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: KLOCKOW, HARVEY R AND DORIS FDN

A Employer identification number: 35-2070029

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

B Telephone number (see instructions): (888) 730-4933

City or town, state and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,795,061

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants etc received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	45,187	44,353		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	30,166			
	b	Gross sales price for all assets on line 6a 667,802				
	7	Capital gain net income (from Part IV, line 2)		30,166		
	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	75,353	74,519	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,916	19,437		6,479
	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)	2,495	904		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	13	13		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,453	20,354	0	7,508
	25	Contributions, gifts, grants paid	80,000			80,000
	26	**Total expenses and disbursements** Add lines 24 and 25	109,453	20,354	0	87,508
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-34,100			
	b	**Net investment income** (if negative, enter -0-)		54,165		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	844	1,504	1,504
	2	Savings and temporary cash investments	38,585	70,549	70,549
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,639,946	1,567,951	1,723,007
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,679,375	1,640,004	1,795,060
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,679,375	1,640,004	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,679,375	1,640,004	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,679,375	1,640,004	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,679,375
2	Enter amount from Part I, line 27a	2	-34,100
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,804
4	Add lines 1, 2, and 3	4	1,647,079
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,075
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,640,004

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	30,166
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	92,769	1,817,296	0 051048
2010	83,274	1,732,353	0 048070
2009	94,642	1,592,647	0 059424
2008	124,735	2,071,950	0 060202
2007	112,855	2,386,115	0 047297

2 **Total** of line 1, column (d)	2	0 266041
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 053208
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,767,604
5 Multiply line 4 by line 3	5	94,051
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	542
7 Add lines 5 and 6	7	94,593
8 Enter qualifying distributions from Part XII, line 4	8	87,508

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 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	1,083
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	1,083
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	1,083
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,212		
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	1,212
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	129
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 129 **Refunded** ▶		11	0

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)? *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*	1b		X
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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	25,916		

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	1,735,305
b	Average of monthly cash balances		1b	59,217
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,794,522
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	1,794,522
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	26,918
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,767,604
6	**Minimum investment return.** Enter 5% of line 5		6	88,380

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	88,380
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,083		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,083
3	Distributable amount before adjustments Subtract line 2c from line 1			3	87,297
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	87,297
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	87,297

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	87,508
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	87,508
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	87,508

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					87,297
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				72,356	
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 ▶ $ 87,508					
a Applied to 2011, but not more than line 2a				72,356	
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					15,152
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					72,145
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	80,000
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	45,187	
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	30,166	
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		75,353	0
13 Total Add line 12, columns (b), (d), and (e)				13	75,353

(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

SVP Wells Fargo Bank N A | 4/25/2013 | 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		4/25/2013		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					
GOODWILL					
Street					
1805 WESTERN AVE PO BOX 3846					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46629		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
O'HANA HERITAGE FOUNDATION					
Street					
PO BOX 186					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46624		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					15,000

Name					
YOUTH SERVICE BUREAU					
Street					
2222 LINCOLN WAY WEST					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46628		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
STONE SOUP COMMUNITY					
Street					
333 N MAIN 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					5,000

Name					
ST PAULS MEMORIAL UNITED METHODIST					
Street					
1001 W COLFAX AVE					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46616		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					25,000

Name					
RIVERBEND CANCER SERVICES					
Street					
919 E JEFFERSON BLVD SUITE 401					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46617		
Relationship	**Foundation Status**				
NONE	501(c)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					3,000

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

Recipient(s) paid during the year

Name				
ADULT DAY SERVICES				
Street				
2505 E JEFFERSON BLVD				
City SOUTH BEND		**State** IN	**Zip Code** 46615	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 2,000

Name				
DISMAS HOUSE				
Street				
PO BOX 457 1521 S ST JOSEPH ST				
City SOUTH BEND		**State** IN	**Zip Code** 46634	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name				
BRIDGES OUT OF POVERTY				
Street				
PO BOX 1078				
City SOUTH BEND		**State** IN	**Zip Code** 46624	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name				
HEROES CAMP INC				
Street				
PO BOX 6564				
City SOUTH BEND		**State** IN	**Zip Code** 46660	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name				
LA CASA DE AMISTAD				
Street				
746 S MEADE ST				
City SOUTH BEND		**State** IN	**Zip Code** 46619	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

