4/25/2013 10 35 01 AM - 70035900 - 1807 - WWS - CLARK, S A & F P MEM FD IRR TUA

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: CLARK, S A & F P MEM FD IRR TUA

A Employer identification number: 35-6040188

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Indepndence Mall E MACY1372-062

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)* ▶ $ 3,528,538

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	93,152	91,723		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	9,694			
	b Gross sales price for all assets on line 6a 1,223,366				
	7 Capital gain net income (from Part IV, line 2)		9,694		
	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	102,846	101,417	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	46,789	35,092		11,697
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,058			1,058
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,871	1,201		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23	23		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,741	36,316	0	12,755
	25 Contributions, gifts, grants paid	133,500			133,500
	26 **Total expenses and disbursements** Add lines 24 and 25	191,241	36,316	0	146,255
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-88,395			
	b **Net investment income** (if negative, enter -0-)		65,101		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5,384	4,785	4,785
	2	Savings and temporary cash investments	49,727	67,738	67,738
	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)	3,401,120	3,285,261	3,456,016
	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)	3,456,231	3,357,784	3,528,539
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	3,456,231	3,357,784	
	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)	3,456,231	3,357,784	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,456,231	3,357,784	

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	3,456,231
2	Enter amount from Part I, line 27a	2	-88,395
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	3,305
4	Add lines 1, 2, and 3	4	3,371,141
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	13,357
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,357,784

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	9,694
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	167,119	3,479,923	0 048024
2010	166,835	3,374,692	0 049437
2009	200,110	3,133,476	0 063862
2008	175,365	3,828,285	0 045808
2007			0 000000

2 Total of line 1, column (d)	2	0 207131
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 051783
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,429,431
5 Multiply line 4 by line 3	5	177,586
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	651
7 Add lines 5 and 6	7	178,237
8 Enter qualifying distributions from Part XII, line 4	8	146,255

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	1,302
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	1,302
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	1,302
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,678		
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	5,678
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	4,376
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,302 **Refunded** ▶	11	3,074

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b *If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in* Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	46,789		

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	3,359,295
b	Average of monthly cash balances		1b	122,361
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,481,656
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	3,481,656
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	52,225
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,429,431
6	**Minimum investment return.** Enter 5% of line 5		6	171,472

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	171,472
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,302		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,302
3	Distributable amount before adjustments Subtract line 2c from line 1			3	170,170
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	170,170
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	170,170

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	146,255
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	146,255
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	146,255

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					170,170
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
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	30,100				
d	From 2010	786				
e	From 2011					
f	**Total** of lines 3a through e		30,886			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 146,255					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					146,255
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))*		23,915			23,915
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		6,971			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		6,971			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	6,185				
c	Excess from 2010	786				
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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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**	133,500
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	93,152	
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	9,694	
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		102,846	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 102,846

(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					
RIVERBEND CANCER SERVICES					
Street					
919 E JEFFERSON BLVD, BLVD 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					5,000

Name					
FAMILY & CHILDREN'S CENTER					
Street					
105 E JEFFERSON BLVD, STE 700					
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					6,500

Name					
WNIT PUBLIC TELEVISION					
Street					
300 WEST JEFFERSON BLVD					
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					20,000

Name					
100 BLACK MEN					
Street					
2043 S BEND AVE, PMB 345					
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					10,700

Name					
MUSICAL ARTS INDIANA					
Street					
18211 KERN ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46614		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
MEMORIAL HEALTH FOUNDATION					
Street					
615 N MICHIGAN ST					
City		**State**	**Zip Code**	**Foreign Country**	
SOUTH BEND		IN	46601		
Relationship	**Foundation Status**				
NONE	501 (C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					6,300

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

Recipient(s) paid during the year

Name				
PATCHWORK DANCE COMPANY				
Street: PO BOX 50-A				
City: OSCEOLA	**State**: IN	**Zip Code**: 46561	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				**Amount**: 5,000

Name				
ALZHEIMER'S & DEMENTIA SERVICES				
Street: 922 E COLFAX AVENUE				
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**: 8,650

Name				
EDISON INTERMEDIATE CENTER				
Street: 2701 EISENHOWER DRIVE				
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**: 4,000

Name				
CHILDREN'S DISPENSARY				
Street: 205 W WESTERN AVE , SUITE 233				
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**: 8,222

Name				
REAL SERVICES				
Street: 1151 S MICHIGAN 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**: 20,000

Name				
FAMILY INFORMATION CENTER				
Street: 15355 CARRIAGE LANE				
City: MISHAWAKA	**State**: IN	**Zip Code**: 46545	**Foreign Country**:	
Relationship: NONE	**Foundation Status**: 501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT				**Amount**: 17,330

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

Recipient(s) paid during the year

Name				
CENTER FOR HISTORY				
Street				
808 W WASHINGTON				
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				1,864

Name				
SOUTH BEND CAREER ACADEMY				
Street				
CRESCENT AT BLACKTHORN, BUILDING #1				
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				5,850

Name				
5 STAR LIFE				
Street				
2204 CALIFORNIA ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
ELKHART	IN	46514		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				9,084

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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

