



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 MILTON, ROBT & CLARA CHAR TR FDN		A Employer identification number 35-6502846
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		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) \$ 5,742,584		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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	128,251	125,563		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	76,482			
	b Gross sales price for all assets on line 6a	1,208,801			
	7 Capital gain net income (from Part IV, line 2)		76,482		
	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	204,733	202,045	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,914	34,435		11,479
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	699			699
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,036	2,528		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	44	44		
	24 Total operating and administrative expenses. Add lines 13 through 23	52,693	37,007	0	12,178
	25 Contributions, gifts, grants paid	275,426			275,426
26 Total expenses and disbursements. Add lines 24 and 25	328,119	37,007	0	287,604	
27 Subtract line 26 from line 12	-123,386				
a Excess of revenue over expenses and disbursements		165,038			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

HIA

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,511	924	924
	2 Savings and temporary cash investments	203,316	119,296	119,296
	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)		776,111	951,240
	c Investments—corporate bonds (attach schedule)		635,798	643,945
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	5,280,307	3,812,767	4,027,180
	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)	5,485,134	5,344,896	5,742,585
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	5,485,134	5,344,896	
	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)	5,485,134	5,344,896	
	31 Total liabilities and net assets/fund balances (see instructions)	5,485,134	5,344,896	

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	5,485,134
2 Enter amount from Part I, line 27a	2	-123,386
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,968
4 Add lines 1, 2, and 3	4	5,367,716
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	22,820
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,344,896

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	76,482
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	137,501	5,556,537	0.024746
2010	253,185	5,381,327	0.047049
2009	248,298	5,211,957	0.047640
2008	328,051	4,997,942	0.065637
2007	329,905	6,766,925	0.048753

2 Total of line 1, column (d)	2	0.233825
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	0.046765
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,568,952
5 Multiply line 4 by line 3	5	260,432
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,650
7 Add lines 5 and 6	7	262,082
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	287,604

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	1,650
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	1,650
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	1,650
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,653
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	4,653
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	3,003
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 1,650 Refunded ☐	11	1,353

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 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			
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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 Phila	Trustee 4 00	45,914		

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	5,510,265
b	Average of monthly cash balances	1b	143,493
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,653,758
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	5,653,758
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	84,806
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,568,952
6	Minimum investment return. Enter 5% of line 5	6	278,448

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	278,448
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,650
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,650
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	276,798
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	276,798
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	276,798

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	287,604
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	287,604
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	1,650
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	285,954

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				276,798
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			261,570	
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 ► \$ 287,604				
a Applied to 2011, but not more than line 2a			261,570	
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				26,034
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:	0			
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				250,764
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				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	275,426
b Approved for future payment NONE				
Total			3b	0

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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. <u>SVP Wells Fargo Bank N.A.</u> <u>4/25/2013</u> <u>SVP Wells Fargo Bank N.A.</u> <u>Signature of officer or trustee</u> <u>Date</u> <u>Title</u>
	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	

Security Type	Account #	EIN	CUSIP	Asset Name	Fed Cost	FMV
Cash	70047200	35-6502846			924 43	924 43
Savings & Temp Inv	70047200	35-6502846	VP0528308	FEDERATED TREAS OBL FD 68	119296 34	119296 34
				Total Cash, Savings and Temp	120220.77	120220.77
Invest - Corp Bonds	70047200	35-6502846	459200GN5	IBM CORP 6 500% 10/15/13	17412 45	15729 75
Invest - Corp Bonds	70047200	35-6502846	031162AZ3	AMGEN INC 5 700% 2/01/19	14346 48	14508 96
Invest - Corp Bonds	70047200	35-6502846	14912L4F5	CATERPILLAR FINANCIA 6 125% 2/17/14	17328	17058 4
Invest - Corp Bonds	70047200	35-6502846	166751AJ6	CHEVRON CORP 4 950% 3/03/19	17531.4	17894 55
Invest - Corp Bonds	70047200	35-6502846	3137EACA5	FED HOME LN MTG CORP 3 750% 3/27/19	38521 21	40457 2
Invest - Corp Bonds	70047200	35-6502846	912828KQ2	US TREASURY NOTE 3 125% 5/15/19	44030 14	46432 5
Invest - Corp Bonds	70047200	35-6502846	594918AB0	MICROSOFT CORP 2 950% 6/01/14	21068 85	20736 8
Invest - Corp Bonds	70047200	35-6502846	816851AN9	SEMPRA ENERGY 6 500% 6/01/16	10905 82	10551 15
Invest - Corp Bonds	70047200	35-6502846	025816BA6	AMERICAN EXPRESS CO 7 250% 5/20/14	14054 16	13058 52
Invest - Corp Bonds	70047200	35-6502846	260543CA9	DOW CHEMICAL CO/THE 5 900% 2/15/15	11178 4	11032 3
Invest - Corp Bonds	70047200	35-6502846	912828MA5	US TREASURY NOTE 2 750% 11/30/16	32055.47	32587 5
Invest - Corp Bonds	70047200	35-6502846	713448BN7	PEPSICO INC 4 500% 1/15/20	20236 56	20815 92
Invest - Corp Bonds	70047200	35-6502846	887317AF2	TIME WARNER INC 4 875% 3/15/20	7717 78	8176 35
Invest - Corp Bonds	70047200	35-6502846	912828NF3	US TREASURY NOTE 2 125% 5/31/15	40916 47	40691 04
Invest - Corp Bonds	70047200	35-6502846	46625HHR4	JPMORGAN CHASE & CO 3 400% 6/24/15	17930 92	17936 02
Invest - Corp Bonds	70047200	35-6502846	06051GEC9	BANK OF AMERICA CORP 5 625% 7/01/20	15336.3	17784 45
Invest - Corp Bonds	70047200	35-6502846	931142CU5	WAL-MART STORES INC 3 625% 7/08/20	15494 7	16674.9
Invest - Corp Bonds	70047200	35-6502846	00206RAV4	AT&T INC 2 500% 8/15/15	18853 4	18766 44
Invest - Corp Bonds	70047200	35-6502846	912828NT3	US TREASURY NOTE 2 625% 8/15/20	21229 69	23060 73
Invest - Corp Bonds	70047200	35-6502846	94973VAS6	WELLPOINT INC 4 350% 8/15/20	7306 44	7726 25
Invest - Corp Bonds	70047200	35-6502846	38141GEA8	GOLDMAN SACHS GROUP 5 125% 1/15/15	21627 83	21485 6
Invest - Corp Bonds	70047200	35-6502846	25459HAY1	DIRECTV HLDG/FIN INC 3 500% 3/01/16	9413 28	9534 69
Invest - Corp Bonds	70047200	35-6502846	59156RAN8	METLIFE INC 5 000% 6/15/15	22190 85	22018
Invest - Corp Bonds	70047200	35-6502846	883556AZ5	THERMO FISHER SCIENT 3 600% 8/15/21	16150 8	15952 95
Invest - Corp Bonds	70047200	35-6502846	36962G5J9	GENERAL ELEC CAP COR 4 650% 10/17/21	21845 8	22820 8
Invest - Corp Bonds	70047200	35-6502846	40429CFN7	HSBC FINANCE CORP 5 500% 1/19/16	9872 82	10057 05
Invest - Corp Bonds	70047200	35-6502846	437076AP7	HOME DEPOT INC 5 400% 3/01/16	10011.6	10281 78
Invest - Corp Bonds	70047200	35-6502846	87612EAN6	TARGET CORP 5 875% 7/15/16	14478 6	14156 16
Invest - Corp Bonds	70047200	35-6502846	126650BH2	CVS CAREMARK CORP 5 750% 6/01/17	3464 58	3586 71
Invest - Corp Bonds	70047200	35-6502846	50075NAU8	KRAFT FOODS INC 6 125% 2/01/18	10111 5	10950 93
Invest - Corp Bonds	70047200	35-6502846	912828HR4	US TREASURY NOTE 3 500% 2/15/18	16258 6	17080 05
Invest - Corp Bonds	70047200	35-6502846	31398AMW9	FED NATL MTG ASSN 3 250% 4/09/13	37051 11	35301 7
Invest - Corp Bonds	70047200	35-6502846	494550AY2	KINDER MORGAN ENER 5 950% 2/15/18	10207 35	10775 79
Invest - Corp Bonds	70047200	35-6502846	68389XAD7	ORACLE CORP 4 950% 4/15/13	16545.6	15192 45
Invest - Corp Bonds	70047200	35-6502846	61747YCE3	MORGAN STANLEY 6 000% 4/28/15	13112 64	13070 52

