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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 MUESSEL ELLISON MEM IRR T/U/A		A Employer identification number 35-6013080
Number and street (or P O box number if mail is not delivered to street address)	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) \$ 3,226,348	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	85,003	83,690		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	30,450			
	b Gross sales price for all assets on line 6a 1,141,565				
	7 Capital gain net income (from Part IV, line 2)		30,450		
	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	115,453	114,140	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	43,556	32,667		10,889
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	893			893
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,659	1,103		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21	21		
	24 Total operating and administrative expenses. Add lines 13 through 23	53,129	33,791	0	11,782
	25 Contributions, gifts, grants paid	135,000			135,000
26 Total expenses and disbursements. Add lines 24 and 25	188,129	33,791	0	146,782	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-72,676				
b Net investment income (if negative, enter -0-)		80,349			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Form 990-PF (2012) MUESSEL ELLISON MEM IRR T/U/A

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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		3,153	4,353	4,353
	2	Savings and temporary cash investments		54,599	80,086	80,086
	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)			3,081,742	2,974,906	3,141,910
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)			3,139,494	3,059,345	3,226,349
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			3,139,494	3,059,345
	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)			3,139,494	3,059,345
31	Total liabilities and net assets/fund balances (see instructions)			3,139,494	3,059,345	

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	3,139,494
2	Enter amount from Part I, line 27a	2	-72,676
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,526
4	Add lines 1, 2, and 3	4	3,071,344
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	11,999
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,059,345

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	30,450
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	139,398	3,186,986	0.043740
2010	146,771	3,004,772	0.048846
2009	147,402	2,750,979	0.053582
2008	165,550	3,327,941	0.049745
2007			0.000000

2 Total of line 1, column (d)	2	0.195913
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	0.048978
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,136,242
5 Multiply line 4 by line 3	5	153,607
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	803
7 Add lines 5 and 6	7	154,410
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	146,782

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)		1	1,607
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-)		2	0
3 Add lines 1 and 2		3	1,607
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	1,607
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,689	
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	5,689	
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	4,082	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	1,607	Refunded	11
			2,475

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?		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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(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)? Organizations relying on a current notice regarding disaster assistance check here ►	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? ☐ 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** 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 Independence Mall E MACY1372-062 Phil	Trustee 4 00	43,556		

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	3,068,207
b	Average of monthly cash balances	1b	115,795
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,184,002
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	3,184,002
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	47,760
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,136,242
6	Minimum investment return. Enter 5% of line 5	6	156,812

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	156,812
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,607
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,607
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	155,205
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	155,205
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	155,205

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	146,782
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	146,782
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	146,782

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				155,205
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,890	
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 $\blacktriangleright$ \$ <u>146,782</u>				
a Applied to 2011, but not more than line 2a			1,890	
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				144,892
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				10,313
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 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	135,000
b Approved for future payment NONE				
Total			▶ 3b	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)
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	85,003	
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	30,450	
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		115,453	0
13 Total. Add line 12, columns (b), (d), and (e)				13 115,453	115,453

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

[illegible]

Form **990-PF** (2012)

MUESSEL ELLISON MEM IRR T/U/A

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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

EL CAMPITO INC

Street

1024 THOMAS ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

THE Y

Street

1201 NORTHSIDE 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

33,000

Name

GIRL SCOUTS OF N INDIANA MICHIANA

Street

3620 DEAHL COURT

City

SOUTH BEND

State

IN

Zip Code

46628

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SOUTH BEND EDUCATION FOUNDATION