	Amount
Long Term CG Distributions	9,017
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,223,366	1,213,672	9,694
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	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	49	51				0	-2
2	X	COOPER INDUSTRIES PLC NE	G24140108			12/8/2010		11/30/2012	9,524	6,757				0	2,767
3	X	COOPER INDUSTRIES PLC NE	G24140108			12/8/2010		7/6/2012	1,700	1,408				0	292
4	X	VODAFONE GROUP PLC NEW	92857W209			2/10/2011		3/21/2012	3,002	3,224				0	-222
5	X	VANGUARD REIT VIPER	922908553			2/10/2011		7/6/2012	10,311	9,000				0	1,311
6	X	VANGUARD REIT VIPER	922908553			2/10/2011		3/29/2012	19,051	17,635				0	1,416
7	X	VANGUARD MSCI EMERGING	922042858			2/10/2011		3/29/2012	4,346	4,636				0	-290
8	X	UNITEDHEALTH GROUP INC	91324P102			7/7/2008		3/21/2012	3,784	1,600				0	2,184
9	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		3/21/2012	3,626	2,940				0	686
10	X	UNION PACIFIC CORP	907818108			12/8/2010		9/17/2012	2,538	1,847				0	691
11	X	UNION PACIFIC CORP	907818108			12/8/2010		7/6/2012	1,750	1,385				0	365
12	X	US BANCORP DEL NEW	902973304			2/10/2011		9/17/2012	1,368	1,112				0	256
13	X	US BANCORP DEL NEW	902973304			2/10/2011		3/21/2012	1,895	1,669				0	226
14	X	TOTAL S A - ADR	89151E109			7/5/2012		9/17/2012	1,353	1,128				0	225
15	X	3M CO	88579Y101			12/17/2010		9/17/2012	1,406	1,292				0	114
16	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/14/2011		9/25/2012	2,106	2,125				0	-19
17	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/14/2011		7/6/2012	2,174	2,257				0	-83
18	X	RIDGEWORTH SEIX HY BD-I #	76628T645			6/6/2011		7/6/2012	3,646	3,800				0	-154
19	X	PIMCO FOREIGN BD FD USD	693390882			10/12/2011		9/25/2012	29,358	27,637				0	1,721
20	X	PIMCO FOREIGN BD FD USD	693390882			4/2/2012		9/25/2012	3,859	3,688				0	171
21	X	PIMCO FOREIGN BD FD USD	693390882			4/2/2012		7/6/2012	5,368	5,294				0	74
22	X	PIMCO TOTAL RET FD-INST #	693390700			2/14/2011		3/29/2012	41,138	39,879				0	1,259
23	X	PIMCO TOTAL RET FD-INST #	693390700			6/6/2011		3/29/2012	67,440	67,136				0	304
24	X	OPPENHEIMER DEVELOPING	683974505			2/14/2011		3/29/2012	526	543				0	-17
25	X	ORACLE CORPORATION	68389X105			12/8/2010		9/17/2012	1,486	1,312				0	174
26	X	ORACLE CORPORATION	68389X105			12/8/2010		3/21/2012	3,533	3 499				0	34
27	X	NOVARTIS AG - ADR	66987V109			10/31/2007		3/21/2012	2,488	2,392				0	96
28	X	NESTLE S A REGISTERED SH	641069406			12/8/2010		9/17/2012	1,574	1,404				0	170
29	X	NESTLE S A REGISTERED SH	641069406			12/8/2010		3/21/2012	4,336	3,930				0	406
30	X	MICROSOFT CORP	594918104			2/10/2011		9/17/2012	1,398	1,233				0	165
31	X	MICROSOFT CORP	594918104			2/10/2011		3/21/2012	3,201	2,740				0	461
32	X	MERGER FD SH BEN INT #260	589509108			4/2/2012		9/25/2012	3,984	3,954				0	30
33	X	MERGER FD SH BEN INT #260	589509108			11/1/2010		9/25/2012	14,857	14,876				0	-19