Total Corporate Bonds Investment

635797.6 643944.91

Invest - Corp Stock	70047200	35-6502846	001055102	AFLAC INC	15815 8	20982 4
Invest - Corp Stock	70047200	35-6502846	008252108	AFFILIATED MANAGERS GROUP, INC COM	17238 52	26420 45
Invest - Corp Stock	70047200	35-6502846	037411105	APACHE CORP	28424 33	21509
Invest - Corp Stock	70047200	35-6502846	037833100	APPLE INC	18164 9	45766 88
Invest - Corp Stock	70047200	35-6502846	097023105	BOEING CO	17369 02	19216 8
Invest - Corp Stock	70047200	35-6502846	126650100	CVS/CAREMARK CORPORATION	14754 21	21902 55
Invest - Corp Stock	70047200	35-6502846	14040H105	CAPITAL ONE FINANCIAL CORP	13490 4	19116 9
Invest - Corp Stock	70047200	35-6502846	17275R102	CISCO SYSTEMS INC	28518 24	31380 09
Invest - Corp Stock	70047200	35-6502846	25243Q205	DIAGEO PLC - ADR	12389 47	21217 56
Invest - Corp Stock	70047200	35-6502846	254687106	WALT DISNEY CO	17858 22	27583 66
Invest - Corp Stock	70047200	35-6502846	268648102	E M C CORP MASS	13425	18975
Invest - Corp Stock	70047200	35-6502846	375558103	GILEAD SCIENCES INC	11453 91	21594 3
Invest - Corp Stock	70047200	35-6502846	458140100	INTEL CORP	16640 88	18434 28
Invest - Corp Stock	70047200	35-6502846	478366107	JOHNSON CONTROLS INC	22355 55	19874 16
Invest - Corp Stock	70047200	35-6502846	594918104	MICROSOFT CORP	12543	14957 43
Invest - Corp Stock	70047200	35-6502846	641069406	NESTLE SA REGISTERED SHARES - ADR	17069 44	23330 86
Invest - Corp Stock	70047200	35-6502846	66987V109	NOVARTIS AG - ADR	13636 95	16458
Invest - Corp Stock	70047200	35-6502846	68389X105	ORACLE CORPORATION	21025 1	23157 4
Invest - Corp Stock	70047200	35-6502846	806857108	SCHLUMBERGER LTD	29288 87	23908 02
Invest - Corp Stock	70047200	35-6502846	872540109	TJX COS INC NEW	14280 06	21012 75
Invest - Corp Stock	70047200	35-6502846	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	24982 38	17923 2
Invest - Corp Stock	70047200	35-6502846	883556102	THERMO FISHER SCIENTIFIC INC	16064 97	20728 5
Invest - Corp Stock	70047200	35-6502846	89151E109	TOTAL S A - ADR	16611 15	19139 68
Invest - Corp Stock	70047200	35-6502846	907818108	UNION PACIFIC CORP	24373 28	34573
Invest - Corp Stock	70047200	35-6502846	58155Q103	MCKESSON CORP	19433 68	19876 8
Invest - Corp Stock	70047200	35-6502846	38141G104	GOLDMAN SACHS GROUP INC	15910 5	14669 4
Invest - Corp Stock	70047200	35-6502846	911312106	UNITED PARCEL SERVICE-CL B	14241 13	16073 14
Invest - Corp Stock	70047200	35-6502846	87612E106	TARGET CORP	20727 16	24555 55
Invest - Corp Stock	70047200	35-6502846	91324P102	UNITEDHEALTH GROUP INC	13213 56	22509 6
Invest - Corp Stock	70047200	35-6502846	088606108	BHP BILLITON LIMITED - ADR	18868 5	16468 2
Invest - Corp Stock	70047200	35-6502846	46625H100	JPMORGAN CHASE & CO	28291 23	28360 07
Invest - Corp Stock	70047200	35-6502846	902973304	US BANCORP DEL NEW	19577 25	22358
Invest - Corp Stock	70047200	35-6502846	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	14843 6	24299 98
Invest - Corp Stock	70047200	35-6502846	166764100	CHEVRON CORP	16747 48	30711 76
Invest - Corp Stock	70047200	35-6502846	88579Y101	3M CO	19375 83	20891 25
Invest - Corp Stock	70047200	35-6502846	084670702	BERKSHIRE HATHAWAY INC	30506 51	32112 6
Invest - Corp Stock	70047200	35-6502846	20030N101	COMCAST CORP CLASS A	13846 78	27272 8
Invest - Corp Stock	70047200	35-6502846	38259P508	GOOGLE INC	19239 74	23343 54