Street

PO BOX 119

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

20,000

Name

RAY BIRD MINISTRIES

Street

PO BOX 3717

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

9,000

Name

CENTER FOR THE HOMELESS

Street

813 S MICHIGAN ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

MUESSEL ELLISON MEM IRR T/U/A

35-6013080 Page 2 of 2

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

Recipient(s) paid during the year

Name

HANNAH'S HOUSE

Street

518 W 4TH STREET

City

MISHAWAKA

State

IN

Zip Code

46546

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,000

Name

RIVERBEND CANCER SERVICES

Street

919 E JEFFERSON BLVD, SUITE 401

City

SOUTH BEND

State

IN

Zip Code

46617

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

ST JOSEPH COUNTY PUBLIC LIBRARY

Street

304 S MAIN STREET

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

JUNIOR ACHIEVEMENT

Street

2907 DIVISION ST, SUITE 112

City

ST JOSEPH

State

MI

Zip Code

49085

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

VESPER CHORALE/ MUSICAL ARTS INDIANA

Street

18211 KERN ROAD

City

SOUTH BEND

State

IN

Zip Code

46614

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

10,000

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									1,141,565	1,111,115	30,450
	Short Term CG Distributions	8,272									0	0	0
1	EATON CORP PLC	G291813103			11/30/2012		12/17/2012	18	15				3
2	COOPER INDUSTRIES PLC NE	G24140108			12/20/2012		12/20/2012	8,333	5,881				2,452
3	COOPER INDUSTRIES PLC NE	G24140108			12/20/2012		7/6/2012	1,700	1,400				300
4	VODAFONE GROUP PLC NEW	92857W209			2/11/2011		3/21/2012	2,456	2,623				-167
5	VANGUARD REIT VIPER	922908553			2/10/2011		7/6/2012	10,444	9,128				1,316
6	VANGUARD REIT VIPER	922908553			2/10/2011		3/29/2012	17,234	15,975				1,259
7	VANGUARD REIT VIPER	922908553			2/10/2011		3/29/2012	3,835	4,080				-245
8	UNITEDHEALTH GROUP INC	91324P102			5/6/2008		3/21/2012	3,514	2,152				1,362
9	UNITED PARCEL SERVICE-CL	91131Z106			8/12/2011		3/21/2012	3,223	2,613				610
10	UNION PACIFIC CORP	907818108			12/22/2010		9/17/2012	1,903	1,404				499
11	UNION PACIFIC CORP	907818108			12/22/2010		3/21/2012	5,083	4,211				872
12	US BANCORP DEL NEW	902973304			9/28/2007		9/17/2012	1,197	1,145				52
13	US BANCORP DEL NEW	902973304			9/28/2007		3/21/2012	1,579	1,635				-56
14	TOTAL S A - ADR	89151E109			7/5/2012		9/17/2012	1,353	1,128				225
15	3M CO	88579Y101			12/17/2010		9/17/2012	1,406	1,292				114
16	3M CO	88579Y101			12/17/2010		3/21/2012	3,116	3,014				102
17	THERMO FISHER SCIENTIFIC	883556102			6/22/2011		7/6/2012	1,280	1,586				-306
18	THERMO FISHER SCIENTIFIC	883556102			6/22/2011		3/21/2012	3,427	3,806				-379
19	TEVA PHARMACEUTICAL LTD	881624209			6/22/2011		3/21/2012	2,502	3,007				-405
20	TARGET CORP	87612E106			1/14/2000		9/17/2012	1,608	869				739
21	TJX COS INC NEW	872540109			3/21/2012		7/6/2012	1,329	1,171				158
22	TJX COS INC NEW	872540109			3/21/2012		4/11/2012	2,611	2,576				35
23	TCW SMALL CAP GROWTH FUND	87234N849			2/15/2011		9/25/2012	7,927	8,560				-633
24	TCW SMALL CAP GROWTH FUND	87234N849			2/15/2011		3/29/2012	5,284	5,592				-308
25	SCHLUMBERGER LTD	806857108			2/7/2012		9/17/2012	1,540	1,591				-51
26	SCHLUMBERGER LTD	806857108			2/7/2012		3/21/2012	2,968	3,182				-214