34	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2011		9/25/2012	22,445	21,484				0	961
35	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			4/2/2012		9/25/2012	11,125	10,677				0	448
36	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			4/2/2012		7/6/2012	4,710	4,722				0	-12
37	X	KEELEY SMALL CAP VAL FD C	487300808			2/14/2011		9/25/2012	8,169	7,956				0	213
38	X	KEELEY SMALL CAP VAL FD C	487300808			2/14/2011		3/29/2012	8,440	8,568				0	-128
39	X	JOHNSON CONTROLS INC	478366107			3/17/2011		9/17/2012	1,432	2,018				0	-586
40	X	JOHNSON CONTROLS INC	478366107			3/17/2011		3/21/2012	2,434	3,027				593	0
41	X	JPMORGAN CHASE & CO	46625H100			11/11/2008		9/17/2012	1,641	1,475				0	166
42	X	3M CO	88579Y101			12/17/2010		3/21/2012	2,226	2,153				0	73
43	X	THERMO FISHER SCIENTIFIC	883556102			6/2/2011		9/17/2012	1,505	1,586				0	-81
44	X	THERMO FISHER SCIENTIFIC	883556102			6/2/2011		3/21/2012	3,998	4,440				0	-442
45	X	TEVA PHARMACEUTICAL IND	881624209			6/2/2011		3/21/2012	3,903	4,510				0	-607
46	X	TARGET CORP	87612E106			9/27/2000		9/17/2012	1,608	618				0	990
47	X	TCW SMALL CAP GROWTH FI	87234N849			2/14/2011		9/25/2012	10,068	10,931				0	-863
48	X	TCW SMALL CAP GROWTH FI	87234N849			2/14/2011		3/29/2012	5,874	6,251				0	-377
49	X	SCHLUMBERGER LTD	806857108			2/7/2012		9/17/2012	1,925	1,989				0	-64
50	X	SCHLUMBERGER LTD	806857108			2/7/2012		3/21/2012	2,968	3,182				0	-214
51	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/2/2011		9/25/2012	4,005	4,122				0	-117
52	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/2/2011		7/6/2012	5,493	6,122				0	-629
53	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/2/2011		3/29/2012	2,876	3,224				0	-348
54	X	T ROWE PRICE SHORT TERM	77957P105			4/2/2012		9/25/2012	121,364	120,864				0	500
55	X	T ROWE PRICE SHORT TERM	77957P105			4/2/2012		7/6/2012	91,428	91,428				0	0
56	X	JP MORGAN MID CAP VALUE-	339128100			2/14/2011		7/6/2012	3,137	2,916				0	221
57	X	JP MORGAN MID CAP VALUE-	339128100			2/14/2011		3/29/2012	15,461	14,430				0	1,031
58	X	E M C CORP MASS	268648102			12/8/2010		3/21/2012	3,662	2,742				0	920
59	X	DREYFUS EMG MKT DEBT LO	261980494			4/2/2012		7/6/2012	2,757	2,812				0	-55
60	X	DODGE & COX INCOME FD C	256210105			2/14/2011		3/29/2012	40,500	39,575				0	925
61	X	DODGE & COX INCOME FD C	256210105			6/6/2011		3/29/2012	66,307	66,258				0	49
62	X	DODGE & COX INT'L STOCK F	256206103			8/31/2007		9/25/2012	32,010	45,862				0	-13,852
63	X	DODGE & COX INT'L STOCK F	256206103			8/31/2007		9/25/2012	4,015	5,753				0	-1,738
64	X	WALT DISNEY CO	254687106			2/10/2011		9/17/2012	1 561	1,299				0	262
65	X	WALT DISNEY CO	254687106			2/10/2011		8/16/2012	1,508	1,299				0	209
66	X	WALT DISNEY CO	254687106			2/10/2011		3/21/2012	1 955	1,948				0	7
67	X	DIAMOND HILL LONG-SHORT	25264S833			2/14/2011		3/29/2012	3,935	3 691				0	244
68	X	DIAGEO PLC - ADR	25243Q205			12/8/2010		11/15/2012	2,282	1,460				0	822