Invest - Corp Stock	70047200	35-6502846	150870103	CELANESE CORP	12162 8	14427 72
Invest - Corp Stock	70047200	35-6502846	611740101	MONSTER BEVERAGE CORP	9124 82	10832 2
Invest - Corp Stock	70047200	35-6502846	92857W209	VODAFONE GROUP PLC NEW ADR	13727 46	15114
Invest - Corp Stock	70047200	35-6502846	G29183103	EATON CORP PLC	17825 82	18692 1
Invest - Corp Stock	70047200	35-6502846	12572Q105	CME GROUP INC	20673 19	19507 95
Total Corporate Stock Investments					776110.69	951239.53
Invest - Other	70047200	35-6502846	04314H204	ARTISAN INTERNATIONAL FUND #661	298912 95	346130 68
Invest - Other	70047200	35-6502846	589509108	MERGER FD SH BEN INT #260	115552 13	114961 91
Invest - Other	70047200	35-6502846	693390882	PIMCO FOREIGN BD FD USD H-INST #103	49180 92	49968 19
Invest - Other	70047200	35-6502846	04314H600	ARTISAN MID CAP FUND-INS #1333	194214 86	190842 74
Invest - Other	70047200	35-6502846	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	162721 48	164840 72
Invest - Other	70047200	35-6502846	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	50952 53	49781 1
Invest - Other	70047200	35-6502846	256206103	DODGE & COX INT'L STOCK FD #1048	346340 55	343587 99
Invest - Other	70047200	35-6502846	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	276666 05	292099 54
Invest - Other	70047200	35-6502846	339128100	JP MORGAN MID CAP VALUE-I #758	124162 78	166098 54
Invest - Other	70047200	35-6502846	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	174319 22	143764 71
Invest - Other	70047200	35-6502846	922908553	VANGUARD REIT VIPER	188987 48	229378 8
Invest - Other	70047200	35-6502846	922042858	VANGUARD MSCI EMERGING MARKETS ETF	239567 02	252440 57
Invest - Other	70047200	35-6502846	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	237769 38	250795 05
Invest - Other	70047200	35-6502846	484288588	ISHARES BARCLAYS MBS BOND FUND	36533 65	36716 6
Invest - Other	70047200	35-6502846	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	216232 5	242765 85
Invest - Other	70047200	35-6502846	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	208025.1	230385 22
Invest - Other	70047200	35-6502846	76628T645	RIDGEWORTH SEIX HY BD-I #5855	303019 93	318047 36
Invest - Other	70047200	35-6502846	367829884	GATEWAY FUND - Y #1986	144976	142660 6
Invest - Other	70047200	35-6502846	22544R305	CREDIT SUISSE COMM RET ST-I #2156	300541.5	273596 64
Invest - Other	70047200	35-6502846	487300808	KEELEY SMALL CAP VAL FD CL I #2251	144091 4	188316 94
Total Other Investments					3812767.43	4027179.75
Grand Total					5344896.49	5742584.96