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
Long Term CG Distributions	4,763
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	667,802	637,636	30,166
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	TEVA PHARMACEUTICAL IND	881624209			2/11/2010		3/1/2012	1,133	1,458				0	-325
2	X	TARGET CORP 5 875%	87612EAH9			10/23/2008		3/1/2012	50,000	49,931				0	69
3	X	TARGET CORP	87612E106			2/11/2010		3/1/2012	1,703	1,482				0	221
4	X	TJX COS INC NEW	872540109			10/11/2011		9/17/2012	919	577				0	342
5	X	TJX COS INC NEW	872540109			10/11/2011		4/11/2012	2,176	1,587				0	589
6	X	TJX COS INC NEW	872540109			10/11/2011		3/1/2012	1,475	1,154				0	321
7	X	TCW SMALL CAP GROWTH FU	87234N849			11/16/2010		12/17/2012	1,355	1,345				0	10
8	X	TCW SMALL CAP GROWTH FU	87234N849			11/16/2010		11/28/2012	22,467	22,639				0	-172
9	X	TCW SMALL CAP GROWTH FU	87234N849			4/13/2012		11/28/2012	188	204				0	-16
10	X	TCW SMALL CAP GROWTH FU	87234N849			4/13/2012		9/25/2012	1,013	992				0	21
11	X	SCHLUMBERGER LTD	806857108			2/7/2012		9/17/2012	1,540	1,591				0	-51
12	X	SCHLUMBERGER LTD	806857108			2/7/2012		3/1/2012	785	796				0	-11
13	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		12/17/2012	2,932	2,853				0	79
14	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		11/28/2012	3,222	3,220				0	2
15	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		9/25/2012	4,560	4,687				0	-127
16	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/7/2011		3/1/2012	3,018	3,342				0	-324
17	X	T ROWE PRICE SHORT TERM	77957P105			3/5/2012		11/28/2012	7,052	7,052				0	0
18	X	T ROWE PRICE SHORT TERM	77957P105			3/5/2012		9/25/2012	40,555	40,471				0	84
19	X	T ROWE PRICE SHORT TERM	77957P105			1/14/2011		9/25/2012	1,358	1,358				0	0
20	X	T ROWE PRICE SHORT TERM	77957P105			1/14/2011		4/11/2012	121	122				0	-1
21	X	RIDGEWORTH SEIX HY BD-I #	76628T645			9/27/2012		12/17/2012	5,375	5,253				0	122
22	X	RIDGEWORTH SEIX HY BD-I #	76628T645			9/27/2012		11/28/2012	8,501	8,450				0	51
23	X	RIDGEWORTH SEIX HY BD-I #	76628T645			11/16/2010		3/1/2012	2,653	2,669				0	-16
24	X	PIMCO FOREIGN BD FD USD	693390882			10/13/2011		12/17/2012	1,390	1,347				0	43
25	X	PIMCO FOREIGN BD FD USD	693390882			10/13/2011		9/25/2012	15,377	14,503				0	874
26	X	US BANCORP DEL NEW	902973304			2/7/2011		3/1/2012	1,040	979				0	61
27	X	TOTAL S A - ADR	89151E109			11/28/2012		12/17/2012	768	744				0	24
28	X	TOTAL S A - ADR	89151E109			7/5/2012		9/17/2012	1,082	903				0	179
29	X	3M CO	88579Y101			12/17/2010		9/17/2012	937	861				0	76
30	X	3M CO	88579Y101			12/17/2010		3/1/2012	875	861				0	14
31	X	THERMO FISHER SCIENTIFIC	883556102			6/6/2011		12/17/2012	645	627				0	18
32	X	THERMO FISHER SCIENTIFIC	883556102			6/6/2011		3/1/2012	1,141	1 254				0	-113
33	X	PIMCO FOREIGN BD FD USD	693390882			3/5/2012		9/25/2012	1,592	1,514				0	78
34	X	PIMCO FOREIGN BD FD USD	693390882			3/5/2012		4/11/2012	389	386				0	3
35	X	PIMCO TOTAL RET FD-INST #	693390700			11/30/2012		12/17/2012	16,700	17,127				0	-427
36	X	PIMCO TOTAL RET FD-INST #	693390700			3/5/2012		4/11/2012	379	378				0	1
37	X	OPPENHEIMER DEVELOPING	683974505			11/16/2010		12/17/2012	3,112	3,091				0	21
38	X	OPPENHEIMER DEVELOPING	683974505			12/15/2010		12/17/2012	513	520				0	-7
39	X	OPPENHEIMER DEVELOPING	683974505			12/15/2010		11/28/2012	941	971				0	-30
40	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	6	6				0	0
41	X	COOPER INDUSTRIES PLC NE	G24140108			2/11/2010		11/30/2012	5,952	3,235				0	2,717
42	X	COOPER INDUSTRIES PLC NE	G24140108			2/11/2010		3/1/2012	611	431				0	180
43	X	VODAFONE GROUP PLC NEW	92857W209			2/11/2010		12/17/2012	511	438				0	73
44	X	VODAFONE GROUP PLC NEW	92857W209			2/11/2010		3/1/2012	685	547				0	138
45	X	VANGUARD REIT VIPER	922908553			11/12/2010		12/17/2012	1,167	958				0	209
46	X	VANGUARD REIT VIPER	922908553			11/28/2012		12/17/2012	2,075	2,040				0	35
47	X	VANGUARD REIT VIPER	922908553			11/12/2010		9/25/2012	2,175	1,762				0	413
48	X	VANGUARD REIT VIPER	922908553			11/12/2010		4/11/2012	1,721	1,520				0	201
49	X	VANGUARD REIT VIPER	922908553			11/12/2010		3/1/2012	2,575	2,286				0	289
50	X	VANGUARD MSCI EMERGING	922042858			8/21/2007		12/17/2012	2,444	2,400				0	44
51	X	VANGUARD MSCI EMERGING	922042858			11/12/2010		12/17/2012	175	189				0	-14
52	X	UNITEDHEALTH GROUP INC	91324P102			2/11/2010		12/17/2012	815	495				0	320
53	X	UNITEDHEALTH GROUP INC	91324P102			2/11/2010		3/1/2012	838	495				0	343
54	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		12/17/2012	731	653				0	78
55	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		3/1/2012	768	653				0	115
56	X	UNION PACIFIC CORP	907818108			2/7/2011		9/17/2012	1,269	945				0	324
57	X	UNION PACIFIC CORP	907818108			2/7/2011		3/1/2012	1,114	945				0	169
58	X	US BANCORP DEL NEW	902973304			2/7/2011		9/17/2012	855	699				0	156
59	X	OPPENHEIMER DEVELOPING	683974505			12/15/2010		4/11/2012	685	728				0	-43
60	X	ORACLE CORPORATION	68389X105			11/12/2010		9/17/2012	528	452				0	76
61	X	ORACLE CORPORATION	68389X105			6/6/2011		9/17/2012	462	454				0	8
62	X	ORACLE CORPORATION	68389X105			6/6/2011		3/1/2012	744	810				0	-66
63	X	NOVARTIS AG - ADR	66987V109			2/11/2010		12/17/2012	634	538				0	96
64	X	NOVARTIS AG - ADR	66987V109			2/11/2010		3/1/2012	545	538				0	7
65	X	NESTLE S A REGISTERED SH	641069406			2/11/2010		12/17/2012	654	467				0	187
66	X	NESTLE S A REGISTERED SH	641069406			2/11/2010		3/1/2012	1,227	935				0	292
67	X	MICROSOFT CORP	594918104			2/11/2010		12/17/2012	671	704				0	-33
68	X	MICROSOFT CORP	594918104			2/11/2010		3/1/2012	968	845				0	123

