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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: COPE, RON & CAROL FOUNDATION TRUST

A Employer identification number: 36-3693227

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

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)* ▶ $ 12,160,154

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).)*

	Line	Description	(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	347,734	343,350		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	493,181			
	b	Gross sales price for all assets on line 6a 1,846,440				
	7	Capital gain net income (from Part IV, line 2)		493,181		
	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)	-172	-172		
	12	**Total.** Add lines 1 through 11	840,743	836,359	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	41,992	31,494		10,498
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,039			1,039
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	23,227	3,622		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	18,360	18,360		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,618	53,476	0	11,537
	25	Contributions, gifts, grants paid	563,615			563,615
	26	**Total expenses and disbursements.** Add lines 24 and 25	648,233	53,476	0	575,152
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	192,510			
	b	**Net investment income** (if negative, enter -0-)		782,883		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	160	2,157	2,157
2	Savings and temporary cash investments	127,883	664,423	664,423
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)	9,301,665	8,950,425	11,493,575
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)	9,429,708	9,617,005	12,160,155
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	9,429,708	9,617,005	
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)	9,429,708	9,617,005	
31	**Total liabilities and net assets/fund balances** (see instructions)	9,429,708	9,617,005	

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	9,429,708
2	Enter amount from Part I, line 27a	2	192,510
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,770
4	Add lines 1, 2, and 3	4	9,623,988
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	6,983
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,617,005

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	493,181
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	553,615	11,823,381	0.046824
2010	544,791	11,592,518	0.046995
2009	588,980	10,495,649	0.056117
2008	595,562	11,952,286	0.049828
2007	573,853	12,845,630	0.044673

2 **Total** of line 1, column (d)	2	0.244437
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 048887
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,585,667
5 Multiply line 4 by line 3	5	566,389
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,829
7 Add lines 5 and 6	7	574,218
8 Enter qualifying distributions from Part XII, line 4	8	575,152

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		1	7,829
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	7,829
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	7,829
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 13,081		
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	13,081
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	5,252
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,252 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	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) ▶ NE			
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 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4.00	41,992		
CAROL COPE 4622 PARKLANE DR KEARNEY, NE 68508	TRUSTEE 1.00			
LARRY JEPSON 21 W 21ST ST KEARNEY, NE 68508	TRUSTEE 1.00			

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	11,478,489
b	Average of monthly cash balances		1b	283,609
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,762,098
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	11,762,098
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	176,431
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,585,667
6	**Minimum investment return.** Enter 5% of line 5		6	579,283

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	579,283
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,829		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,829
3	Distributable amount before adjustments Subtract line 2c from line 1			3	571,454
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	571,454
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	571,454

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	575,152
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	575,152
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	7,829
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	567,323

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				571,454
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			563,614	
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 ▶ $ 575,152				
a	Applied to 2011, but not more than line 2a			563,614	
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				11,538
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				559,916
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ 3a				563,615
b *Approved for future payment* NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	347,734	
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	493,181	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP INCOME			01	-172	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		840,743	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 840,743

(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

John N Salente SVP Wells Fargo Bank N.A. | 4/30/2013 | 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		4/30/2013		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				
SEE ATTACHED				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				563,615

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**

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	30,860
Short Term CG Distributions	0