MILTON, ROBT & CLARA CHAR TR FDN

35-6502846 Page 1 of 1

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

Recipient(s) paid during the year

Name

ALZHEIMER'S & DEMENTIA SERVICES

Street

922 E COLFAX AVE

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

132,946

Name

SOUTH BEND HERITAGE FOUNDATION

Street

803 LINCOLNWAY WEST

City

SOUTH BEND

State

IN

Zip Code

46616

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

31,362

Name

LOGAN

Street

2505 E JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46615

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,118

Name

REAL SERVICES INC

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

106,000

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss	Totals	
															Capital Gains/Losses	
															Other sales	
															1,208,801	76,482
															0	0
															1,132,319	0
															0	0
1	X	HEWLETT PACKARD CO	428236103		1/6/2010		4/20/2012	4,536	9,655						0	-5,119
2	X	HEWLETT PACKARD CO	428236103		1/6/2010		8/31/2012	8,684	26,878						0	-18,194
3	X	HUSSMAN STRATEGIC GROW	448108100		6/14/2006		9/25/2012	27,845	41,168						0	-13,323
4	X	HUSSMAN STRATEGIC GROW	448108100		11/17/2006		9/25/2012	3,954	5,675						0	-1,721
5	X	HUSSMAN STRATEGIC GROW	448108100		12/29/2006		9/25/2012	1,157	1,659						0	-502
6	X	HUSSMAN STRATEGIC GROW	448108100		11/9/2007		9/25/2012	8,456	12,153						0	-3,697
7	X	HUSSMAN STRATEGIC GROW	448108100		5/31/2007		9/25/2012	27,386	39,084						0	-11,698
8	X	INTEL CORP	458140100		8/16/2004		4/20/2012	801	638						0	163
9	X	INTEL CORP	458140100		4/20/2012		9/17/2012	3,692	3,856						0	654
10	X	JPMORGAN CHASE & CO	46825H100		10/21/2010		2/28/2012	15,330	16,264						0	-164
11	X	JOHNSON & JOHNSON	478160AP9		3/17/2011		4/20/2012	3,375	4,238						0	-934
12	X	JOHNSON CONTROLS INC	478366107		3/17/2011		9/17/2012	2,721	3,834						0	-863
13	X	JOHNSON CONTROLS INC	478366107		10/20/2010		9/25/2012	55,440	55,988						0	-1,113
14	X	LAUDUS MONDRIAN INTL FLH	51855Q655		12/24/2011		3/6/2012	18,000	18,622						0	-548
15	X	ELI LILLY & CO	532457BD9		10/20/2010		9/25/2012	319	319						0	-622
16	X	MERGER FD SH BEN INT 260	589509108		10/13/2011		4/20/2012	4,616	4,045						0	0
17	X	KEELEY SMALL CAP VAL FD C	487300808		10/13/2011		9/25/2012	19,206	15,712						0	571
18	X	KEELEY SMALL CAP VAL FD C	487300808		4/1/2004		4/20/2012	4,734	3,632						0	3,494
19	X	MICROSOFT CORP	594918104		4/1/2004		9/17/2012	2,796	2,254						0	1,102
20	X	MICROSOFT CORP	594918104		1/6/2010		4/20/2012	6,604	5,006						0	542
21	X	NESTLE S A REGISTERED SH	641069406		1/6/2010		4/20/2012	7,879	7,343						0	1,598
22	X	NOVARTIS AG - ADR	66887V109		1/6/2010		9/17/2012	2,709	2,165						0	536
23	X	THERMO FISHER SCIENTIFIC	883556102		2/24/2011		4/20/2012	5,071	5,673						0	944
24	X	ORACLE CORPORATION	88579Y101		12/17/2010		9/25/2012	6,111	6,028						0	-603
25	X	3M CO	88579Y101		2/4/2011		4/20/2012	400	414						0	-14
26	X	OPPENHEIMER DEVELOPING	883974505		1/6/2010		9/25/2012	5,414	6,870						0	-1,456
27	X	TEVA PHARMACEUTICAL IND	881624209		1/6/2010		4/20/2012	10,520	10,100						0	420
28	X	PIMCO FOREIGN BD FD USD	693330882		4/24/2012		9/25/2012	7,812	2,583						0	229
29	X	3M CO	88579Y101		12/17/2010		9/17/2012	45,081	42,519						0	2,562
30	X	PIMCO FOREIGN BD FD USD	693330882		10/13/2011		9/25/2012	2,705	2,257						0	448
31	X	TOTAL S A - ADR	89151E109		7/5/2012		9/17/2012	13,956	14,367						0	-411
32	X	SPDR DJ WILSHIRE INTERNA	78463X863		6/2/2011		9/25/2012	4,105	3,356						0	749
33	X	US BANCORP DEL NEW	902973304		2/7/2012		4/20/2012	4,300	4,774						0	-474
34	X	SCHLUMBERGER LTD	806857108		2/7/2012		4/20/2012	5,889	5,063						0	826
35	X	UNION PACIFIC CORP	907818108		1/8/2010		9/17/2012	3,465	3,984						0	-519
36	X	SCHLUMBERGER LTD	806857108		2/28/2008		9/17/2012	4,441	3,222						0	1,219
37	X	UNION PACIFIC CORP	907818108		1/8/2010		9/25/2012	3,404	3,400						0	4
38	X	TCW SMALL CAP GROWTH FU	87234N849		4/24/2012		9/25/2012	4,411	3,593						0	818
39	X	UNITED PARCEL SERVICE-CL	911312106		8/12/2011		4/20/2012	5,478	5,022						0	456
40	X	TCW SMALL CAP GROWTH FU	87234N849		10/20/2010		9/25/2012	8,861	6,462						0	2,399
41	X	TJX COS INC NEW	872540109		10/11/2011		4/20/2012	4,311	3,029						0	1,282
42	X	TJX COS INC NEW	872540109		10/11/2011		9/17/2012	2,894	2,578						0	316
43	X	TARGET CORP	87612E106		4/20/2012		9/17/2012	2,966	2,613						0	353
44	X	UNITED PARCEL SERVICE-CL	911312106		8/12/2011		9/17/2012	28,218	30,128						0	-1,910
45	X	US TREASURY NOTE 4.250	912828HE3		10/20/2010		7/20/2012	5,039	5,263						0	-224
46	X	US TREASURY NOTE 4.250	912828HE3		6/2/2011		4/20/2012	13,954	7,482						0	6,472
47	X	UNITEDHEALTH GROUP INC	91324P102		1/6/2010		9/17/2012	2,725	1,592						0	1,133
48	X	UNITEDHEALTH GROUP INC	91324P102		10/18/2010		4/20/2012	29,256	24,996						0	4,260
49	X	VANGUARD REIT VIPER	922908553		10/18/2010		9/25/2012	9,555	7,815						0	1,740
50	X	VANGUARD REIT VIPER	922908553		1/5/2010		4/20/2012	4,153	3,432						0	721
51	X	VODAFONE GROUP PLC NEW	92857W209		1/6/2010		9/17/2012	2,998	1,756						0	1,242
52	X	COOPER INDUSTRIES PLC NE	G24140108		1/6/2010		11/30/2012	17,461	9,656						0	7,805
53	X	COOPER INDUSTRIES PLC NE	G24140108		1/6/2010		12/17/2012	24	24						0	0
54	X	EATON CORP PLC	G29183103		1/30/2012		4/20/2012	2,990	2,718						0	272
55	X	ABBOTT LABS	002824100		1/6/2010		7/5/2012	4,601	4,077						0	524
56	X	ABBOTT LABS	002824100		1/6/2010		11/7/2012	14,385	12,068						0	2,317
57	X	ABBOTT LABS	002824100		1/6/2010		12/4/2012	16,351	13,753						0	2,598
58	X	ABBOTT LABS	002824100		10/18/2010		4/20/2012	8,313	7,092						0	1,221
59	X	AFFILIATED MANAGERS GRO	008252108		10/18/2010		9/17/2012	5,028	3,892						0	1,136
60	X	AFFILIATED MANAGERS GRO	008252108		10/18/2010		9/17/2012	3,162	2,162						0	1,000
61	X	AFFILIATED MANAGERS GRO	008252108		12/11/2011		4/20/2012	6,908	5,684						0	1,224
62	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/11/2011		7/5/2012	3,608	2,752						0	856
63	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/6/2011		9/17/2012	2,977	1,853						0	1,124
64	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/6/2011		11/15/2012	6,598	4,236						0	2,362
65	X	ANHEUSER-BUSCH INBEV SP	03524A108		2/7/2012		4/20/2012	2,566	2,919						0	353
66	X	APACHE CORP	037411105		1/6/2010		9/17/2012	642	761						0	120
67	X	APACHE CORP	037411105		1/6/2010		9/17/2012	647	769						0	-122