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	4,763		Capital Gains/Losses	667,802	637,636	30,166
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
69	X	MERGER FD SH BEN INT #260	589509108			11/16/2010		12/17/2012	2,525	2,503				0	22
70	X	MERGER FD SH BEN INT #260	589509108			11/16/2010		4/11/2012	252	255				0	-3
71	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/16/2010		9/25/2012	16,998	16,494				0	504
72	X	KEELEY SMALL CAP VAL FD C	487300808			11/16/2010		12/17/2012	1 745	1,372				0	373
73	X	KEELEY SMALL CAP VAL FD C	487300808			11/16/2010		9/25/2012	3,520	2,882				0	638
74	X	KEELEY SMALL CAP VAL FD C	487300808			4/13/2012		9/25/2012	1,043	963				0	80
75	X	JOHNSON CONTROLS INC	478366107			3/17/2011		9/17/2012	859	1,211				0	-352
76	X	JPMORGAN CHASE & CO	46625H100			2/11/2010		9/17/2012	1,025	975				0	50
77	X	JPMORGAN CHASE & CO	46625H100			2/11/2010		3/1/2012	1,007	975				0	32
78	X	ISHARES TR RUSSELL MIDCA	464287481			3/1/2012		4/11/2012	57,223	58,403				0	-1,180
79	X	INTEL CORP	458140100			8/16/2004		12/17/2012	510	538				0	-28
80	X	INTEL CORP	458140100			8/16/2004		3/1/2012	937	754				0	183
81	X	HUSSMAN STRATEGIC GROW	448108100			10/5/2010		12/17/2012	3,690	4,448				0	-758
82	X	HUSSMAN STRATEGIC GROW	448108100			10/5/2010		11/28/2012	1,838	2,191				0	-353
83	X	HUSSMAN STRATEGIC GROW	448108100			10/5/2010		9/25/2012	20,260	24,512				0	-4,252
84	X	HEWLETT PACKARD CO	428236103			2/11/2010		8/31/2012	3,136	9,053				0	-5,917
85	X	GOOGLE INC	38259P508			1/24/2012		3/1/2012	3,123	2,898				0	225
86	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/13/2011		3/1/2012	11,173	9,800				0	1,373
87	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/16/2010		3/1/2012	45,717	41,001				0	4,716
88	X	GOLDMAN SACHS GROUP INC	38141G104			12/10/2010		9/17/2012	1,198	1,678				0	-480
89	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	338	195				0	143
90	X	BERKSHIRE HATHAWAY INC	084670702			2/27/2008		3/1/2012	787	937				0	-150
91	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/17/2012	987	584				0	403
92	X	BEAR STEARNS CO INC 5 350	073902PP7			3/28/2007		2/1/2012	45,000	45,185				0	-185
93	X	GILEAD SCIENCES INC	375558103			12/8/2011		3/1/2012	926	779				0	147
94	X	GATEWAY FUND - Y #1986	367829884			9/27/2012		12/17/2012	2,190	2,212				0	-22
95	X	BAKER HUGHES INC COM	057224107			2/11/2010		2/7/2012	7,461	6,828				0	633
96	X	JP MORGAN MID CAP VALUE-	339128100			2/22/2005		12/17/2012	2,835	2,231				0	604
97	X	ARTISAN MID CAP FUND-INS	04314H600			4/13/2012		12/17/2012	2,285	2,289				2	-2
98	X	ARTISAN INTERNATIONAL FU	04314H204			2/22/2005		12/17/2012	2,320	2,093				0	227
99	X	ARTISAN INTERNATIONAL FU	04314H204			2/22/2005		11/28/2012	1,950	1,797				0	153
100	X	JP MORGAN MID CAP VALUE-	339128100			2/22/2005		9/25/2012	31	25				0	6
101	X	JP MORGAN MID CAP VALUE-	339128100			10/13/2011		9/25/2012	3,520	2,850				0	670
102	X	JP MORGAN MID CAP VALUE-	339128100			10/13/2011		4/11/2012	5,799	5,050				0	749
103	X	JP MORGAN MID CAP VALUE-	339128100			6/8/2011		4/11/2012	365	346				0	19
104	X	BHP BILLITON LIMITED - ADR	088606108			12/10/2010		9/17/2012	285	359				0	-74
105	X	BHP BILLITON LIMITED - ADR	088606108			6/6/2011		9/17/2012	783	1,014				0	-231
106	X	BHP BILLITON LIMITED - ADR	088606108			6/6/2011		3/1/2012	387	461				0	-74
107	X	ARTISAN INTERNATIONAL FU	04314H204			2/22/2005		9/25/2012	15,960	14,949				0	1,011
108	X	ARTISAN INTERNATIONAL FU	04314H204			2/22/2005		4/11/2012	622	621				0	1
109	X	APPLE INC	037833100			2/11/2010		9/17/2012	3 486	995				0	2,491
110	X	BERKSHIRE HATHAWAY INC	084670702			2/27/2008		9/17/2012	884	937				0	-53
111	X	APPLE INC	037833100			2/11/2010		4/11/2012	3,125	995				0	2,130
112	X	CISCO SYSTEMS INC	17275R102			2/24/2011		12/17/2012	901	831				0	70
113	X	CISCO SYSTEMS INC	17275R102			2/24/2011		3/1/2012	792	738				0	54
114	X	CHEVRON CORP	166764100			11/12/2010		9/17/2012	351	255				0	96
115	X	CHEVRON CORP	166764100			2/7/2012		9/17/2012	820	749				0	71
116	X	CHEVRON CORP	166764100			2/7/2012		3/1/2012	1,097	1,070				0	27
117	X	CELANESE CORP	150870103			6/15/2011		9/17/2012	1,036	1,221				0	-185
118	X	CAPITAL ONE FINANCIAL COR	14040H105			2/11/2010		12/17/2012	578	355				0	223
119	X	CAPITAL ONE FINANCIAL COR	14040H105			2/11/2010		3/1/2012	752	532				0	220
120	X	CVS/CAREMARK CORPORATI	126650100			11/12/2010		12/17/2012	735	456				0	279
121	X	CVS/CAREMARK CORPORATI	126650100			11/12/2010		3/12/2012	2,995	2,004				0	991
122	X	CVS/CAREMARK CORPORATI	126650100			11/12/2010		3/1/2012	1,806	1,215				0	591
123	X	CME GROUP INC	12572Q105			8/30/2012		9/17/2012	880	818				0	62
124	X	BOEING CO	097023105			3/17/2011		3/1/2012	750	681				0	69
125	X	APPLE INC	037833100			2/11/2010		3/1/2012	2,720	995				0	1,725
126	X	APACHE CORP	037411105			2/7/2012		9/17/2012	925	1,043				0	-118
127	X	APACHE CORP	037411105			2/7/2012		3/1/2012	545	521				0	24
128	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		11/15/2012	2 887	1,853				0	1,034
129	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	1,098	838				0	260
130	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		3/1/2012	2,728	2,393				0	335
131	X	AFFILIATED MANAGERS GRO	008252108			11/28/2012		12/17/2012	648	639				0	9
132	X	AFFILIATED MANAGERS GRO	008252108			12/13/2010		9/17/2012	1,265	980				0	285
133	X	AFFILIATED MANAGERS GRO	008252108			12/13/2010		3/1/2012	1,078	980				0	98
134	X	AFFILIATED MANAGERS GRO	008252108			12/13/2010		1/24/2012	2,230	2,156				0	74
135	X	ABBOTT LABS	002824100			2/11/2010		11/7/2012	5,170	4,282				0	888
136	X	ABBOTT LABS	002824100			2/11/2010		7/5/2012	4,536	3,746				0	790