27	SPDR DJ WILSHIRE INTERNA	78463X863			6/22/2011		9/25/2012	1,864	1,918				-54
28	SPDR DJ WILSHIRE INTERNA	78463X863			6/22/2011		7/6/2012	6,042	6,735				-693
29	SPDR DJ WILSHIRE INTERNA	78463X863			6/22/2011		3/29/2012	2,475	2,775				-300
30	T ROWE PRICE SHORT TERM	77957P105			4/22/2012		9/25/2012	110,448	109,994				454
31	T ROWE PRICE SHORT TERM	77957P105			4/22/2012		7/6/2012	85,600	85,600				0
32	RIDGEWORTH SEIX HY BDL#	76628T645			9/5/2007		9/25/2012	1,956	2,023				-67
33	RIDGEWORTH SEIX HY BDL#	76628T645			9/5/2007		7/6/2012	6,906	7,348				-442
34	PIMCO FOREIGN BD FD USD	693390882			10/12/2011		9/25/2012	27,488	25,876				1,612
35	PIMCO FOREIGN BD FD USD	693390882			4/22/2012		9/25/2012	2,746	2,624				122
36	PIMCO FOREIGN BD FD USD	693390882			4/22/2012		7/6/2012	5,848	5,767				81
37	PIMCO TOTAL RET FD-INST #	693390700			2/15/2011		3/29/2012	36,292	35,214				1,078
38	PIMCO TOTAL RET FD-INST #	693390700			6/6/2011		3/29/2012	62,975	62,692				283
39	OPPENHEIMER DEVELOPING	683974505			12/10/2007		3/29/2012	263	395				-132
40	ORACLE CORPORATION	68399X105			12/22/2010		9/17/2012	1,321	1,117				204
41	ORACLE CORPORATION	68399X105			12/22/2010		3/21/2012	3,091	2,933				158
42	NOVARTIS AG - ADR	66987V109			10/31/2007		3/21/2012	2,211	2,123				88
43	NESTLE S A REGISTERED SH	641069406			12/22/2010		3/21/2012	1,259	1,121				138
44	NESTLE S A REGISTERED SH	641069406			12/22/2010		9/17/2012	4,026	3,645				381
45	MICROSOFT CORP	594918104			2/11/2011		3/21/2012	2,243	1,089				1,154
46	MICROSOFT CORP	594918104			2/11/2011		3/21/2012	2,721	2,314				407
47	MERGER FD SH BEN INT #250	589509108			7/6/2010		9/25/2012	2,325	2,275				50
48	MERGER FD SH BEN INT #250	589509108			7/6/2010		9/25/2012	5,283	5,243				40
49	MERGER FD SH BEN INT #250	589509108			11/1/2010		9/25/2012	6,675	6,683				-8
50	MERGER FD SH BEN INT #250	589509108			11/1/2010		7/6/2012	2,691	2,713				-22
51	LAUDUS MONDRIAN INTL FUND	51855Q655			2/15/2011		9/25/2012	21,152	20,177				975
52	LAUDUS MONDRIAN INTL FUND	51855Q655			4/22/2012		9/25/2012	3,417	3,038				379
53	LAUDUS MONDRIAN INTL FUND	51855Q655			4/22/2012		7/6/2012	5,222	5,235				-13
54	KEELEY SMALL CAP VAL FUND	487300808			2/15/2011		9/25/2012	6,994	6,776				216
55	KEELEY SMALL CAP VAL FUND	487300808			2/15/2011		3/29/2012	7,522	7,597				-75
56	JOHNSON CONTROLS INC	478366107			3/17/2011		7/6/2012	1,206	1,816				-610
57	JOHNSON CONTROLS INC	478366107			3/17/2011		3/21/2012	2,110	2,623				-514
58	JPMORGAN CHASE & CO	46625H100			2/11/2011		9/17/2012	1,436	1,624				-188
59	JPMORGAN CHASE & CO	46625H100			2/11/2011		3/21/2012	5,198	5,336				-138
60	ISHARES TR RUSSELL MIDCA	464287481			3/29/2012		7/6/2012	86,463	91,512				-5,049
61	INTEL CORP	458140100			12/22/2010		3/21/2012	3,756	2,931				825
62	HUSSMAN STRATEGIC GROW	448108100			2/15/2011		9/25/2012	38,107	41,600				-3,493
63	HUSSMAN STRATEGIC GROW	448108100			7/9/2010		9/25/2012	15,866	19,425				-3,539
64	HUSSMAN STRATEGIC GROW	448108100			7/9/2010		7/6/2012	3,461	4,029				-568
65	HEWLETT PACKARD CO	428236103			6/25/2008		8/31/2012	3,541	9,679				-6,138
66	HEWLETT PACKARD CO	428236103			6/25/2008		7/6/2012	1,168	2,765				-1,597
67	GOLDMAN SACHS GRTH OPP	38142Y401			10/12/2011		3/29/2012	20,101	17,300				2,801
68	GOLDMAN SACHS GRTH OPP	38142Y401			2/15/2011		3/29/2012	69,836	69,700				136