Totals	Gross Sales
Capital Gains/Losses	1,846 440
Other sales	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	c
1	X	ABBOTT LABS	002824100			4/13/2011		6/7/2012	15,316	12,609		
2	X	ABBOTT LABS	002824100			4/13/2011		7/6/2012	8,039	6,305		
3	X	ABBOTT LABS	002824100			4/13/2011		11/13/2012	8,134	6,305		
4	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		1/25/2012	21,568	12,886		
5	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		11/28/2012	30,730	19,593		
6	X	APPLE INC	037833100			10/1/2008		4/11/2012	25,039	4,477		
7	X	BAKER HUGHES INC COM	057224107			4/11/2007		2/7/2012	28,328	38,380		
8	X	BAKER HUGHES INC COM	057224107			7/13/2007		2/7/2012	7,726	12,645		
9	X	BAKER HUGHES INC COM	057224107			1/31/2008		2/7/2012	15,451	19,568		
10	X	BERKSHIRE HATHAWAY INC	084670108			12/31/1987		3/9/2012	357,401	9,165		
11	X	BERKSHIRE HATHAWAY INC	084670702			4/9/2012		5/16/2012	18,620	18,444		
12	X	CVS/CAREMARK CORPORATI	126650100			12/21/2006		3/13/2012	17,939	12,259		
13	X	CVS/CAREMARK CORPORATI	126650100			2/5/2004		3/13/2012	6,278	2,524		
14	X	CONOCOPHILLIPS	20825C104			4/28/2010		4/18/2012	44,011	34,980		
15	X	CONOCOPHILLIPS 4 750%	20825CAS3			1/29/2009		8/17/2012	77,252	72,795		
16	X	FED HOME LN BK 4 500%	3133MTZL5			10/25/2004		11/15/2012	250,000	256,019		
17	X	FED NATL MTG ASSN 4 375	31359MPF4			2/6/2003		9/15/2012	250,000	248,535		
18	X	HEWLETT PACKARD CO	428236103			8/20/2010		8/30/2012	16,800	39,852		
19	X	PEARSON PLC - ADR	705015105			10/22/2004		9/25/2012	39,539	22,202		
20	X	T ROWE PRICE SHORT TERM	77957P105			8/12/2010		1/19/2012	160,000	161,992		
21	X	T ROWE PRICE SHORT TERM	77957P105			8/12/2010		2/16/2012	37,697	38,008		
22	X	T ROWE PRICE SHORT TERM	77957P105			6/28/2011		2/16/2012	37,303	37,457		
23	X	TJX COS INC NEW	872540109			6/28/2011		4/9/2012	18,636	11,976		
24	X	UNION PACIFIC CORP	907818108			5/26/2004		3/13/2012	21,790	5,735		
25	X	VANGUARD SMALL CAP INDE	922908421			2/15/2007		9/27/2012	256,733	227,482		
26	X	COOPER INDUSTRIES PLC NE	G24140108			4/15/2008		11/30/2012	39,683	21,045		
27	X	EATON CORP PLC	G29183103			12/11/2012		12/17/2012	21	21		
28	X	SECTION 1256 GAIN RICI LINK							5,163			
29	X	ST GAIN FROM SALE RICI							383			

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		-172	-172	0
1	FROM PARTNERSHIP K1	-172	-172	

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)
		1,039	0	0	1,039
	Description				
1	TAX PREP FEES	1,039			1,039

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		23,227	3,622	0	0
	Description				
1	FOREIGN TAX WITHHELD	3,622	3,622		
2	PY EXCISE TAX DUE	6,524			
3	ESTIMATED EXCISE PAYMENTS	13,081			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		18,360	18,360	0	0
	Description				
1	ADR FEES	115	115		
2	PARTNERSHIP EXPENSES	3,245	3,245		
3	INVESTMENT EXPENSES	15,000	15,000		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
			9,301,665	8,950,425
1				0
2	AFFILIATED MANAGERS GROUP INC		0	31,519
3	APACHE CORPORATION COM		0	112,928
4	APPLE COMPUTER INC COM		0	17,908
5	BERKSHIRE HATHAWAY INC CL A		0	27,369
6	BOEING COMPANY		0	34,578
7	BRISTOL MYERS SQUIBB CO		0	55,725
8	CVS/CAREMARK CORPORATION		0	22,718
9	CAPITAL ONE FINANCIAL CORP		0	41,775
10	CISCO SYSTEMS INC		0	56,089
11	DIAGEO PLC - ADR		0	21,933
12	WALT DISNEY CO		0	52,510
13	PEPSI BOTTLING GROUP 6.950% 3/15/14		0	99,793
14	GILEAD SCIENCES INC		0	21,144
15	INTEL CORP		0	55,267
16	JOHNSON CONTROLS INC		0	52,398
17	MICROSOFT CORP		0	46,075
18	NESTLE S.A. REGISTERED SHARES - ADF		0	37,492
19	NOVARTIS AG - ADR		0	59,027
20	ORACLE CORPORATION		0	34,155
21	T ROWE PRICE SHORT TERM BD FD 55		0	62,543
22	T ROWE PRICE SMALL CAP STOCK 65		0	150,000
23	SCHLUMBERGER LTD		0	47,045
24	TJX COS INC NEW		0	63,631
25	TEVA PHARMACEUTICAL INDUSTRIES - A		0	53,930
26	THERMO FISHER SCIENTIFIC INC		0	56,935
27	TOTAL FINA ELF S.A. ADR		0	7,813
28	UNION PACIFIC CORP		0	28,674
29	MCKESSON CORP		0	7,960
30	GOLDMAN SACHS GROUP INC		0	40,986
31	PLUM CREEK TIMBER CO INC		0	100,793
32	UNITED PARCEL SERVICE-CL B		0	52,884
33	TARGET CORP		0	42,264
34	UNITEDHEALTH GROUP INC		0	62,908
35	CONOCOPHILLIPS 4.750% 2/01/14		0	26,991
36	CATERPILLAR FINANCIA 6.125% 2/17/14		0	99,879
37	BOEING CO 6.000% 3/15/19		0	98,466
38	BHP BILLITON LIMITED		0	45,964
39	ISHARES RUSSELL 2000		0	256,011
40	JPMORGAN CHASE & CO		0	28,886
41	US BANCORP DEL NEW		0	40,888
42	ANHEUSER-BUSCH INBEV SPN ADR		0	31,388
43	CHEVRON CORP		0	39,009
44	GENERAL ELEC CAP COR 3.750% 11/14/1		0	99,604
45	3M CO		0	56,111
46	JP MORGAN MID CAP VALUE-I 758		0	323,000

