RT ST-CD 2156	22544R305		8/11/2011	8/9/2012	801		0	878	78	0	0	0	78	78	
50	DREYFUS EMG MKT DEBT LOC C I 608	261860494		8/11/2011	7/19/2012	625		0	639	14	0	0	0	14	14	
51	DRIEHAUS ACTIVE INCOME FUND	262028555		8/11/2011	5/6/2012	167		0	169	2	0	0	0	2	2	
52	FED NATL MGT ASSN 4 375% 9/15/12	31359MPP4		9/28/2004	8/15/2012	25,900		0	25,172	728	0	0	0	728	728	
53	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/8/2006	7/19/2012	605		0	852	247	0	0	0	247	247	
54	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/8/2006	5/6/2012	2,466		0	3,890	1,424	0	0	0	1,424	1,424	
55	ISHARES MSCI EAFE	464287465		2/15/2007	2/6/2012	325		0	458	133	0	0	0	133	133	
56	ISHARES MSCI EAFE	464287465		6/13/2005	2/6/2012	217		0	208	9	0	0	0	9	9	
57	ISHARES MSCI EAFE	464287465		10/21/2011	7/19/2012	1,256		0	1,292	36	0	0	0	36	36	
58	ISHARES MSCI EAFE	464287465		6/13/2005	5/6/2012	2,223		0	2,237	14	0	0	0	14	14	
59	ISHARES MSCI EAFE	464287465		8/13/2005	11/16/2012	514		0	572	58	0	0	0	58	58	
60	ISHARES S&P MIDCAP 400 GROWTH	464287606		10/21/2011	2/6/2012	877		0	784	93	0	0	0	93	93	
61	ISHARES S&P MIDCAP 400 GROWTH	464287606		5/6/2012	7/19/2012	535		0	542	7	0	0	0	7	7	
62	ISHARES S&P MIDCAP 400 VALUE	464287705		12/29/2009	2/6/2012	1,582		0	1,276	306	0	0	0	306	306	
63	ISHARES S&P MIDCAP 400 VALUE	464287705		12/29/2009	5/6/2012	823		0	971	148	0	0	0	148	148	
64	ISHARES S&P MIDCAP 400 VALUE	464287705		12/29/2009	7/19/2012	403		0	403	0	0	0	0	0	0	
65	ISHARES TR SMALLCAP 600 INDEX FD	464287804		12/29/2009	2/6/2012	3,106		0	2,285	821	0	0	0	821	821	
66	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/21/2011	2/6/2012	455		0	386	69	0	0	0	69	69	
67	ISHARES TR SMALLCAP 600 INDEX FD	464287804		5/6/2012	7/19/2012	814		0	800	14	0	0	0	14	14	
68	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/21/2011	7/19/2012	74		0	84	10	0	0	0	10	10	
69	LAUDUS MONDRIAN INTL FI-INST 2940	518550855		2/13/2012	7/19/2012	1,148		0	1,149	1	0	0	0	1	1	
70	LAUDUS MONDRIAN INTL FI-INST 2940	518550855		2/13/2012	8/9/2012	1,357		0	1,358	1	0	0	0	1	1	
71	LAUDUS MONDRIAN INTL FI-INST 2940	518550855		1/16/2011	5/6/2012	4,895		0	4,824	71	0	0	0	71	71	





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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	6/4/2012	171
3 Second quarter estimated tax payment	7/2/2012	171
4 Third quarter estimated tax payment	10/2/2012	171
5 Fourth quarter estimated tax payment	1/4/2013	169
6 Other payments		0
7 Total		682

**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	15,460
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	15,460