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	8,272									1,141,565	1,111,115	30,450
	Short Term CG Distributions	0									0	0	0
69	X	GILEAD SCIENCES INC	375558103		12/8/2011		9/25/2012	1,351	779				572
70	X	GILEAD SCIENCES INC	375558103		12/8/2011		9/17/2012	1,316	779				537
71	X	GILEAD SCIENCES INC	375558103		12/8/2011		3/21/2012	1,558	1,558				0
72	X	JP MORGAN MID CAP VALUE	339128100		2/15/2011		9/25/2012	3,995	3,527				468
73	X	JP MORGAN MID CAP VALUE	339128100		2/15/2011		7/6/2012	3,532	3,282				250
74	X	JP MORGAN MID CAP VALUE	339128100		2/15/2011		3/29/2012	14,018	13,078				940
75	X	E M C CORP MASS	288648102		12/2/2010		3/21/2012	3,223	2,410				813
76	X	DREYFUS EMG MKT DEBT LO	261960494		4/2/2012		7/6/2012	3,464	3,533				-69
77	X	DODGE & COX INCOME FDC	256210105		2/15/2011		3/29/2012	35,780	34,990				790
78	X	DODGE & COX INCOME FDC	256210105		6/8/2011		3/29/2012	61,873	61,828				45
79	X	DODGE & COX INTL STOCK F	256206103		12/2/2010		9/25/2012	30,477	33,745				-3,268
80	X	WALT DISNEY CO	254687106		12/2/2010		8/16/2012	1,508	1,124				384
81	X	WALT DISNEY CO	254687106		12/2/2010		3/21/2012	1,955	1,696				259
82	X	DIAMOND HILL LONG-SHORT	252448333		2/15/2011		3/29/2012	3,520	3,297				223
83	X	DIAGEO PLC - ADR	252430205		12/2/2010		11/15/2012	571	361				210
84	X	DIAGEO PLC - ADR	252430205		12/2/2010		9/17/2012	1,633	1,082				551
85	X	DIAGEO PLC - ADR	252430205		12/2/2010		3/21/2012	2,907	2,165				742
86	X	CREDIT SUISSE COMM RT ST	22544R305		2/15/2011		9/25/2012	2,470	2,739				-269
87	X	CONOCOPHILLIPS	20825C104		8/6/2008		4/16/2012	7,469	8,156				-687
88	X	CONOCOPHILLIPS	20825C104		8/6/2008		3/21/2012	2,316	2,422				-106
89	X	COMCAST CORP CLASS A	20030N101		12/2/2010		9/17/2012	1,225	728				497
90	X	COMCAST CORP CLASS A	20030N101		12/2/2010		8/16/2012	1,193	728				465
91	X	COMCAST CORP CLASS A	20030N101		12/2/2010		3/21/2012	3,967	2,703				1,164
92	X	CHEVRON CORP	166764100		2/11/2011		9/17/2012	1,756	1,442				314
93	X	CHEVRON CORP	166764100		2/11/2011		3/21/2012	1,941	1,731				210
94	X	CHEVRON CORP	166764100		2/7/2012		3/21/2012	1,294	1,284				10
95	X	CELANESE CORP	150870103		6/15/2011		9/17/2012	1,244	1,465				-221
96	X	CELANESE CORP	150870103		2/11/2011		3/21/2012	2,264	2,442				-178
97	X	CAPITAL ONE FINANCIAL COR	14040H105		2/11/2011		9/17/2012	1,469	1,298				171
98	X	CAPITAL ONE FINANCIAL COR	14040H105		2/11/2011		3/21/2012	2,496	2,337				159