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

	Amount
Long Term CG Distributions	9,017
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,223,366	1,213,672	9,694
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	DIAGEO PLC - ADR	25243Q205			12/8/2010		3/21/2012	3,391	2,555				0	836
70	X	CREDIT SUISSE COMM RT ST	22544R305			2/14/2011		9/25/2012	5,829	6,518				0	-689
71	X	JPMORGAN CHASE & CO	46625H100			11/11/2008		3/21/2012	5,876	4,794				0	1,082
72	X	ISHARES TR RUSSELL MIDCA	464287481			3/29/2012		7/6/2012	94,179	99,678				0	-5,499
73	X	INTEL CORP	458140100			12/8/2010		3/21/2012	4,173	3,286				0	887
74	X	HUSSMAN STRATEGIC GROW	448108100			8/13/2010		9/25/2012	19,427	23,576				0	-4,149
75	X	HUSSMAN STRATEGIC GROW	448108100			7/20/2006		9/25/2012	41,025	60,579				0	-19,554
76	X	HUSSMAN STRATEGIC GROW	448108100			7/20/2006		7/6/2012	2,521	3,544				0	-1,023
77	X	HEWLETT PACKARD CO	428236103			8/5/2008		8/31/2012	3,878	10,166				0	-6,288
78	X	HEWLETT PACKARD CO	428236103			8/5/2008		7/6/2012	1,265	2,873				0	-1,608
79	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/12/2011		3/29/2012	21,844	18,800				0	3,044
80	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/14/2011		3/29/2012	76,241	76,300				0	-59
81	X	GOLDMAN SACHS GROUP INC	38141G104			12/8/2010		7/6/2012	1,427	2,466				0	-1,039
82	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	1,014	584				0	430
83	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/17/2012	1,645	974				0	671
84	X	GILEAD SCIENCES INC	375558103			12/8/2011		3/21/2012	2,087	1,753				0	334
85	X	JP MORGAN MID CAP VALUE	339128100			2/14/2011		9/25/2012	5,631	4,974				0	657
86	X	CONOCOPHILLIPS	20825C104			12/8/2010		4/16/2012	7,987	6,957				0	1,030
87	X	CONOCOPHILLIPS	20825C104			12/8/2010		3/21/2012	2,702	2 255				0	447
88	X	COMCAST CORP CLASS A	20030N101			12/8/2010		9/17/2012	1,400	833				0	567
89	X	COMCAST CORP CLASS A	20030N101			12/8/2010		8/16/2012	1,193	729				0	464
90	X	COMCAST CORP CLASS A	20030N101			12/8/2010		3/21/2012	4,314	3,019				0	1,295
91	X	CISCO SYSTEMS INC	17275R102			2/24/2011		9/17/2012	1,333	1,292				0	41
92	X	CHEVRON CORP	166764100			2/10/2011		9/17/2012	1,756	1,449				0	307
93	X	CHEVRON CORP	166764100			2/10/2011		3/21/2012	2,373	2,125				0	248
94	X	CHEVRON CORP	166764100			2/7/2012		3/21/2012	1,402	1,391				0	11
95	X	CELANESE CORP	150870103			9/28/2011		9/17/2012	1,451	1,314				0	137
96	X	CELANESE CORP	150870103			9/28/2011		3/21/2012	2,490	2,065				0	425
97	X	CAPITAL ONE FINANCIAL COR	14040H105			12/8/2010		9/17/2012	1,469	988				0	481
98	X	CAPITAL ONE FINANCIAL COR	14040H105			12/8/2010		3/21/2012	2,774	1,977				0	797
99	X	CVS/CAREMARK CORPORATI	126650100			12/8/2010		9/17/2012	1,404	1 000				0	404
100	X	CVS/CAREMARK CORPORATI	126650100			12/8/2010		3/21/2012	2,254	1,666				0	588
101	X	CVS/CAREMARK CORPORATI	126650100			12/8/2010		3/12/2012	7,623	5,598				0	2,025
102	X	CME GROUP INC	12572Q105			8/30/2012		9/17/2012	1,467	1,364				0	103
103	X	BOEING CO	097023105			3/17/2011		3/21/2012	3,014	2,725				0	289
104	X	BHP BILLITON LIMITED - ADR	088606108			6/2/2011		9/17/2012	1,424	1,848				0	-424
105	X	BERKSHIRE HATHAWAY INC	084670702			12/8/2010		9/17/2012	1,767	1,596				0	171
106	X	BERKSHIRE HATHAWAY INC	084670702			12/8/2010		3/21/2012	2,437	2,395				0	42
107	X	BAKER HUGHES INC COM	057224107			12/8/2010		2/7/2012	14,565	15,237				0	-672
108	X	ARTISAN MID CAP FUND-INS	04314H600			7/10/2012		9/25/2012	10 157	9,462				0	695
109	X	ARTISAN INTERNATIONAL FU	04314H204			2/14/2011		3/29/2012	13,280	13,017				0	263
110	X	APPLE INC	037833100			12/8/2010		7/6/2012	3,016	1,590				0	1,426
111	X	APPLE INC	037833100			12/8/2010		4/11/2012	5,000	2,543				0	2,457
112	X	APPLE INC	037833100			12/8/2010		3/21/2012	12,189	6,358				0	5,831
113	X	APACHE CORP	037411105			2/7/2012		9/17/2012	1,387	1,564				0	-177
114	X	APACHE CORP	037411105			12/8/2010		3/21/2012	2,077	2,265				188	0
115	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		11/15/2012	3,299	2,118				0	1,181
116	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		9/17/2012	1,701	1,059				0	642
117	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/6/2011		7/5/2012	471	318				0	153
118	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	2,040	1,556				0	484
119	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		3/21/2012	3,993	3,290				0	703
120	X	AFFILIATED MANAGERS GRO	008252108			12/8/2010		9/17/2012	1,897	1,441				0	456
121	X	AFFILIATED MANAGERS GRO	008252108			12/8/2010		3/21/2012	2,817	2,401				0	416
122	X	AFFILIATED MANAGERS GRO	008252108			12/8/2010		1/24/2012	6,285	5,955				0	330
123	X	ABBOTT LABS	002824100			11/1/2005		11/7/2012	8,402	5,590				0	2,812
124	X	ABBOTT LABS	002824100			11/1/2005		7/5/2012	1,620	1,075				0	545
125	X	ABBOTT LABS	002824100			6/2/2011		7/5/2012	5,767	4,552				0	1,215
126	X	ABBOTT LABS	002824100			6/2/2011		6/7/2012	2,209	1,841				0	368
127	X	ABBOTT LABS	002824100			11/1/2005		3/21/2012	6,045	4,300				0	1,745
128	X	AFLAC INC	001055102			9/16/2010		3/21/2012	3,743	4 140				0	-397

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,058	0	0	1,058
	Description				
1	TAX PREP FEES	1,058			1,058

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		9,871	1,201	0	0
1	FOREIGN TAXES PAID	1,201	1,201		
2	PY EXCISE TAX DUE	2,992			
3	ESTIMATED EXCISE PAYMENTS	5,678			