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
69	APACHE CORP	037411105			2/3/2012		9/17/2012	2,509	2,950		1,208,801	0	76,482
70	APACHE CORP	037411105			1/6/2010		9/17/2012	462	544		0	0	-82
71	APPLE INC	037833100			1/6/2010		4/11/2012	17,499	5,914		0	0	11,585
72	APPLE INC	037833100			1/6/2010		4/20/2012	8,582	3,168		0	0	5,414
73	APPLE INC	037833100			1/6/2010		9/17/2012	6,971	2,112		0	0	4,859
74	ARTISAN INTERNATIONAL FU	04314H204			12/19/2007		4/20/2012	9,167	11,624		0	0	-2,457
75	ARTISAN INTERNATIONAL FU	04314H204			12/20/2006		4/20/2012	7,750	9,759		0	0	-2,009
76	ARTISAN INTERNATIONAL FU	04314H204			11/22/2005		9/25/2012	3,742	3,805		0	0	-63
77	ARTISAN INTERNATIONAL FU	04314H204			12/20/2006		9/25/2012	13,438	16,292		0	0	-2,854
78	ARTISAN INTERNATIONAL FU	04314H204			2/4/2011		9/25/2012	36,049	34,100		0	0	1,949
79	ARTISAN INTERNATIONAL FU	04314H204			10/20/2010		9/25/2012	336	307		0	0	29
80	ARTISAN MID CAP FUND-INS	04314H600			4/24/2012		9/25/2012	8,438	8,385		0	0	53
81	BAKER HUGHES INC COM	057224107			1/6/2010		2/7/2012	30,663	27,558		0	0	3,105
82	BERKSHIRE HATHAWAY INC	084670702			2/28/2008		4/20/2012	4,738	5,636		0	0	898
83	CVS/CAREMARK CORPORATI	126650100			1/6/2010		3/12/2012	19,828	14,233		0	0	5,595
84	CVS/CAREMARK CORPORATI	126650100			1/6/2010		9/17/2012	5,148	3,583		0	0	1,565
85	CVS CAREMARK CORP 575	126650BH2			10/21/2010		12/7/2012	3,636	3,465		0	0	171
86	CAPITAL ONE FINANCIAL COR	14040H105			1/6/2010		4/20/2012	6,742	5,110		0	0	1,632
87	CAPITAL ONE FINANCIAL COR	14040H105			1/6/2010		9/17/2012	2,644	1,840		0	0	804
88	CELANESE CORP	150870103			9/28/2011		4/20/2012	3,366	2,628		0	0	738
89	CELANESE CORP	150870103			9/28/2011		4/20/2012	2,695	2,440		0	0	255
90	CHEVRON CORP	166764100			2/7/2012		4/20/2012	3,999	4,172		0	0	-173
91	CHEVRON CORP	166764100			1/6/2006		9/17/2012	1,128	949		0	0	173
92	CHEVRON CORP	166764100			1/6/2006		9/17/2012	2,927	1,474		0	0	1,453
93	COMCAST CORP CLASS A	20030N101			10/18/2010		9/17/2012	2,800	1,423		0	0	1,377
94	COMCAST CORP CLASS A	20030N101			10/18/2010		9/17/2012	2,800	1,517		0	0	1,283
95	CONOCOPHILLIPS	20825C104			4/1/2004		4/16/2012	19,005	9,030		0	0	9,975
96	CREDIT SUISSE COMM RT ST	22544R305			10/20/2010		9/25/2012	16,074	17,214		0	0	-1,140
97	DIAGEO PLC -ADR	25241Q205			1/6/2010		4/20/2012	5,072	3,404		0	0	1,668
98	DIAGEO PLC -ADR	25241Q205			1/6/2010		11/15/2012	3,994	2,383		0	0	1,611
99	WALT DISNEY CO	254687106			1/6/2010		8/16/2012	754	478		0	0	276
100	WALT DISNEY CO	254687106			1/6/2010		9/17/2012	2,863	1,752		0	0	1,111
101	DODGE & COX INTL STOCK F	256206103			2/4/2011		9/25/2012	34,368	38,209		0	0	-3,841
102	DODGE & COX INTL STOCK F	256206103			10/20/2010		9/25/2012	21,601	23,040		0	0	-1,439
103	E M C CORP MASS	268648102			1/6/2010		4/20/2012	7,396	4,744		0	0	2,652
104	FED NATL MTG ASSN 4 750	31396AHZ8			10/20/2010		8/15/2012	29,343	31,543		0	0	-2,200
105	FED NATL MTG ASSN 4 750	31396AHZ8			6/2/2011		8/15/2012	5,059	5,322		0	0	-263
106	JP MORGAN MID CAP VALUE	339128100			12/20/2010		4/20/2012	1,935	1,720		0	0	215
107	JP MORGAN MID CAP VALUE	339128100			2/4/2011		4/20/2012	2,692	2,477		0	0	215
108	JP MORGAN MID CAP VALUE	339128100			12/20/2010		4/20/2012	2,310	2,055		0	0	255
109	JP MORGAN MID CAP VALUE	339128100			10/13/2011		4/20/2012	20,034	17,168		0	0	2,866
110	JP MORGAN MID CAP VALUE	339128100			10/13/2011		9/25/2012	7,821	6,332		0	0	1,489
111	GENERAL ELEC CAP COR 6 0	36962GY4			12/6/2005		9/25/2012	7,242	5,702		0	0	1,540
112	GILEAD SCIENCES INC	375558103			12/8/2011		5/2/2012	18,108	19,204		0	0	-1,096
113	GILEAD SCIENCES INC	375558103			12/8/2011		4/20/2012	3,321	2,532		0	0	789
114	GILEAD SCIENCES INC	375558103			12/8/2011		9/17/2012	2,961	1,753		0	0	1,208
115	BERKSHIRE HATHAWAY INC	084670702			2/19/2008		9/17/2012	3,083	3,294		0	0	-201
116	BOEING CO	097023105			3/17/2011		4/20/2012	4,050	3,746		0	0	304
117	CME GROUP INC	125720105			8/30/2012		9/17/2012	2,935	2,727		0	0	208
118	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	2,365	1,364		0	0	1,001
119	GOLDMAN SACHS GROUP INC	38141G104			12/10/2010		9/17/2012	2,994	4,196		0	0	-1,202
120	GOLDMAN SACHS GRTH OPP	38142Y401			10/20/2010		4/20/2012	156,962	140,145		0	0	16,817
121	GOLDMAN SACHS GRTH OPP	38142Y401			10/13/2011		4/20/2012	30,435	26,800		0	0	3,635
122	GOOGLE INC	38259P508			8/30/2012		9/17/2012	3,537	3,420		0	0	117