99	X	CVS/CAREMARK CORPORATI	126650100		12/2/2010		3/21/2012	1,404	963				441
100	X	CVS/CAREMARK CORPORATI	126650100		12/2/2010		3/21/2012	2,029	1,445				584
101	X	AFLAC INC	001055102		12/2/2010		3/21/2012	3,275	3,783				-508
102	X	CVS/CAREMARK CORPORATI	126650100		12/2/2010		3/21/2012	6,988	4,945				2,043
103	X	BOEING CO	097023105		3/17/2011		3/21/2012	2,637	2,384				253
104	X	BHP BILLITON LIMITED - ADR	088606108		2/11/2011		9/17/2012	1,424	1,869				-445
105	X	BHP BILLITON LIMITED - ADR	088606108		6/2/2011		3/21/2012	1,445	1,848				-403
106	X	BERKSHIRE HATHAWAY INC	084670702		12/2/2010		9/17/2012	1,325	1,216				109
107	X	BERKSHIRE HATHAWAY INC	084670702		12/2/2010		3/21/2012	2,031	2,027				4
108	X	BAKER HUGHES INC COM	057224107		12/2/2010		2/7/2012	13,268	14,156				-878
109	X	ARTISAN MID CAP FUND-INS	04314H600		7/10/2012		9/25/2012	7,918	7,376				542
110	X	ARTISAN INTERNATIONAL FU	04314H204		2/11/2011		9/25/2012	27,350	25,664				1,686
111	X	ARTISAN INTERNATIONAL FU	04314H204		2/11/2011		3/29/2012	11,951	11,688				273
112	X	APPLE INC	037833100		12/2/2010		7/6/2012	3,016	1,566				1,430
113	X	APPLE INC	037833100		12/2/2010		4/11/2012	3,750	1,903				1,847
114	X	APACHE CORP	037411105		12/2/2010		3/21/2012	12,189	6,343				5,846
115	X	APACHE CORP	037411105		2/7/2012		9/17/2012	1,367	1,564				-177
116	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/2/2010		3/21/2012	2,077	2,290				0
117	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/6/2011		11/15/2012	3,299	2,118				1,181
118	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/6/2011		9/17/2012	1,276	794				482
119	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/6/2011		7/5/2012	471	318				153
120	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		3/21/2012	1,804	1,376				428
121	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		3/21/2012	3,630	2,991				639
122	X	AFFILIATED MANAGERS GRO	008252108		12/2/2010		9/17/2012	1,265	929				336
123	X	AFFILIATED MANAGERS GRO	008252108		12/2/2010		3/21/2012	2,817	2,323				494
124	X	AFFILIATED MANAGERS GRO	008252108		12/2/2010		12/4/2012	5,474	5,018				456
125	X	ABBOTT LABS	002824100		2/11/2011		11/7/2012	7,691	5,418				2,273
126	X	ABBOTT LABS	002824100		2/11/2011		7/5/2012	3,305	2,322				983
127	X	ABBOTT LABS	002824100		6/2/2011		6/7/2012	3,434	2,711				723
128	X	ABBOTT LABS	002824100		2/11/2011		3/21/2012	2,147	1,790				357
129	X	ABBOTT LABS	002824100		2/11/2011		3/21/2012	3,929	2,959				970