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
			9,301,665	8,950,425
47	PIMCO EMERGING LOCAL BOND IS 332		0	150,000
48	JP MORGAN CHASE & CO 5.750% 1/02/13		0	254,865
49	COMCAST CORP CLASS A		0	45,895
50	FED HOME LN MTG CORP 4.500% 1/15/13		0	250,176
51	TEMPLETON GLOBAL BOND FD-ADV 616		0	150,000
52	WELLS FARGO ADV TOT RT BD FD-IN 944		0	406,266
53	ROYAL BK OF SCOTLAND 3.950% 9/21/15		0	99,793
54	UNITEDHEALTH GROUP 3.875% 10/15/20		0	99,665
55	FED HOME LN MTG CORP 5.000% 7/15/14		0	255,305
56	GOOGLE INC		0	44,630
57	ILLINOIS MUN ELEC AG 3.603% 2/01/15		0	99,176
58	SAN ANTONIO TEX ARPT 4.408% 7/01/17		0	100,000
59	MICHIGAN FIN AUTH 6 087% 11/01/16		0	100,000
60	FED NATL MTG ASSN 4.625% 10/15/14		0	251,415
61	VANGUARD REIT VIPER		0	360,052
62	FIFTH THIRD BANCORP 3 625% 1/25/16		0	74,912
63	CELANESE CORP		0	49,091
64	TIME WARNER INC 4.750% 3/29/21		0	98,943
65	FED NATL MTG ASSN 5 000% 4/15/15		0	247,264
66	UNITED TECHNOLOGIES 4.875% 5/01/15		0	102,732
67	MONSTER BEVERAGE CORP		0	30,306
68	FED HOME LN BK 5.375% 6/14/13		0	200,362
69	VODAFONE GROUP PLC NEW ADR		0	56,184
70	FED FARM CREDIT BK 5 125% 8/25/16		0	503,442
71	EATON CORP PLC		0	39,567
72	RICI LINKED PAM TOTAL INDEX SERIES		0	300,000
73	CME GROUP INC		0	23,444
74	ORACLE CORP 4.950% 4/15/13		0	153,328
75	MORGAN STANLEY 6.000% 4/28/15		0	99,876
76	DODGE & COX INT'L STOCK FD 1048		0	191,000
77	ISHARES MSCI EAFE		0	191,728
78	FIRST EAGLE OVERSEAS FD-I 902		0	171,000
79	THORNBURG INTL VALUE FUND-CL I 209		0	187,500
80	ISHARES MSCI EAFE GROWTH		0	251,658
81	OPPENHEIMER DEVELOPING MKT-Y 788		0	455,000
82	AFLAC INC		0	50,884