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

		23	23	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	23	23		

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
			3,401,120	3,285,261	3,456,016
1				0	
2	AFLAC INC		0	11,281	11,581
3	AFFILIATED MANAGERS GROUP INC		0	9,855	13,926
4	APACHE CORPORATION COM		0	15,137	11,147
5	APPLE COMPUTER INC COM		0	13,988	23,416
6	ARTISAN INTERNATIONAL FUND 661		0	178,897	197,429
7	BOEING COMPANY		0	8,855	9,797
8	CVS/CAREMARK CORPORATION		0	7,397	10,734
9	CAPITAL ONE FINANCIAL CORP		0	6,524	9,558
10	CISCO SYSTEMS INC		0	13,268	14,737
11	DIAGEO PLC - ADR		0	6,788	10,842
12	WALT DISNEY CO		0	11,442	13,891
13	DODGE & COX INCOME FD COM 147		0	329,025	339,373
14	E M C CORP MASS		0	8,337	9,614
15	GILEAD SCIENCES INC		0	5,961	11,238
16	INTEL CORP		0	9,858	9,279
17	JOHNSON CONTROLS INC		0	11,940	10,121
18	MERGER FD SH BEN INT 260		0	51,670	52,408
19	MICROSOFT CORP		0	7,946	7,746
20	NESTLE S A REGISTERED SHARES - ADF		0	8,982	10,427
21	NOVARTIS AG - ADR		0	6,910	8,229
22	ORACLE CORPORATION		0	9,185	10,496
23	PIMCO TOTAL RET FD-INST 35		0	323,526	330,328
24	PIMCO FOREIGN BD FD USD H-INST 103		0	75,763	77,121
25	T ROWE PRICE SHORT TERM BD FD 55		0	78,349	78,598
26	SCHLUMBERGER LTD		0	4,257	12,266
27	TJX COS INC NEW		0	7,806	8,490
28	TEVA PHARMACEUTICAL INDUSTRIES - A		0	12,873	9,335
29	THERMO FISHER SCIENTIFIC INC		0	8,935	10,524
30	TOTAL FINA ELF S A ADR		0	8,576	9,882
31	UNION PACIFIC CORP		0	12,836	17,475
32	MCKESSON CORP		0	9,954	10,181
33	GOLDMAN SACHS GROUP INC		0	9,925	8,291
34	UNITED PARCEL SERVICE-CL B		0	8,296	9,364
35	TARGET CORP		0	5,312	12,722
36	UNITEDHEALTH GROUP INC		0	5,280	12,529
37	ARTISAN MID CAP FUND-INSTL 1333		0	88,438	92,712
38	BHP BILLITON LIMITED		0	9,288	8,313
39	JPMORGAN CHASE & CO		0	11,703	14,466
40	US BANCORP DEL NEW		0	9,733	11,179
41	TCW SMALL CAP GROWTH FUND-I 4724		0	87,919	80,028
42	ANHEUSER-BUSCH INBEV SPN ADR		0	7,519	12,412
43	LAUDUS MONDRIAN INTL FI-INST 2940		0	77,165	76,834
44	DODGE & COX INT'L STOCK FD 1048		0	166,876	163,995
45	CHEVRON CORP		0	13,809	15,464
46	DREYFUS EMG MKT DEBT LOC C-I 6083		0	170,647	180,237

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
			3,401,120	3,285,261	3,456,016
47	DRIEHAUS ACTIVE INCOME FUND		0	53,699	54,777
48	3M CO		0	10,162	10,956
49	JP MORGAN MID CAP VALUE-I 758		0	67,980	79,060
50	BERSHIRE HATHAWAY INC		0	14,038	16,236
51	HUSSMAN STRATEGIC GROWTH FUND 6(		0	79,489	69,896
52	COMCAST CORP CLASS A		0	7,703	13,823
53	GOOGLE INC		0	11,327	13,440
54	VANGUARD REIT VIPER		0	94,112	121,993
55	CELANESE CORP		0	6,194	7,347
56	VANGUARD EMERGING MARKETS ETF		0	107,191	110,390
57	MONSTER BEVERAGE CORP		0	4,674	5,548
58	OPPENHEIMER DEVELOPING MKT-Y 788		0	104,390	109,667
59	VODAFONE GROUP PLC NEW ADR		0	8,940	7,683
60	EATON CORP PLC		0	9,148	9,590
61	CME GROUP INC		0	10,471	9,881
62	SPDR DJ WILSHIRE INTERNATIONAL REA		0	113,596	129,095
63	DIAMOND HILL LONG-SHORT FD CL I 11		0	81,969	87,489
64	RIDGEWORTH SEIX HY BD-I 5855		0	192,923	196,014
65	GATEWAY FUND - Y 1986		0	88,110	86,703
66	CREDIT SUISSE COMM RT ST-CO 2156		0	190,639	166,276
67	KEELEY SMALL CAP VAL FD CL I 2251		0	80,475	91,417

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

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

1	Mutual Fund & CTF Income Additions	1	3,305
2	Total	2	3,305

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

1	Cost Basis Adjustment	1	306
2	Mutual Fund & CTF Income Subtraction	2	11,521
3	PY Return of Capital Adjustment	3	1,530
4	Total	4	13,357

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

	Amount
Long Term CG Distributions	9,017
Short Term CG Distributions	0

Totals: Gross Sales Price 1,214,349; Depreciation Allowed 0; Adjustments 781; Cost or Other Basis Plus Expense of Sale 1,214 453; Gain or Loss 677; F M V as of 12/31/69 0; Adjusted Basis as of 12/31/69 0; Excess of FMV Over Adj Basis 0; Gains Minus Excess of FMV Over Adjusted Basis or Losses 677