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

		893	0	0	893
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	893			893

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

		8,659	1,103	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,103	1,103		
2	PY EXCISE TAX DUE	1,867			
3	ESTIMATED EXCISE PAYMENTS	5,689			

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

		21	21	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	21	21		

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

		3,081,742		2,974,906		3,141,910	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1				0			
2	TCW SMALL CAP GROWTH FUND-I 4724		0	81,148	73,948		
3	ANHEUSER-BUSCH INBEV SPN ADR		0	6,886	11,364		
4	LAUDUS MONDRIAN INTL FI-INST 2940		0	69,958	69,898		
5	DODGE & COX INT'L STOCK FD 1048		0	158,335	151,553		
6	CHEVRON CORP		0	12,692	14,274		
7	DREYFUS EMG MKT DEBT LOC C-I 6083		0	155,079	163,964		
8	DRIEHAUS ACTIVE INCOME FUND		0	48,851	49,832		
9	3M CO		0	9,042	9,749		
10	JP MORGAN MID CAP VALUE-I 758		0	62,814	73,081		
11	BERSHIRE HATHAWAY INC		0	13,240	15,159		
12	HUSSMAN STRATEGIC GROWTH FUND 60		0	71,027	64,594		
13	COMCAST CORP CLASS A		0	6,965	12,516		
14	GOOGLE INC		0	10,064	12,025		
15	VANGUARD REIT VIPER		0	75,307	112,715		
16	CELANESE CORP		0	5,951	6,858		
17	VANGUARD EMERGING MARKETS ETF		0	98,849	101,974		
18	MONSTER BEVERAGE CORP		0	4,229	5,020		
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	85,262	101,344		
20	VODAFONE GROUP PLC NEW ADR		0	8,159	7,053		
21	EATON CORP PLC		0	8,320	8,723		
22	CME GROUP INC		0	10,758	10,134		
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	107,691	119,295		
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	75,707	80,847		
25	RIDGEWORTH SEIX HY BD-I 5855		0	173,234	178,321		
26	GATEWAY FUND - Y 1986		0	81,418	80,118		
27	CREDIT SUISSE COMM RT ST-CO 2156		0	175,397	153,646		
28	KEELEY SMALL CAP VAL FD CL I 2251		0	74,127	84,477		
29	AFLAC INC		0	10,809	10,624		
30	AFFILIATED MANAGERS GROUP INC		0	9,051	13,015		
31	APACHE CORPORATION COM		0	13,739	10,048		
32	APPLE COMPUTER INC COM		0	12,685	21,287		
33	ARTISAN INTERNATIONAL FUND 661		0	136,428	150,979		
34	BOEING COMPANY		0	8,174	9,043		
35	CVS/CAREMARK CORPORATION		0	6,454	9,718		
36	CAPITAL ONE FINANCIAL CORP		0	7,791	8,690		
37	CISCO SYSTEMS INC		0	13,305	14,717		
38	DIAGEO PLC - ADR		0	6,205	10,026		
39	WALT DISNEY CO		0	10,398	13,891		
40	DODGE & COX INCOME FD COM 147		0	299,409	308,731		
41	E M C CORP MASS		0	7,668	8,855		
42	GILEAD SCIENCES INC		0	5,337	10,063		
43	INTEL CORP		0	9,010	8,557		
44	JOHNSON CONTROLS INC		0	11,055	9,385		
45	MERGER FD SH BEN INT 260		0	47,725	48,428		
46	MICROSOFT CORP		0	7,349	7,212		

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
47	NESTLE S.A REGISTERED SHARES - ADR		0	8,354	9,710
48	NOVARTIS AG - ADR		0	6,368	7,596
49	ORACLE CORPORATION		0	8,100	9,663
50	PIMCO TOTAL RET FD-INST 35		0	294,392	300,504
51	PIMCO FOREIGN BD FD USD H-INST 103		0	68,924	70,159
52	T ROWE PRICE SHORT TERM BD FD 55		0	71,274	71,502
53	SCHLUMBERGER LTD		0	3,826	11,157
54	TJX COS INC NEW		0	8,352	9,084
55	TEVA PHARMACEUTICAL INDUSTRIES - A		0	11,604	8,551
56	THERMO FISHER SCIENTIFIC INC		0	8,911	9,567
57	TOTAL FINA ELF S A ADR		0	7,719	8,894
58	UNION PACIFIC CORP		0	12,164	16,344
59	MCKESSON CORP		0	9,006	9,211
60	GOLDMAN SACHS GROUP INC		0	8,313	6,378
61	UNITED PARCEL SERVICE-CL B		0	7,709	8,700
62	TARGET CORP		0	6,777	11,538
63	UNITEDHEALTH GROUP INC		0	6,984	11,445
64	ARTISAN MID CAP FUND-INSTL 1333		0	81,724	85,674
65	BHP BILLITON LIMITED		0	8,050	6,823
66	JPMORGAN CHASE & CO		0	12,623	13,279
67	US BANCORP DEL NEW		0	10,630	10,380

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	1,495
2	Mutual Fund & CTF Income Additions	2	3,031
3	Total	3	4,526