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

		699	0	0	699
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	699			699

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

		6,036	2,528	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,528	2,528		
2	ESTIMATED EXCISE TAXES PAID	3,508			

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

		44	44	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	44	44		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		0		776,111		0		951,240	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
1	SEE ATTACHED			776,111		951,240			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		0	635,798	0	643,945
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	SEE ATTACHED		635,798		643,945

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

		5,280,307	3,812,767	4,027,180
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1 SEE ATTACHED		0	3,812,767	4,027,180

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	3,145
2	COST BASIS ADJUSTMENT	2	2,823
3	Total	3	5,968

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	20,061
2	PY RETURN OF CAPITAL ADJUSTMENT	2	2,759
3	Total	3	22,820

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	Long Term CG Distributions		Amount	Short Term CG Distributions		Amount					
Description of Property Sold		CUSIP #	How Acquired		Date	Date	Date	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	HEWLETT PACKARD CO	428236103			16/2010	4/20/2012	4/20/2012	4,536			9,655	5,119				55,819
2	HEWLETT PACKARD CO	428236103			16/2010	9/25/2012	9/25/2012	8,684			26,878	-16,194				-16,194
3	HUSMAN STRATEGIC GROWTH FUND	448108100			6/14/2006	9/25/2012	9/25/2012	27,845			41,168	13,323				-13,323
4	HUSMAN STRATEGIC GROWTH FUND	448108100			11/17/2006	9/25/2012	9/25/2012	3,954			5,675	-1,721				-1,721
5	HUSMAN STRATEGIC GROWTH FUND	448108100			12/29/2006	9/25/2012	9/25/2012	1,157			1,659	-502				-502
6	HUSMAN STRATEGIC GROWTH FUND	448108100			11/9/2007	9/25/2012	9/25/2012	8,456			12,153	-3,697				-3,697
7	HUSMAN STRATEGIC GROWTH FUND	448108100			5/31/2007	9/25/2012	9/25/2012	27,386			39,084	-11,698				-11,698
8	INTEL CORP	458140100			5/31/2007	4/20/2012	4/20/2012	801			638	163				163
9	INTEL CORP	458140100			8/16/2004	4/20/2012	4/20/2012	2,927			2,273	654				654
10	JPMORGAN CHASE & CO	466251100			4/20/2012	9/17/2012	9/17/2012	3,692			3,856	164				164
11	JOHNSON & JOHNSON 5.150%	815417860AP9			10/21/2010	2/28/2012	2/28/2012	15,330			16,264	934				934
12	JOHNSON CONTROLS INC	478356107			3/17/2011	9/17/2012	9/17/2012	3,375			4,238	863				863
13	JOHNSON CONTROLS INC	478356107			3/17/2011	9/17/2012	9/17/2012	2,721			3,634	913				913
14	AUDUS MONDRIAN INTL FI INST	2840151850655			10/20/2010	9/25/2012	9/25/2012	55,440			55,988	-548				-548
15	ELI LILLY & CO 3.50%	306212			12/8/2011	9/25/2012	9/25/2012	319			319	0				0
16	OPPENHEIMER DEVELOPING MKT-Y 7	959509108			10/13/2011	4/20/2012	4/20/2012	4,616			4,045	571				571
17	KEELEY SMALL CAP VAL INT 260	487300808			10/13/2011	9/25/2012	9/25/2012	19,206			15,712	3,494				3,494
18	KEELEY SMALL CAP VAL FD CL 1 2251	487300808			4/24/2012	9/25/2012	9/25/2012	4,734			3,632	1,102				1,102
19	KEELEY SMALL CAP VAL FD CL 1 2251	487300808			4/11/2004	4/20/2012	4/20/2012	2,796			2,254	542				542
20	MICROSOFT CORP	594818104			4/11/2004	9/17/2012	9/17/2012	6,604			5,006	1,598				1,598
21	MICROSOFT CORP	594818104			16/2010	4/20/2012	4/20/2012	7,879			7,343	536				536
22	NOVARTIS AG - ADR	869871105			16/2010	9/17/2012	9/17/2012	2,708			2,165	544				544
23	ORACLE CORPORATION	863556102			2/24/2011	4/20/2012	4/20/2012	5,070			5,673	-603				-603
24	ORACLE CORPORATION	863556102			12/17/2010	4/20/2012	4/20/2012	6,111			6,028	83				83
25	3M CO	885791101			2/4/2011	9/25/2012	9/25/2012	4,009			4,14	-14				-14
26	OPPENHEIMER DEVELOPING MKT-Y 7	959509108			2/4/2011	9/25/2012	9/25/2012	5,414			6,870	-1,456				-1,456
27	TEVA PHARMACEUTICAL INDUSTRIES	861624209			16/2010	4/20/2012	4/20/2012	10,520			10,100	420				420
28	PIMCO FOREIGN BD FD USD H-INST 10	693390882			4/24/2012	9/25/2012	9/25/2012	2,812			2,583	229				229
29	3M CO	885791101			12/17/2010	9/17/2012	9/17/2012	45,081			42,519	2,562				2,562
30	PIMCO FOREIGN BD FD USD H-INST 10	693390882			7/8/2012	9/17/2012	9/17/2012	13,956			14,367	-411				-411
31	TOTAL S.A. - ADR	891515109			6/2/2011	9/25/2012	9/25/2012	4,105			1,356	2,749				2,749
32	SPDR DJ WILSHIRE INTERNATIONAL R	784633683			2/7/2012	4/20/2012	4/20/2012	4,300			4,774	-474				-474
33	US BANCORP DEL NEW	952973304			2/7/2012	4/20/2012	4/20/2012	5,888			5,063	825				825