	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
1	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	49		0	51	-2	0	0	0	-2
2	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/8/2010	11/30/2012	9 524		0	6 757	2 767	0	0	0	2,767
3	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/8/2010	7/6/2012	1 700		0	1 408	292	0	0	0	292
4	VODAFONE GROUP PLC NEW ADR	92857W209		2/10/2011	3/21/2012	3,002		0	3 224	-222	0	0	0	-222
5	VANGUARD REIT VIPER	922908553		2/10/2011	7/6/2012	10 311		0	9 000	1 311	0	0	0	1 311
6	VANGUARD REIT VIPER	922908553		2/10/2011	3/29/2012	19 051		0	17 635	1 416	0	0	0	1 416
7	VANGUARD MSCI EMERGING MARKETS	922042858		2/10/2011	3/29/2012	4,346		0	4 636	-290	0	0	0	-290
8	UNITEDHEALTH GROUP INC	91324P102		7/7/2008	3/21/2012	3 784		0	1 600	2 184	0	0	0	2,184
9	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	3/21/2012	3 626		0	2,940	686	0	0	0	686
10	UNION PACIFIC CORP	907818108		12/8/2010	9/17/2012	2 538		0	1 847	691	0	0	0	691
11	UNION PACIFIC CORP	907818108		12/8/2010	7/6/2012	1 750		0	1,385	365	0	0	0	365
12	US BANCORP DEL NEW	902973304		2/10/2011	9/17/2012	1 368		0	1 112	256	0	0	0	256
13	US BANCORP DEL NEW	902973304		2/10/2011	3/21/2012	1,895		0	1 669	226	0	0	0	226
14	TOTAL S A - ADR	89151E109		7/5/2012	9/17/2012	1 353		0	1 128	225	0	0	0	225
15	3M CO	88579Y101		12/17/2010	9/17/2012	1 406		0	1 292	114	0	0	0	114
16	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/14/2011	9/25/2012	2 106		0	2 125	-19	0	0	0	-19
17	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/14/2011	7/6/2012	2 174		0	2 257	-83	0	0	0	-83
18	RIDGEWORTH SEIX HY BD-I #5855	76628T645		6/6/2011	7/6/2012	3 646		0	3 800	-154	0	0	0	-154
19	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/12/2011	9/25/2012	29 358		0	27 637	1 721	0	0	0	1 721
20	PIMCO FOREIGN BD FD USD H-INST #1	693390882		4/2/2012	9/25/2012	3 859		0	3 688	171	0	0	0	171
21	PIMCO FOREIGN BD FD USD H INST #1	693390882		4/2/2012	7/6/2012	5 368		0	5 294	74	0	0	0	74
22	PIMCO TOTAL RET FD-INST #35	693390700		2/14/2011	3/29/2012	41 138		0	39 879	1 259	0	0	0	1 259
23	PIMCO TOTAL RET FD-INST #35	693390700		6/6/2011	3/29/2012	67 440		0	67 136	304	0	0	0	304
24	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		2/14/2011	3/29/2012	526		0	543	17	0	0	0	-17
25	ORACLE CORPORATION	68389X105		12/8/2010	9/17/2012	1 486		0	1 312	174	0	0	0	174
26	ORACLE CORPORATION	68389X105		12/8/2010	3/21/2012	3 533		0	3 499	34	0	0	0	34
27	NOVARTIS AG ADR	66987V109		10/31/2007	3/21/2012	2 488		0	2 392	96	0	0	0	96
28	NESTLE S A REGISTERED SHARES - A	641069406		12/8/2010	9/17/2012	1 574		0	1 404	170	0	0	0	170
29	NESTLE S A REGISTERED SHARES - A	641069406		12/8/2010	3/21/2012	4 336		0	3 930	406	0	0	0	406
30	MICROSOFT CORP	594918104		2/10/2011	9/17/2012	1 398		0	1 233	165	0	0	0	165
31	MICROSOFT CORP	594918104		2/10/2011	3/21/2012	3 201		0	2,740	461	0	0	0	461
32	MERGER FD SH BEN INT #260	589509108		4/2/2012	9/25/2012	3,984		0	3,954	30	0	0	0	30
33	MERGER FD SH BEN INT #260	589509108		11/1/2010	9/25/2012	14 857		0	14 876	19	0	0	0	-19
34	LAUDUS MONDRIAN INTL FI INST #2940	51855Q655		2/14/2011	9/25/2012	22 445		0	21 484	961	0	0	0	961
35	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		4/2/2012	9/25/2012	11 125		0	10 677	448	0	0	0	448
36	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		4/2/2012	7/6/2012	4 710		0	4 722	-12	0	0	0	-12
37	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/14/2011	9/25/2012	8,169		0	7 956	213	0	0	0	213
38	KEELEY SMALL CAP VAL FD CL I #2251	487300808		2/14/2011	3/29/2012	8 440		0	8 568	-128	0	0	0	-128
39	JOHNSON CONTROLS INC	478366107		3/17/2011	9/17/2012	1 432		0	2 018	586	0	0	0	-586
40	JOHNSON CONTROLS INC	478366107		3/17/2011	3/21/2012	2 434		593	3 027	0	0	0	0	0
41	JPMORGAN CHASE & CO	46625H100		11/11/2008	9/17/2012	1 641		0	1 475	166	0	0	0	166
42	3M CO	88579Y101		12/17/2010	3/21/2012	2 226		0	2 153	73	0	0	0	73