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

1	Mutual Fund & CTF Income Subtraction	1	10,596
2	PY Return of Capital Adjustment	2	1,403
3	Total	3	11,999

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

Long Term CG Distributions			Amount		8,272		0		1,133,293		0		727		1,111,842		22,178		0		0		22,178		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Short Term CG Distributions			Amount		8,272		0		1,133,293		0		727		1,111,842		22,178		0		0		22,178		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
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		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1. EATON CORP PLC			029193103				11/30/2012		12/17/2012		16				0		15		3		3		0		0		2,452	
2. COOPER INDUSTRIES PLC NEW IRELAND			024140108				12/22/2010		11/30/2012		8,333				0		5,861		2,452		300		0		0		300	
3. COOPER INDUSTRIES PLC NEW IRELAND			024140108				12/22/2010		7/6/2012		1,700				0		1,400		300		107		0		0		167	
4. VODAFONE GROUP PLC NEW ADR			321512308				2/10/2011		7/6/2012		2,456				0		2,623		1,316		107		0		0		1,316	
5. VANGUARD RETI VIPER			022308553				2/10/2011		7/6/2012		10,444				0		9,128		1,316		1,239		0		0		1,239	
6. VANGUARD RETI VIPER			022308553				2/10/2011		7/6/2012		17,234				0		15,975		1,239		1,239		0		0		1,239	
7. VANGUARD MSCI EMERGING MARKET			022308553				2/10/2011		7/6/2012		3,635				0		4,080		245		1,362		0		0		1,362	
8. UNITEDHEALTH GROUP INC			91324P102				5/6/2008		3/29/2012		3,514				0		2,152		1,362		610		0		0		610	
9. UNITED PARCEL SERVICE CL B			511312106				8/12/2011		3/21/2012		3,223				0		2,613		610		610		0		0		610	
10. UNION PACIFIC CORP			907818108				12/22/2010		9/17/2012		1,903				0		1,404		489		489		0		0		489	
11. UNION PACIFIC CORP			907818108				12/22/2010		9/17/2012		5,063				0		4,211		852		52		0		0		852	
12. US BANCORP DEL NEW			902873304				9/26/2007		9/17/2012		1,197				0		1,145		52		52		0		0		52	
13. US BANCORP DEL NEW			902873304				9/26/2007		9/17/2012		1,579				0		1,635		-56		-56		0		0		-56	
14. TOTAL S.A. ADR			69151E109				7/5/2012		9/17/2012		1,353				0		1,128		225		1,128		0		0		225	
15. 3M CO			882573101				12/17/2010		9/17/2012		1,406				0		1,282		114		114		0		0		114	
16. 3M CO			882573101				12/17/2010		9/17/2012		3,116				0		3,014		102		102		0		0		102	
17. THERMO FISHER SCIENTIFIC INC			063356102				6/22/2011		7/6/2012		1,280				0		1,586		306		306		0		0		306	
18. THERMO FISHER SCIENTIFIC INC			063356102				6/22/2011		7/6/2012		3,427				0		3,806		379		379		0		0		379	
19. TEVA PHARMACEUTICAL INDUSTRIES			881624209				6/22/2011		3/21/2012		2,602				0		3,007		405		405		0		0		405	
20. TARGET CORP			87612E106				1/14/2009		9/17/2012		1,608				0		869		739		739		0		0		739	
21. JX COS INC NEW			872540109				3/21/2012		7/6/2012		1,379				0		1,171		158		158		0		0		158	
22. JX COS INC NEW			872540109				3/21/2012		7/6/2012		2,611				0		2,576		35		35		0		0		35	
23. ICW SMALL CAP GROWTH FUND-#47			877324N649				2/15/2011		9/25/2012		7,927				0		8,560		633		633		0		0		633	
24. ICW SMALL CAP GROWTH FUND-#47			877324N649				2/15/2011		9/25/2012		5,284				0		5,592		308		308		0		0		308	
25. SCHLUMBERGER LTD			806857108				2/17/2012		9/17/2012		1,540				0		1,591		-51		-51		0		0		-51	
26. SCHLUMBERGER LTD			806857108				2/17/2012		9/17/2012		2,968				0		3,182		214		214		0		0		214	
27. SPDR DJ WILSHIRE INTERNATIONAL			78463X663				6/22/2011		9/25/2012		6,042				0		6,735		54		54		0		0		54	