34	SCHLUMBERGER LTD	806657108			11/8/2010	4/20/2012	4/20/2012	3,465			3,964	-519				-519
35	UNION PACIFIC CORP	806657108			2/28/2008	9/17/2012	9/17/2012	4,441			3,222	1,219				1,219
36	SCHLUMBERGER LTD	806657108			11/8/2010	9/17/2012	9/17/2012	3,404			3,400	4				4
37	UNION PACIFIC CORP	806657108			4/24/2012	9/25/2012	9/25/2012	4,411			3,953	458				458
38	TCW SMALL CAP GROWTH FUND-I	47287234N849			10/20/2010	9/25/2012	9/25/2012	5,478			5,022	456				456
39	UNITED PARCEL SERVICE-CL B	911312106			10/20/2010	9/25/2012	9/25/2012	8,861			6,462	2,399				2,399
40	TCW SMALL CAP GROWTH FUND I	47287234N849			10/11/2011	4/20/2012	4/20/2012	4,311			3,029	1,282				1,282
41	JIX COS INC NEW	872540109			10/11/2011	4/20/2012	4/20/2012	2,894			2,578	316				316
42	JIX COS INC NEW	872540109			4/20/2012	9/17/2012	9/17/2012	2,966			2,613	353				353
43	TARGET CORP	87612E106			8/12/2011	9/17/2012	9/17/2012	2,894			2,578	316				316
44	UNITED PARCEL SERVICE-CL B	911312106			10/20/2010	7/20/2012	7/20/2012	28,218			30,128	-1,910				-1,910
45	US TREASURY NOTE 4.250%	820012912E28HE3			6/2/2011	7/20/2012	7/20/2012	5,039			5,263	-224				-224
46	US TREASURY NOTE 4.250%	820012912E28HE3			16/2010	9/17/2012	9/17/2012	13,954			7,482	6,472				6,472
47	UNITEDHEALTH GROUP INC	91324P102			16/2010	9/17/2012	9/17/2012	2,725			2,496	229				229
48	UNITEDHEALTH GROUP INC	91324P102			10/18/2010	9/25/2012	9/25/2012	9,555			7,815	1,740				1,740
49	VANGUARD REIT VIPER	922908553			16/2010	4/20/2012	4/20/2012	4,153			3,432	721				721
50	VANGUARD REIT VIPER	922908553			16/2010	4/20/2012	4/20/2012	2,990			2,919	71				71
51	VODAFONE GROUP PLC NEW ADR	92857W209			16/2010	9/17/2012	9/17/2012	2,998			1,756	1,242				1,242
52	COOPER INDUSTRIES PLC NEW REL	24140108			16/2010	4/20/2012	4/20/2012	17,461			9,656	7,805				7,805
53	COOPER INDUSTRIES PLC NEW REL	24140108			11/30/2012	12/17/2012	12/17/2012	24			24	0				0
54	EATON CORP PLC	329183103			16/2010	6/7/2012	6/7/2012	2,990			2,718	272				272
55	ABBOTT LABS	002824100			16/2010	6/7/2012	6/7/2012	4,601			4,077	524				524
56	ABBOTT LABS	002824100			16/2010	7/5/2012	7/5/2012	14,385			12,068	2,317				2,317
57	ABBOTT LABS	002824100			16/2010	11/7/2012	11/7/2012	16,351			13,753	2,598				2,598
58	ABBOTT LABS	002824100			10/18/2010	12/4/2012	12/4/2012	8,313			7,092	1,221				1,221
59	AFFILIATED MANAGERS GROUP INC	008952108			10/18/2010	4/20/2012	4/20/2012	5,028			3,892	1,136				1,136
60	AFFILIATED MANAGERS GROUP INC	008952108			10/18/2010	9/17/2012	9/17/2012	3,162			2,162	1,000				1,000
61	AFFILIATED MANAGERS GROUP INC	008952108			12/1/2011	4/20/2012	4/20/2012	6,908			5,684	1,224				1,224
62	ANHEUSER-BUSCH INBEV SPN ADR	03524A108			12/1/2011	7/5/2012	7/5/2012	3,608			2,752	856				856
63	ANHEUSER-BUSCH INBEV SPN ADR	03524A108			9/6/2011	9/17/2012	9/17/2012	2,977			1,853	1,124				1,124
64	ANHEUSER-BUSCH INBEV SPN ADR	03524A108			2/7/2012	4/20/2012	4/20/2012	6,598			4,236	2,362				2,362
65	ANHEUSER-BUSCH INBEV SPN ADR	03524A108			2/7/2012	4/20/2012	4/20/2012	2,586			2,919	-333				-333
66	APACHE CORP	037411105			16/2010	4/20/2012	4/20/2012	647			761	-114				-114
67	APACHE CORP	037411105			16/2010	9/17/2012	9/17/2012	2,589			2,950	-361				-361
68	APACHE CORP	037411105			2/3/2012	9/17/2012	9/17/2012	4,463			5,914	-1,451				-1,451
69	APACHE CORP	037411105			16/2010	4/11/2012	4/11/2012	17,489			3,168	14,321				14,321
70	APACHE CORP	037411105			16/2010	4/20/2012	4/20/2012	8,582			11,624	-3,042				-3,042
71	APPLE INC	037833100			16/2010	9/17/2012	9/17/2012	9,171			9,759	-588				-588
72	APPLE INC	037833100			16/2010	4/20/2012	4/20/2012	1,167			1,624	-457				-457
73	APPLE INC	037833100			12/19/2007	4/20/2012	4/20/2012	7,750			3,805	3,945				3,945
74	ARTISAN INTERNATIONAL FUND 661	04314H204			11/22/2005	9/25/2012	9/25/2012	3,742			16,292	-12,550				-12,550
75	ARTISAN INTERNATIONAL FUND 661	04314H204			11/22/2005	9/25/2012	9/25/2012	36,049			34,100	1,949				1,949
76	ARTISAN INTERNATIONAL FUND 661	04314H204			2/4/2011	9/25/2012	9/25/2012	3,36			3,307	-67				-67
77	ARTISAN INTERNATIONAL FUND 661	04314H204			10/20/2010	9/25/2012	9/25/2012	8,438			8,365	73				73
78	ARTISAN INTERNATIONAL FUND 661	04314H204			4/24/2012	9/25/2012	9/25/2012	30,663			27,558	3,105				3,105
79	ARTISAN INTERNATIONAL FUND 661	04314H204			16/2010	4/20/2012	4/20/2012	4,736			14,233	-9,497				-9,497
80	ARTISAN MID CAP FUND INS 1333	057224107			2/28/2008	4/20/2012	4/20/2012	5,148			3,561	1,587				1,587
81	BAKER HUGHES INC COM	084670702			16/2010	9/17/2012	9/17/2012	1,266								