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

	Amount
Long Term CG Distributions	4,763
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	667,802	637,636	30,166
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
137	X	ABBOTT LABS	002824100			2/11/2010		6/7/2012	1,534	1,338				0	196
138	X	ABBOTT LABS	002824100			2/11/2010		3/1/2012	1,430	1,338				0	92
139	X	AFLAC INC	001055102			2/22/2005		9/17/2012	637	490				0	147
140	X	AFLAC INC	001055102			6/6/2011		9/17/2012	343	323				0	20
141	X	AFLAC INC	001055102			6/6/2011		3/1/2012	712	693				0	19
142	X	E M C CORP MASS	268648102			2/24/2011		12/17/2012	754	799				0	-45
143	X	E M C CORP MASS	268648102			2/24/2011		3/1/2012	987	933				0	54
144	X	DREYFUS EMG MKT DEBT LO	261980494			9/27/2012		12/17/2012	5,465	5,316				0	149
145	X	DODGE & COX INCOME FD C(	256210105			12/5/2011		11/28/2012	76	72				0	4
146	X	DODGE & COX INCOME FD C(	256210105			9/27/2012		11/28/2012	18,817	18,655				0	162
147	X	DODGE & COX INCOME FD C(	256210105			4/13/2012		11/28/2012	205	200				0	5
148	X	DODGE & COX INCOME FD C(	256210105			3/5/2012		11/28/2012	7,422	7,300				0	122
149	X	DODGE & COX INCOME FD C(	256210105			2/1/2012		11/28/2012	13,355	13,000				0	355
150	X	DODGE & COX INCOME FD C(	256210105			6/8/2011		11/28/2012	9,752	9,500				0	252
151	X	DODGE & COX INT'L STOCK F	256206103			11/16/2010		12/17/2012	4,100	4,052				0	48
152	X	DODGE & COX INT'L STOCK F	256206103			11/16/2010		9/25/2012	3,117	3,250				0	-133
153	X	DODGE & COX INT'L STOCK F	256206103			12/15/2010		9/25/2012	6,630	7,136				0	-506
154	X	DODGE & COX INT'L STOCK F	256206103			11/16/2010		9/25/2012	4,418	4,607				0	-189
155	X	WALT DISNEY CO	254687106			2/11/2010		9/17/2012	1,041	603				0	438
156	X	WALT DISNEY CO	254687106			2/11/2010		8/16/2012	503	302				0	201
157	X	WALT DISNEY CO	254687106			2/11/2010		3/1/2012	847	603				0	244
158	X	WALT DISNEY CO	254687106			12/1/2011		3/1/2012	847	722				0	125
159	X	DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		12/17/2012	3,145	3,128				0	17
160	X	DIAGEO PLC - ADR	25243Q205			2/11/2010		11/15/2012	1,141	641				0	500
161	X	DIAGEO PLC - ADR	25243Q205			2/11/2010		3/1/2012	965	641				0	324
162	X	CREDIT SUISSE COMM RET S	22544R305			11/16/2010		12/17/2012	1,948	2,128				0	-180
163	X	CREDIT SUISSE COMM RET S	22544R305			12/15/2010		12/17/2012	1,062	1,252				0	-190
164	X	CONOCOPHILLIPS	20825C104			5/25/2004		4/19/2012	4,873	2,464				0	2,409
165	X	CONOCOPHILLIPS	20825C104			5/25/2004		3/1/2012	779	368				0	411
166	X	COMCAST CORP CLASS A	20030N101			11/12/2010		9/17/2012	875	511				0	364
167	X	COMCAST CORP CLASS A	20030N101			11/12/2010		8/16/2012	511	306				0	205
168	X	COMCAST CORP CLASS A	20030N101			11/12/2010		3/1/2012	733	511				0	222

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 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
		2,495	904	0	0
	Description				
1	FOREIGN TAXES PAID	904	904		
2	PY EXCISE TAX DUE	379			
3	ESTIMATED EXCISE PAYMENTS	1,212			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		13	13	0	0
1	ADR FEES	13	13		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,639,946	1,567,951	1,723,007
1				0	
2	TEVA PHARMACEUTICAL INDUSTRIES - A		0	8,194	5,636
3	THERMO FISHER SCIENTIFIC INC		0	5,035	6,697
4	TOTAL FINA ELF S A ADR		0	5,349	6,137
5	UNION PACIFIC CORP		0	8,249	11,315
6	MCKESSON CORP		0	6,162	6,302
7	GOLDMAN SACHS GROUP INC		0	5,707	4,720
8	UNITED PARCEL SERVICE-CL B		0	4,704	5,309
9	TARGET CORP		0	6,982	8,284
10	UNITEDHEALTH GROUP INC		0	4,325	7,105
11	ARTISAN MID CAP FUND-INSTL 1333		0	62,719	60,270
12	BHP BILLITON LIMITED		0	5,481	4,784
13	ISHARES RUSSELL 2000 GROWTH		0	28,730	29,641
14	JPMORGAN CHASE & CO		0	7,360	8,882
15	US BANCORP DEL NEW		0	6,013	6,867
16	TCW SMALL CAP GROWTH FUND-I 4724		0	27,660	28,259
17	ANHEUSER-BUSCH INBEV SPN ADR		0	4,765	7,867
18	LAUDUS MONDRIAN INTL FI-INST 2940		0	16,025	15,993
19	DODGE & COX INT'L STOCK FD 1048		0	95,832	106,277
20	CHEVRON CORP		0	7,738	9,841
21	DREYFUS EMG MKT DEBT LOC C-I 6083		0	82,880	88,357
22	3M CO		0	6,114	6,592
23	JP MORGAN MID CAP VALUE-I 758		0	35,521	49,381
24	BERSHIRE HATHAWAY INC		0	9,527	10,316
25	HUSSMAN STRATEGIC GROWTH FUND 6(		0	47,905	40,789
26	COMCAST CORP CLASS A		0	4,778	8,705
27	GOOGLE INC		0	7,179	8,489
28	VANGUARD REIT VIPER		0	59,169	72,512
29	SBC COMMUNICATIONS 5 100% 9/15/14		0	44,782	53,710
30	CELANESE CORP		0	4,676	4,809
31	VANGUARD EMERGING MARKETS ETF		0	71,911	78,417
32	MONSTER BEVERAGE CORP		0	2,893	3,435
33	OPPENHEIMER DEVELOPING MKT-Y 788		0	71,364	75,882
34	VODAFONE GROUP PLC NEW ADR		0	3,809	4,383
35	EATON CORP PLC		0	5,840	6,122
36	CME GROUP INC		0	6,712	6,334
37	SPDR DJ WILSHIRE INTERNATIONAL REA		0	63,103	71,825
38	DIAMOND HILL LONG-SHORT FD CL I 11		0	63,301	70,885
39	RIDGEWORTH SEIX HY BD-I 5855		0	82,852	88,148
40	GATEWAY FUND - Y 1986		0	44,351	43,643
41	CREDIT SUISSE COMM RT ST-CO 2156		0	92,647	84,894
42	KEELEY SMALL CAP VAL FD CL I 2251		0	45,574	58,706
43	AFLAC INC		0	4,486	6,321
44	AFFILIATED MANAGERS GROUP INC		0	6,679	8,980
45	APACHE CORPORATION COM		0	8,445	6,830
46	APPLE COMPUTER INC COM		0	8,081	16,497