43	THERMO FISHER SCIENTIFIC INC	883556102		6/2/2011	9/17/2012	1 505		0	1 586	81	0	0	0	-81
44	THERMO FISHER SCIENTIFIC INC	883556102		6/2/2011	3/21/2012	3 998		0	4,440	-442	0	0	0	-442
45	TEVA PHARMACEUTICAL INDUSTRIES	881624209		6/2/2011	3/21/2012	3 903		0	4 510	-607	0	0	0	-607
46	TARGET CORP	87612E106		9/27/2000	9/17/2012	1 608		0	618	990	0	0	0	990
47	TCW SMALL CAP GROWTH FUND-I #47	87234N849		2/14/2011	9/25/2012	10 068		0	10 931	-863	0	0	0	-863
48	TCW SMALL CAP GROWTH FUND-I #47	87234N849		2/14/2011	3/29/2012	5 874		0	6 251	-377	0	0	0	-377
49	SCHLUMBERGER LTD	806857108		2/7/2012	9/17/2012	1 925		0	1 989	-64	0	0	0	-64
50	SCHLUMBERGER LTD	806857108		2/7/2012	3/21/2012	2 968		0	3 182	214	0	0	0	-214
51	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/2/2011	9/25/2012	4,005		0	4 122	-117	0	0	0	-117
52	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/2/2011	7/6/2012	5,493		0	6,122	-629	0	0	0	-629
53	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		6/2/2011	3/29/2012	2 876		0	3 224	348	0	0	0	348
54	T ROWE PRICE SHORT TERM BD FD #5	77957P105		4/2/2012	9/25/2012	121 364		0	120 864	500	0	0	0	500
55	T ROWE PRICE SHORT TERM BD FD #5	77957P105		4/2/2012	7/6/2012	91,428		0	91 428	0	0	0	0	0
56	JP MORGAN MID CAP VALUE-I #758	339128100		2/14/2011	7/6/2012	3 137		0	2 916	221	0	0	0	221
57	JP MORGAN MID CAP VALUE-I #758	339128100		2/14/2011	3/29/2012	15 461		0	14 430	1 031	0	0	0	1 031
58	E M C CORP MASS	268648102		12/8/2010	3/21/2012	3 662		0	2 742	920	0	0	0	920
59	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		4/2/2012	7/6/2012	2 757		0	2 812	-55	0	0	0	-55
60	DODGE & COX INCOME FD COM #147	256210105		2/14/2011	3/29/2012	40,500		0	39 575	925	0	0	0	925
61	DODGE & COX INCOME FD COM #147	256210105		6/6/2011	3/29/2012	66 307		0	66,258	49	0	0	0	49
62	DODGE & COX INT'L STOCK FD #1048	256206103		8/31/2007	9/25/2012	32 010		0	45 862	-13 852	0	0	0	-13 852
63	DODGE & COX INT'L STOCK FD #1048	256206103		8/31/2007	9/25/2012	4 015		0	5 753	-1 738	0	0	0	-1 738
64	WALT DISNEY CO	254687106		2/10/2011	9/17/2012	1,561		0	1 299	262	0	0	0	262
65	WALT DISNEY CO	254687106		2/10/2011	8/16/2012	1 508		0	1,299	209	0	0	0	209
66	WALT DISNEY CO	254687106		2/10/2011	3/21/2012	1 955		0	1 948	7	0	0	0	7
67	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		2/14/2011	3/29/2012	3 935		0	3 691	244	0	0	0	244
68	DIAGEO PLC - ADR	25243Q205		12/8/2010	11/15/2012	2,282		0	1 460	822	0	0	0	822
69	DIAGEO PLC - ADR	25243Q205		12/8/2010	3/21/2012	3,391		0	2,555	836	0	0	0	836
70	CREDIT SUISSE COMM RT ST-CO #215	22544R305		2/14/2011	9/25/2012	5 829		0	6 518	-689	0	0	0	-689
71	JPMORGAN CHASE & CO	46625H100		11/11/2008	3/21/2012	5 876		0	4 794	1 082	0	0	0	1 082
72	ISHARES TR RUSSELL MIDCAP GROWT	464287481		3/29/2012	7/6/2012	94 179		0	99 678	5 499	0	0	0	-5 499
73	INTEL CORP	458140100		12/8/2010	3/21/2012	4 173		0	3 286	887	0	0	0	887
74	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/13/2010	9/25/2012	19,427		0	23,576	-4 149	0	0	0	4 149
75	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/20/2006	9/25/2012	41,025		0	60 579	19 554	0	0	0	-19 554
76	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/20/2006	7/6/2012	2 521		0	3,544	1 023	0	0	0	-1,023
77	HEWLETT PACKARD CO	428236103		8/5/2008	8/31/2012	3 878		0	10 166	-6 288	0	0	0	6 288
78	HEWLETT PACKARD CO	428236103		8/5/2008	7/6/2012	1 265		0	2,873	1 608	0	0	0	1 608
79	GOLDMAN SACHS GRTH OPP FD-I #11	38142Y401		10/12/2011	3/29/2012	21 844		0	18 800	3 044	0	0	0	3 044
80	GOLDMAN SACHS GRTH OPP FD I #11	38142Y401		2/14/2011	3/29/2012	76 241		0	76 300	59	0	0	0	59
81	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010	7/6/2012	1 427		0	2 466	1 039	0	0	0	1 039
82	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	1 014		0	584	430	0	0	0	430
83	GILEAD SCIENCES INC	375558103		12/8/2011	9/17/2012	1 645		0	974	671	0	0	0	671
84	GILEAD SCIENCES INC	375558103		12/8/2011	3/21/2012	2 087		0	1 753	334	0	0	0	334