28. SPDR DJ WILSHIRE INTERNATIONAL			78463X663				6/22/2011		9/25/2012		2,475				0		2,775		-300		-300		0		0		-300	
29. SPDR DJ WILSHIRE INTERNATIONAL			78463X663				6/22/2011		9/25/2012		110,448				0		109,994		454		454		0		0		454	
30. T ROWE PRICE SHORT TERM BD FD #5			77557P105				4/22/2012		7/6/2012		83,600				0		85,600		2,023		2,023		0		0		2,023	
31. T ROWE PRICE SHORT TERM BD FD #5			77557P105				9/5/2007		7/6/2012		1,956				0		2,023		67		67		0		0		67	
32. RIDGEWORTH SEC HY BDJ #585			766281645				9/5/2007		7/6/2012		6,906				0		7,348		442		442		0		0		442	
33. RIDGEWORTH SEC HY BDJ #585			766281645				9/5/2007		7/6/2012		27,488				0		25,876		1,612		1,612		0		0		1,612	
34. PIMCO FOREIGN BD FD USD H-INST #1			693390862				10/12/2011		9/25/2012		2,746				0		2,624		122		122		0		0		122	
35. PIMCO FOREIGN BD FD USD H-INST #1			693390862				4/2/2012		7/6/2012		5,848				0		5,767		81		81		0		0		81	
36. PIMCO FOREIGN BD FD USD H-INST #1			693390862				2/15/2011		9/25/2012		36,282				0		35,214		1,078		1,078		0		0		1,078	
37. PIMCO TOTAL RET FD-INST #95			693390700				6/6/2011		3/29/2012		62,975				0		62,982		283		283		0		0		283	
38. PIMCO TOTAL RET FD-INST #95			693390700				6/6/2011		3/29/2012		62,975				0		62,982		-132		-132		0		0		-132	
39. OPPENHEIMER DEVELOPING MKT-Y #7			663974505				12/10/2007		9/25/2012		263				0		365		204		204		0		0		204	
40. ORACLE CORPORATION			68368X105				12/22/2010		9/17/2012		1,321				0		1,117		158		158		0		0		158	
41. ORACLE CORPORATION			68368X105				12/22/2010		9/17/2012		2,211				0		2,133		88		88		0		0		88	
42. NOVARTIS AG - ADR			641069406				10/31/2007		3/21/2012		1,361				0		1,231		138		138		0		0		138	
43. NESTLE S.A. REGISTERED SHARES - A			641069406				12/22/2010		9/17/2012		4,026				0		3,645		381		381		0		0		381	
44. NESTLE S.A. REGISTERED SHARES - A			641069406				12/22/2010		9/17/2012		2,711				0		2,567		154		154		0		0		154	
45. MICROSOFT CORP			594918104				2/11/2011		3/21/2012		1,243				0		1,089		407		407		0		0		407	
46. MICROSOFT CORP			594918104				2/11/2011		3/21/2012		2,721				0		2,275		50		50		0		0		50	
47. MERGER FD SH BEN INT #260			589509108				7/6/2012		9/25/2012		2,325				0		2,275		40		40		0		0		40	
48. MERGER FD SH BEN INT #260			589509108				4/2/2012		9/25/2012		5,283				0		5,063		-8		-8		0		0		-8	
49. MERGER FD SH BEN INT #260			589509108				11/1/2010		9/25/2012		2,675				0		2,773		975		975		0		0		975	
50. MERGER FD SH BEN INT #260			589509108				11/1/2010		9/25/2012		2,691				0		2,773		379		379		0		0		379	
51. LAUDUS MONDRIAN INTL F-INST #294015			1855Q655				2/15/2011		9/25/2012		21,532				0		20,177		218		218		0		0		218	
52. LAUDUS MONDRIAN INTL F-INST #294015			1855Q655				4/2/2012		7/6/2012		9,417				0		9,038		-13		-13		0		0		-13	
53. LAUDUS MONDRIAN INTL F-INST #294015			1855Q655				4/2/2012		7/6/2012		5,222				0		5,235		218		218		0		0		218	
54. KEELLY SMALL CAP VAL FD CL I #2251			487300808				2/15/2011		9/25/2012		6,984				0		6,776		-75		-75		0		0			

[illegible]

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	1,422
3 Second quarter estimated tax payment	6/11/2012	3	1,422
4 Third quarter estimated tax payment	9/11/2012	4	1,422
5 Fourth quarter estimated tax payment	12/11/2012	5	1,423
6 Other payments		6	0
7 Total		7	5,689

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	1,890
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,890