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

			1,639,946	1,567,951	1,723,007
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	ARTISAN INTERNATIONAL FUND 661		0	87,885	105,641
48	BOEING COMPANY		0	5,517	6,104
49	CVS/CAREMARK CORPORATION		0	4,221	6,721
50	CAPITAL ONE FINANCIAL CORP		0	3,762	6,141
51	CISCO SYSTEMS INC		0	8,056	9,039
52	DIAGEO PLC - ADR		0	3,908	7,111
53	WALT DISNEY CO		0	5,278	8,713
54	DODGE & COX INCOME FD COM 147		0	19,928	20,802
55	E M C CORP MASS		0	4,647	5,262
56	GILEAD SCIENCES INC		0	3,740	7,051
57	INTEL CORP		0	5,447	5,217
58	JOHNSON CONTROLS INC		0	7,321	6,195
59	MERGER FD SH BEN INT 260		0	34,651	34,441
60	MICROSOFT CORP		0	5,097	4,834
61	NESTLE S A REGISTERED SHARES - ADR		0	4,814	6,713
62	NOVARTIS AG - ADR		0	4,089	4,811
63	ORACLE CORPORATION		0	5,477	6,464
64	PIMCO TOTAL RET FD-INST 35		0	122,431	121,231
65	PIMCO FOREIGN BD FD USD H-INST 103		0	14,450	14,682
66	T ROWE PRICE SHORT TERM BD FD 55		0	6,977	6,977
67	SCHLUMBERGER LTD		0	4,463	7,554
68	TJX COS INC NEW		0	4,183	6,155

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	688
2	Mutual Fund & CTF Income Additions	2	1,116
3	Total	3	1,804