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

	Amount
Long Term CG Distributions	9,017
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
						1,214,349	0	781	1,214,453	677	0	0	0	677
85	JP MORGAN MID CAP VALUE-I #758	339128100		2/14/2011	9/25/2012	5 631		0	4 974	657	0	0	0	657
86	CONOCOPHILLIPS	20825C104		12/8/2010	4/16/2012	7 987		0	6 957	1 030	0	0	0	1 030
87	CONOCOPHILLIPS	20825C104		12/8/2010	3/21/2012	2 702		0	2 255	447	0	0	0	447
88	COMCAST CORP CLASS A	20030N101		12/8/2010	9/17/2012	1,400		0	833	567	0	0	0	567
89	COMCAST CORP CLASS A	20030N101		12/8/2010	8/16/2012	1 193		0	729	464	0	0	0	464
90	COMCAST CORP CLASS A	20030N101		12/8/2010	3/21/2012	4,314		0	3 019	1 295	0	0	0	1 295
91	CISCO SYSTEMS INC	17275R102		2/24/2011	9/17/2012	1 333		0	1,292	41	0	0	0	41
92	CHEVRON CORP	166764100		2/10/2011	9/17/2012	1 756		0	1 449	307	0	0	0	307
93	CHEVRON CORP	166764100		2/10/2011	3/21/2012	2 373		0	2 125	248	0	0	0	248
94	CHEVRON CORP	166764100		2/7/2012	3/21/2012	1 402		0	1 391	11	0	0	0	11
95	CELANESE CORP	150870103		9/28/2011	9/17/2012	1 451		0	1 314	137	0	0	0	137
96	CELANESE CORP	150870103		9/28/2011	3/21/2012	2 490		0	2 065	425	0	0	0	425
97	CAPITAL ONE FINANCIAL CORP	14040H105		12/8/2010	9/17/2012	1 469		0	988	481	0	0	0	481
98	CAPITAL ONE FINANCIAL CORP	14040H105		12/8/2010	3/21/2012	2,774		0	1 977	797	0	0	0	797
99	CVS/CAREMARK CORPORATION	126650100		12/8/2010	9/17/2012	1 404		0	1 000	404	0	0	0	404
100	CVS/CAREMARK CORPORATION	126650100		12/8/2010	3/21/2012	2 254		0	1,666	588	0	0	0	588
101	CVS/CAREMARK CORPORATION	126650100		12/8/2010	3/12/2012	7 623		0	5,598	2 025	0	0	0	2,025
102	CME GROUP INC	12572Q105		8/30/2012	9/17/2012	1 467		0	1 364	103	0	0	0	103
103	BOEING CO	097023105		3/17/2011	3/21/2012	3 014		0	2 725	289	0	0	0	289
104	BHP BILLITON LIMITED - ADR	088606108		6/2/2011	9/17/2012	1 424		0	1 848	-424	0	0	0	424
105	BERKSHIRE HATHAWAY INC	084670702		12/8/2010	9/17/2012	1 767		0	1 596	171	0	0	0	171
106	BERKSHIRE HATHAWAY INC	084670702		12/8/2010	3/21/2012	2 437		0	2 395	42	0	0	0	42
107	BAKER HUGHES INC COM	057224107		12/8/2010	2/7/2012	14 565		0	15,237	-672	0	0	0	-672
108	ARTISAN MID CAP FUND-INS #1333	04314H600		7/10/2012	9/25/2012	10,157		0	9,462	695	0	0	0	695
109	ARTISAN INTERNATIONAL FUND #661	04314H204		2/14/2011	3/29/2012	13 280		0	13 017	263	0	0	0	263
110	APPLE INC	037833100		12/8/2010	7/6/2012	3,016		0	1,590	1 426	0	0	0	1,426
111	APPLE INC	037833100		12/8/2010	4/11/2012	5 000		0	2 543	2 457	0	0	0	2 457
112	APPLE INC	037833100		12/8/2010	3/21/2012	12 189		0	6 358	5 631	0	0	0	5 831
113	APACHE CORP	037411105		2/7/2012	9/17/2012	1 387		0	1 564	177	0	0	0	-177
114	APACHE CORP	037411105		12/8/2010	3/21/2012	2 077		188	2 265	0	0	0	0	0
115	ANHEUSER BUSCH INBEV SPN ADR	03524A108		9/6/2011	11/15/2012	3 299		0	2,118	1 181	0	0	0	1 181
116	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/6/2011	9/17/2012	1 701		0	1,059	642	0	0	0	642
117	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/6/2011	7/5/2012	471		0	318	153	0	0	0	153
118	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	2,040		0	1 556	484	0	0	0	484
119	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	3/21/2012	3,993		0	3 290	703	0	0	0	703
120	AFFILIATED MANAGERS GROUP, INC C	008252108		12/8/2010	9/17/2012	1 897		0	1 441	456	0	0	0	456
121	AFFILIATED MANAGERS GROUP, INC C	008252108		12/8/2010	3/21/2012	2 817		0	2 401	416	0	0	0	416
122	AFFILIATED MANAGERS GROUP, INC C	008252108		12/8/2010	1/24/2012	6 285		0	5,955	330	0	0	0	330
123	ABBOTT LABS	002824100		11/1/2005	11/7/2012	8 402		0	5,590	2 812	0	0	0	2 812
124	ABBOTT LABS	002824100		11/1/2005	7/5/2012	1 620		0	1,075	545	0	0	0	545
125	ABBOTT LABS	002824100		6/2/2011	7/5/2012	5,767		0	4 552	1 215	0	0	0	1,215
126	ABBOTT LABS	002824100		6/2/2011	6/7/2012	2 209		0	1,841	368	0	0	0	368
127	ABBOTT LABS	002824100		11/1/2005	3/21/2012	6 045		0	4 300	1 745	0	0	0	1 745
128	AFLAC INC	001055102		9/16/2010	3/21/2012	3 743		0	4,140	397	0	0	0	-397

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
										46,789	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	46 789	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	1,420
3	Second quarter estimated tax payment	6/11/2012	3	1,420
4	Third quarter estimated tax payment	9/11/2012	4	1,420
5	Fourth quarter estimated tax payment	12/11/2012	5	1,418
6	Other payments		6	0
7	Total		7	5,678