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										10,653	
										0	
Description of Property Sold										CUSIP #	
85	CVS CAREMARK CORP - 5.750%	601141	268550BH2								
86	CAPITAL ONE FINANCIAL CORP	14040H105									
87	CAPITAL ONE FINANCIAL CORP	14040H105									
88	CELANESE CORP	150870103									
89	CELANESE CORP	150870103									
90	CHEVRON CORP	166764100									
91	CHEVRON CORP	166764100									
92	CHEVRON CORP	166764100									
93	COMCAST CORP CLASS A	20030N101									
94	COMCAST CORP CLASS A	20030N101									
95	CONOCOPHILLIPS	20825C104									
96	CREDIT SUISSE COMM RT ST CO	21562Z54R305									
97	DIAGEO PLC - ADR	252430205									
98	DIAGEO PLC - ADR	252430205									
99	WALT DISNEY CO	254687106									
100	WALT DISNEY CO	254687106									
101	DODGE & COX INTL STOCK FD 1048	256206103									
102	DODGE & COX INTL STOCK FD 1048	256206103									
103	E M C CORP MASS	268648102									
104	FED NATL MTG ASSN - 4.750%	11191731398AH26									
105	FED NATL MTG ASSN - 4.750%	11191731398AH26									
106	JP MORGAN MID CAP VALUE-I 758	339128100									
107	JP MORGAN MID CAP VALUE-I 758	339128100									
108	JP MORGAN MID CAP VALUE-I 758	339128100									
109	JP MORGAN MID CAP VALUE-I 758	339128100									
110	JP MORGAN MID CAP VALUE-I 758	339128100									
111	JP MORGAN MID CAP VALUE-I 758	339128100									
112	GENERAL ELEC CAP COR 6.000%	615436962GY44									
113	GILEAD SCIENCES INC	375558103									
114	GILEAD SCIENCES INC	375558103									
115	BERKSHIRE HATHAWAY INC	084670702									
116	BOEING CO	097023105									
117	CME GROUP INC	125720105									
118	GILEAD SCIENCES INC	375558103									
119	GOLDMAN SACHS GROUP INC	38141G104									
120	GOLDMAN SACHS GRTH OPP FD-I	111338142Y401									
121	GOLDMAN SACHS GRTH OPP FD-I	111338142Y401									
122	GOOGLE INC	38259P508									

Long Term CG Distributions	Short Term CG Distributions	Amount	1,198,138	0	1,371	1,133,690	65,819	0	0	Excess of FMV Over Adj Basis	Adjusted Basis as of 12/31/09	FMV as of 12/31/09	Gain or Loss	0	65,819	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85	CVS CAREMARK CORP - 5.750%	601141	268550BH2														171
86	CAPITAL ONE FINANCIAL CORP	14040H105															1,632
87	CAPITAL ONE FINANCIAL CORP	14040H105															804
88	CELANESE CORP	150870103															738
89	CELANESE CORP	150870103															255
90	CHEVRON CORP	166764100															-173
91	CHEVRON CORP	166764100															479
92	CHEVRON CORP	166764100															1,453
93	COMCAST CORP CLASS A	20030N101															1,134
94	COMCAST CORP CLASS A	20030N101															1,283
95	CONOCOPHILLIPS	20825C104															9,975
96	CREDIT SUISSE COMM RT ST CO	21562Z54R305															-1,140
97	DIAGEO PLC - ADR	252430205															1,668
98	DIAGEO PLC - ADR	252430205															1,611
99	WALT DISNEY CO	254687106															276
100	WALT DISNEY CO	254687106															1,111
101	DODGE & COX INTL STOCK FD 1048	256206103															-3,841
102	DODGE & COX INTL STOCK FD 1048	256206103															1,439
103	E M C CORP MASS	268648102															2,652
104	FED NATL MTG ASSN - 4.750%	11191731398AH26															-2,200
105	FED NATL MTG ASSN - 4.750%	11191731398AH26															-263
106	JP MORGAN MID CAP VALUE-I 758	339128100															215
107	JP MORGAN MID CAP VALUE-I 758	339128100															215
108	JP MORGAN MID CAP VALUE-I 758	339128100															255
109	JP MORGAN MID CAP VALUE-I 758	339128100															2,866
110	JP MORGAN MID CAP VALUE-I 758	339128100															1,489
111	JP MORGAN MID CAP VALUE-I 758	339128100															1,540
112	GENERAL ELEC CAP COR 6.000%	615436962GY44															1,096
113	GILEAD SCIENCES INC	375558103															789
114	GILEAD SCIENCES INC	375558103															1,208
115	BERKSHIRE HATHAWAY INC	084670702															-201
116	BOEING CO	097023105															304
117	CME GROUP INC	125720105															208
118	GILEAD SCIENCES INC	375558103															1,001
119	GOLDMAN SACHS GROUP INC	38141G104															-1,202
120	GOLDMAN SACHS GRTH OPP FD-I	111338142Y401															16,817
121	GOLDMAN SACHS GRTH OPP FD-I	111338142Y401															3,635
122	GOOGLE INC	38259P508															117

[illegible]

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

	Date		Amount
1 Credit from prior year return		1	1,145
2 First quarter estimated tax payment	5/9/2012	2	18
3 Second quarter estimated tax payment	6/11/2012	3	1,163
4 Third quarter estimated tax payment	9/11/2012	4	1,163
5 Fourth quarter estimated tax payment	12/11/2012	5	1,164
6 Other payments		6	0
7 Total		7	4,653

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	261,570
2		2	-
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	261,570