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

1	Mutual Fund & CTF Income Subtraction	1	6,249
2	PY Return of Capital Adjustment	2	826
3	Total	3	7,075

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

	Amount
Long Term CG Distributions	4,763
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
						663,039	0	2	637,638	25,403	0	0	0	25,403
1	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/11/2010	3/1/2012	1,133		0	1 458	325	0	0	0	-325
2	TARGET CORP 5 875% 3/01/12	87612EAH9		10/23/2008	3/1/2012	50 000		0	49 931	69	0	0	0	69
3	TARGET CORP	87612E106		2/11/2010	3/1/2012	1,703		0	1 482	221	0	0	0	221
4	TJX COS INC NEW	872540109		10/11/2011	9/17/2012	919		0	577	342	0	0	0	342
5	TJX COS INC NEW	872540109		10/11/2011	4/11/2012	2 176		0	1 587	589	0	0	0	589
6	TJX COS INC NEW	872540109		10/11/2011	3/1/2012	1 475		0	1 154	321	0	0	0	321
7	TCW SMALL CAP GROWTH FUND I #47	87234N849		11/16/2010	12/17/2012	1 355		0	1 345	10	0	0	0	10
8	TCW SMALL CAP GROWTH FUND I #47	87234N849		11/16/2010	11/28/2012	22 467		0	22 639	-172	0	0	0	-172
9	TCW SMALL CAP GROWTH FUND-I #47	87234N849		4/13/2012	11/28/2012	188		0	204	-16	0	0	0	-16
10	TCW SMALL CAP GROWTH FUND-I #47	87234N849		4/13/2012	9/25/2012	1 013		0	992	21	0	0	0	21
11	SCHLUMBERGER LTD	806857108		2/7/2012	9/17/2012	1,540		0	1 591	-51	0	0	0	-51
12	SCHLUMBERGER LTD	806857108		2/7/2012	3/1/2012	785		0	796	-11	0	0	0	-11
13	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/7/2011	12/17/2012	2 932		0	2,853	79	0	0	0	79
14	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/7/2011	11/28/2012	3 222		0	3 220	2	0	0	0	2
15	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/7/2011	9/25/2012	4,560		0	4 687	-127	0	0	0	127
16	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/7/2011	3/1/2012	3 018		0	3,342	-324	0	0	0	324
17	T ROWE PRICE SHORT TERM BD FD #5	77957P105		3/5/2012	11/28/2012	7 052		0	7,052	0	0	0	0	0
18	T ROWE PRICE SHORT TERM BD FD #5	77957P105		3/5/2012	9/25/2012	40,555		0	40 471	84	0	0	0	84
19	T ROWE PRICE SHORT TERM BD FD #5	77957P105		1/14/2011	9/25/2012	1 358		0	1,358	0	0	0	0	0
20	T ROWE PRICE SHORT TERM BD FD #5	77957P105		1/14/2011	4/11/2012	121		0	122	1	0	0	0	-1
21	RIDGEWORTH SEIX HY BD-I #5855	76628T645		9/27/2012	12/17/2012	5 375		0	5 253	122	0	0	0	122
22	RIDGEWORTH SEIX HY BD-I #5855	76628T645		9/27/2012	11/28/2012	8 501		0	8 450	51	0	0	0	51
23	RIDGEWORTH SEIX HY BD I #5855	76628T645		11/16/2010	3/1/2012	2 653		0	2 669	16	0	0	0	-16
24	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/13/2011	12/17/2012	1 390		0	1 347	43	0	0	0	43
25	PIMCO FOREIGN BD FD USD H INST #1	693390882		10/13/2011	9/25/2012	15 377		0	14 503	874	0	0	0	874
26	US BANCORP DEL NEW	902973304		2/7/2011	3/1/2012	1 040		0	979	61	0	0	0	61
27	TOTAL S A - ADR	89151E109		11/28/2012	12/17/2012	768		0	744	24	0	0	0	24
28	TOTAL S A ADR	89151E109		7/5/2012	9/17/2012	1,082		0	903	179	0	0	0	179
29	3M CO	88579Y101		12/17/2010	9/17/2012	937		0	861	76	0	0	0	76
30	3M CO	88579Y101		12/17/2010	3/1/2012	875		0	861	14	0	0	0	14
31	THERMO FISHER SCIENTIFIC INC	883556102		6/6/2011	12/17/2012	645		0	627	18	0	0	0	18
32	THERMO FISHER SCIENTIFIC INC	883556102		6/6/2011	3/1/2012	1,141		0	1,254	-113	0	0	0	-113
33	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/5/2012	9/25/2012	1 592		0	1 514	78	0	0	0	78
34	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/5/2012	4/11/2012	389		0	386	3	0	0	0	3
35	PIMCO TOTAL RET FD INST #35	693390700		11/30/2012	12/17/2012	16 700		0	17 127	-427	0	0	0	427
36	PIMCO TOTAL RET FD-INST #35	693390700		3/5/2012	4/11/2012	379		0	378	1	0	0	0	1
37	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		11/16/2010	12/17/2012	3 112		0	3,091	21	0	0	0	21
38	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		12/15/2010	12/17/2012	513		0	520	7	0	0	0	7
39	OPPENHEIMER DEVELOPING MKT Y #7	683974505		12/15/2010	11/28/2012	941		0	971	-30	0	0	0	30
40	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	6		0	6	0	0	0	0	0
41	COOPER INDUSTRIES PLC NEW IRELA	G24140108		2/11/2010	11/30/2012	5 952		0	3 235	2 717	0	0	0	2 717
42	COOPER INDUSTRIES PLC NEW IRELA	G24140108		2/11/2010	3/1/2012	611		0	431	180	0	0	0	180
43	VODAFONE GROUP PLC NEW ADR	92857W209		2/11/2010	12/17/2012	511		0	438	73	0	0	0	73
44	VODAFONE GROUP PLC NEW ADR	92857W209		2/11/2010	3/1/2012	685		0	547	138	0	0	0	138
45	VANGUARD REIT VIPER	922908553		11/12/2010	12/17/2012	1 167		0	958	209	0	0	0	209
46	VANGUARD REIT VIPER	922908553		11/28/2012	12/17/2012	2,075		0	2 040	35	0	0	0	35
47	VANGUARD REIT VIPER	922908553		11/12/2010	9/25/2012	2 175		0	1 762	413	0	0	0	413
48	VANGUARD REIT VIPER	922908553		11/12/2010	4/11/2012	1 721		0	1 520	201	0	0	0	201
49	VANGUARD REIT VIPER	922908553		11/12/2010	3/1/2012	2,575		0	2 286	289	0	0	0	289
50	VANGUARD MSCI EMERGING MARKETS	922042858		8/21/2007	12/17/2012	2 444		0	2 400	44	0	0	0	44
51	VANGUARD MSCI EMERGING MARKETS	922042858		11/12/2010	12/17/2012	175		0	189	14	0	0	0	-14
52	UNITEDHEALTH GROUP INC	91324P102		2/11/2010	12/17/2012	815		0	495	320	0	0	0	320
53	UNITEDHEALTH GROUP INC	91324P102		2/11/2010	3/1/2012	838		0	495	343	0	0	0	343
54	UNITED PARCEL SERVICE CL B	911312106		8/12/2011	12/17/2012	731		0	653	78	0	0	0	78
55	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	3/1/2012	768		0	653	115	0	0	0	115
56	UNION PACIFIC CORP	907818108		2/7/2011	9/17/2012	1 269		0	945	324	0	0	0	324
57	UNION PACIFIC CORP	907818108		2/7/2011	3/1/2012	1 114		0	945	169	0	0	0	169
58	US BANCORP DEL NEW	902973304		2/7/2011	9/17/2012	855		0	699	156	0	0	0	156
59	OPPENHEIMER DEVELOPING MKT Y #7	683974505		12/15/2010	4/11/2012	685		0	728	43	0	0	0	-43
60	ORACLE CORPORATION	68389X105		11/12/2010	9/17/2012	528		0	452	76	0	0	0	76
61	ORACLE CORPORATION	68389X105		6/6/2011	9/17/2012	462		0	454	8	0	0	0	8
62	ORACLE CORPORATION	68389X105		6/6/2011	3/1/2012	744		0	810	66	0	0	0	-66
63	NOVARTIS AG ADR	66987V109		2/11/2010	12/17/2012	634		0	538	96	0	0	0	96
64	NOVARTIS AG ADR	66987V109		2/11/2010	3/1/2012	545		0	538	7	0	0	0	7
65	NESTLE S A REGISTERED SHARES - A	641069406		2/11/2010	12/17/2012	654		0	467	187	0	0	0	187
66	NESTLE S A REGISTERED SHARES A	641069406		2/11/2010	3/1/2012	1 227		0	935	292	0	0	0	292
67	MICROSOFT CORP	594918104		2/11/2010	12/17/2012	671		0	704	33	0	0	0	33
68	MICROSOFT CORP	594918104		2/11/2010	3/1/2012	968		0	845	123	0	0	0	123
69	MERGER FD SH BEN INT #260	589509108		11/16/2010	12/17/2012	2 525		0	2 503	22	0	0	0	22
70	MERGER FD SH BEN INT #260	589509108		11/16/2010	4/11/2012	252		0	255	-3	0	0	0	3
71	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		11/16/2010	9/25/2012	16 998		0	16 494	504	0	0	0	504
72	KEELEY SMALL CAP VAL FD CL I #2251	487300808		11/16/2010	12/17/2012	1 745		0	1,372	373	0	0	0	373
73	KEELEY SMALL CAP VAL FD CL I #2251	487300808		11/16/2010	9/25/2012	3 520		0	2 882	638	0	0	0	638
74	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/13/2012	9/25/2012	1,043		0	963	80	0	0	0	80
75	JOHNSON CONTROLS INC	478366107		3/17/2011	9/17/2012	859		0	1 211	352	0	0	0	-352
76	JPMORGAN CHASE & CO	46625H100		2/11/2010	9/17/2012	1 025		0	975	50	0	0	0	50
77	JPMORGAN CHASE & CO	46625H100		2/11/2010	3/1/2012	1 007		0	975	32	0	0	0	32
78	ISHARES TR RUSSELL MIDCAP GROWT	464287481		3/1/2012	4/11/2012	57 223		0	58 403	1 180	0	0	0	-1 180
79	INTEL CORP	458140100		8/16/2004	12/17/2012	510		0	538	28	0	0	0	28
80	INTEL CORP	458140100		8/16/2004	3/1/2012	937		0	754	183	0	0	0	183
81	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/5/2010	12/17/2012	3 690		0	4 446	758	0	0	0	758
82	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/5/2010	11/28/2012	1 838		0	2 191	353	0	0	0	353
83	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/5/2010	9/25/2012	20 260		0	24,512	-4 252	0	0	0	-4 252
84	HEWLETT PACKARD CO	428236103		2/11/2010	8/31/2012	3 136		0	9 053	-5 917	0	0	0	5 917

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

	Amount
Long Term CG Distributions	4,763
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
						663,039	0	2	637,638	25,403	0	0	0	25,403
85	GOOGLE INC	38259P508		1/24/2012	3/1/2012	3 123		0	2 898	225	0	0	0	225
86	GOLDMAN SACHS GRTH OPP FD I #113	38142Y401		10/13/2011	3/1/2012	11 173		0	9 800	1 373	0	0	0	1 373
87	GOLDMAN SACHS GRTH OPP FD I #113	38142Y401		11/16/2010	3/1/2012	45 717		0	41 001	4,716	0	0	0	4 716
88	GOLDMAN SACHS GROUP INC	38141G104		12/10/2010	9/17/2012	1,198		0	1 678	-480	0	0	0	-480
89	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	338		0	195	143	0	0	0	143
90	BERKSHIRE HATHAWAY INC	084670702		2/27/2008	3/1/2012	787		0	937	-150	0	0	0	150
91	GILEAD SCIENCES INC	375558103		12/8/2011	9/17/2012	987		0	584	403	0	0	0	403
92	BEAR STEARNS CO INC 5 350% 2/01/1	073902PP7		3/28/2007	2/1/2012	45 000		0	45 185	-185	0	0	0	-185
93	GILEAD SCIENCES INC	375558103		12/8/2011	3/1/2012	926		0	779	147	0	0	0	147
94	GATEWAY FUND - Y #1986	367829884		9/27/2012	12/17/2012	2,190		0	2 212	22	0	0	0	22
95	BAKER HUGHES INC COM	057224107		2/11/2010	2/7/2012	7 461		0	6 828	633	0	0	0	633
96	JP MORGAN MID CAP VALUE-I #758	339128100		2/22/2005	12/17/2012	2 835		0	2 231	604	0	0	0	604
97	ARTISAN MID CAP FUND INS #1333	04314H600		4/13/2012	12/17/2012	2,285		2	2 289	2	0	0	0	2
98	ARTISAN INTERNATIONAL FUND #661	04314H204		2/22/2005	12/17/2012	2 320		0	2 093	227	0	0	0	227
99	ARTISAN INTERNATIONAL FUND #661	04314H204		2/22/2005	11/28/2012	1 950		0	1 797	153	0	0	0	153
100	JP MORGAN MID CAP VALUE-I #758	339128100		2/22/2005	9/25/2012	31		0	25	6	0	0	0	6
101	JP MORGAN MID CAP VALUE-I #758	339128100		10/13/2011	9/25/2012	3,520		0	2 850	670	0	0	0	670
102	JP MORGAN MID CAP VALUE I #758	339128100		10/13/2011	4/11/2012	5 799		0	5 050	749	0	0	0	749
103	JP MORGAN MID CAP VALUE I #758	339128100		6/8/2011	4/11/2012	365		0	346	19	0	0	0	19
104	BHP BILLITON LIMITED - ADR	088606108		12/10/2010	9/17/2012	285		0	359	74	0	0	0	-74
105	BHP BILLITON LIMITED - ADR	088606108		6/6/2011	9/17/2012	783		0	1 014	231	0	0	0	-231
106	BHP BILLITON LIMITED - ADR	088606108		6/6/2011	3/1/2012	387		0	461	-74	0	0	0	-74
107	ARTISAN INTERNATIONAL FUND #661	04314H204		2/22/2005	9/25/2012	15 960		0	14 949	1 011	0	0	0	1 011
108	ARTISAN INTERNATIONAL FUND #661	04314H204		2/22/2005	4/11/2012	622		0	621	1	0	0	0	1
109	APPLE INC	037833100		2/11/2010	9/17/2012	3 486		0	995	2 491	0	0	0	2 491
110	BERKSHIRE HATHAWAY INC	084670702		2/27/2008	9/17/2012	884		0	937	53	0	0	0	-53
111	APPLE INC	037833100		2/11/2010	4/11/2012	3 125		0	995	2 130	0	0	0	2 130
112	CISCO SYSTEMS INC	17275R102		2/24/2011	12/17/2012	901		0	831	70	0	0	0	70
113	CISCO SYSTEMS INC	17275R102		2/24/2011	3/1/2012	792		0	738	54	0	0	0	54
114	CHEVRON CORP	166764100		11/12/2010	9/17/2012	351		0	255	96	0	0	0	96
115	CHEVRON CORP	166764100		2/7/2012	9/17/2012	820		0	749	71	0	0	0	71
116	CHEVRON CORP	166764100		2/7/2012	3/1/2012	1 097		0	1 070	27	0	0	0	27
117	CELANESE CORP	150870103		6/15/2011	9/17/2012	1 036		0	1 221	-185	0	0	0	-185
118	CAPITAL ONE FINANCIAL CORP	14040H105		2/11/2010	12/17/2012	578		0	355	223	0	0	0	223
119	CAPITAL ONE FINANCIAL CORP	14040H105		2/11/2010	3/1/2012	752		0	532	220	0	0	0	220
120	CVS/CAREMARK CORPORATION	126650100		11/12/2010	12/17/2012	735		0	456	279	0	0	0	279
121	CVS/CAREMARK CORPORATION	126650100		11/12/2010	3/12/2012	2 995		0	2 004	991	0	0	0	991
122	CVS/CAREMARK CORPORATION	126650100		11/12/2010	3/1/2012	1 806		0	1 215	591	0	0	0	591
123	CME GROUP INC	12572Q105		8/30/2012	9/17/2012	880		0	818	62	0	0	0	62
124	BOEING CO	097023105		3/17/2011	3/1/2012	750		0	681	69	0	0	0	69
125	APPLE INC	037833100		2/11/2010	3/1/2012	2,720		0	995	1,725	0	0	0	1 725
126	APACHE CORP	037411105		2/7/2012	9/17/2012	925		0	1 043	-118	0	0	0	-118
127	APACHE CORP	037411105		2/7/2012	3/1/2012	545		0	521	24	0	0	0	24
128	ANHEUSER BUSCH INBEV SPN ADR	03524A108		9/6/2011	11/15/2012	2 887		0	1 853	1 034	0	0	0	1 034
129	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	1 098		0	838	260	0	0	0	260
130	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	3/1/2012	2 728		0	2 393	335	0	0	0	335
131	AFFILIATED MANAGERS GROUP INC C	008252108		11/28/2012	12/17/2012	648		0	639	9	0	0	0	9
132	AFFILIATED MANAGERS GROUP INC C	008252108		12/13/2010	9/17/2012	1 265		0	980	285	0	0	0	285
133	AFFILIATED MANAGERS GROUP INC C	008252108		12/13/2010	3/1/2012	1 078		0	980	98	0	0	0	98
134	AFFILIATED MANAGERS GROUP INC C	008252108		12/13/2010	1/24/2012	2 230		0	2 156	74	0	0	0	74
135	ABBOTT LABS	002824100		2/11/2010	11/7/2012	5 170		0	4 282	888	0	0	0	888
136	ABBOTT LABS	002824100		2/11/2010	7/5/2012	4 536		0	3 746	790	0	0	0	790
137	ABBOTT LABS	002824100		2/11/2010	6/7/2012	1 534		0	1 338	196	0	0	0	196
138	ABBOTT LABS	002824100		2/11/2010	3/1/2012	1 430		0	1 338	92	0	0	0	92
139	AFLAC INC	001055102		2/22/2005	9/17/2012	637		0	490	147	0	0	0	147
140	AFLAC INC	001055102		6/6/2011	9/17/2012	343		0	323	20	0	0	0	20
141	AFLAC INC	001055102		6/6/2011	3/1/2012	712		0	693	19	0	0	0	19
142	E M C CORP MASS	268648102		2/24/2011	12/17/2012	754		0	799	45	0	0	0	-45
143	E M C CORP MASS	268648102		2/24/2011	3/1/2012	987		0	933	54	0	0	0	54
144	DREYFUS EMG MKT DEBT LOC C I #608	261980494		9/27/2012	12/17/2012	5 465		0	5 316	149	0	0	0	149
145	DODGE & COX INCOME FD COM #147	256210105		12/5/2011	11/28/2012	76		0	72	4	0	0	0	4
146	DODGE & COX INCOME FD COM #147	256210105		9/27/2012	11/28/2012	18 817		0	18 655	162	0	0	0	162
147	DODGE & COX INCOME FD COM #147	256210105		4/13/2012	11/28/2012	205		0	200	5	0	0	0	5
148	DODGE & COX INCOME FD COM #147	256210105		3/5/2012	11/28/2012	7 422		0	7 300	122	0	0	0	122
149	DODGE & COX INCOME FD COM #147	256210105		2/1/2012	11/28/2012	13 355		0	13,000	355	0	0	0	355
150	DODGE & COX INCOME FD COM #147	256210105		6/8/2011	11/28/2012	9,752		0	9,500	252	0	0	0	252
151	DODGE & COX INT'L STOCK FD #1048	256206103		11/16/2010	12/17/2012	4,100		0	4 052	48	0	0	0	48
152	DODGE & COX INT'L STOCK FD #1048	256206103		11/16/2010	9/25/2012	3,117		0	3 250	-133	0	0	0	133
153	DODGE & COX INT'L STOCK FD #1048	256206103		12/15/2010	9/25/2012	6 630		0	7,136	506	0	0	0	506
154	DODGE & COX INT'L STOCK FD #1048	256206103		11/16/2010	9/25/2012	4 418		0	4,607	-189	0	0	0	189
155	WALT DISNEY CO	254687106		2/11/2010	9/17/2012	1,041		0	603	438	0	0	0	438
156	WALT DISNEY CO	254687106		2/11/2010	8/16/2012	503		0	302	201	0	0	0	201
157	WALT DISNEY CO	254687106		2/11/2010	3/1/2012	847		0	603	244	0	0	0	244
158	WALT DISNEY CO	254687106		12/1/2011	3/1/2012	847		0	722	125	0	0	0	125
159	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/27/2012	12/17/2012	3 145		0	3 128	17	0	0	0	17
160	DIAGEO PLC - ADR	25243Q205		2/11/2010	11/15/2012	1 141		0	641	500	0	0	0	500
161	DIAGEO PLC ADR	25243Q205		2/11/2010	3/1/2012	965		0	641	324	0	0	0	324
162	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/16/2010	12/17/2012	1 948		0	2 128	180	0	0	0	-180
163	CREDIT SUISSE COMM RET ST I #2156	22544R305		12/15/2010	12/17/2012	1 062		0	1 252	-190	0	0	0	-190
164	CONOCOPHILLIPS	20825C104		5/25/2004	4/19/2012	4 873		0	2 464	2 409	0	0	0	2 409
165	CONOCOPHILLIPS	20825C104		5/25/2004	3/1/2012	779		0	368	411	0	0	0	411
166	COMCAST CORP CLASS A	20030N101		11/12/2010	9/17/2012	875		0	511	364	0	0	0	364
167	COMCAST CORP CLASS A	20030N101		11/12/2010	8/16/2012	511		0	306	205	0	0	0	205
168	COMCAST CORP CLASS A	20030N101		11/12/2010	3/1/2012	733		0	511	222	0	0	0	222

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
										25,916	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	25 916	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/9/2012	2	303
3	Second quarter estimated tax payment	6/11/2012	3	303
4	Third quarter estimated tax payment	9/11/2012	4	303
5	Fourth quarter estimated tax payment	12/11/2012	5	303
6	Other payments		6	0
7	Total		7	1,212

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	72,356
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	72,356