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	1,719
2	COST BASIS ADJUSTMENT	2	51
3	Total	3	1,770

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	1,290
2	PARTNERSHIP INCOME ADJUSTMENT	2	2,457
3	PY RETURN OF CAPITAL ADJUSTMENT	3	3,236
4	Total	4	6,983

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

	Amount
Long Term CG Distributions	30,860
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 12/31
						1,815,580	0	0	1,353,259	462,321	
1	ABBOTT LABS	002824100		4/13/2011	6/7/2012	15,316		0	12,609	2,707	
2	ABBOTT LABS	002824100		4/13/2011	7/6/2012	8,039		0	6,305	1,734	
3	ABBOTT LABS	002824100		4/13/2011	11/13/2012	8,134		0	6,305	1,829	
4	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	1/25/2012	21,568		0	12,886	8,682	
5	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/2/2011	11/28/2012	30,730		0	19,593	11,137	
6	APPLE INC	037833100		10/1/2008	4/11/2012	25,039		0	4,477	20,562	
7	BAKER HUGHES INC COM	057224107		4/11/2007	2/7/2012	28,328		0	38,380	-10,052	
8	BAKER HUGHES INC COM	057224107		7/13/2007	2/7/2012	7,726		0	12,645	-4,919	
9	BAKER HUGHES INC COM	057224107		1/31/2008	2/7/2012	15,451		0	19,568	-4,117	
10	BERKSHIRE HATHAWAY INC DEL	084670108		12/31/1987	3/9/2012	357,401		0	9,165	348,236	
11	BERKSHIRE HATHAWAY INC	084670702		4/9/2012	5/16/2012	18,620		0	18,444	176	
12	CVS/CAREMARK CORPORATION	126650100		12/21/2006	3/13/2012	17,939		0	12,259	5,680	
13	CVS/CAREMARK CORPORATION	126650100		2/5/2004	3/13/2012	6,278		0	2,524	3,754	
14	CONOCOPHILLIPS	20825C104		4/28/2010	4/18/2012	44,011		0	34,980	9,031	
15	CONOCOPHILLIPS 4 750% 2/01/14	20825CAS3		1/29/2009	8/17/2012	77,252		0	72,795	4,457	
16	FED HOME LN BK 4 500% 11/15/12	3133MTZL5		10/25/2004	11/15/2012	250,000		0	256,019	-6,019	
17	FED NATL MTG ASSN 4 375% 9/15/12	31359MPF4		2/6/2003	9/15/2012	250,000		0	248,535	1,465	
18	HEWLETT PACKARD CO	428236103		8/20/2010	8/30/2012	16,800		0	39,852	-23,052	
19	PEARSON PLC - ADR	705015105		10/22/2004	9/25/2012	39,539		0	22,202	17,337	
20	T ROWE PRICE SHORT TERM BD FD 5	77957P105		8/12/2010	1/19/2012	160,000		0	161,992	-1,992	
21	T ROWE PRICE SHORT TERM BD FD 5	77957P105		8/12/2010	2/16/2012	37,697		0	38,008	-311	
22	T ROWE PRICE SHORT TERM BD FD 5	77957P105		6/28/2011	2/16/2012	37,303		0	37,457	-154	
23	TJX COS INC NEW	872540109		6/28/2011	4/9/2012	18,636		0	11,976	6,660	
24	UNION PACIFIC CORP	907818108		5/26/2004	3/13/2012	21,790		0	5,735	16,055	
25	VANGUARD SMALL CAP INDEX SIG 134	922908421		2/15/2007	9/27/2012	256,733		0	227,482	29,251	
26	COOPER INDUSTRIES PLC NEW IRELA	G24140108		4/15/2008	11/30/2012	39,683		0	21,045	18,638	
27	EATON CORP PLC	G29183103		12/11/2012	12/17/2012	21		0	21	0	
28	SECTION 1256 GAIN RICI LINKED					5,163			0	5,163	
29	ST GAIN FROM SALE RICI					383			0	383	

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
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE
2	CAROL COPE		4622 PARKLANE DR	KEARNEY	NE	68508		TRUSTEE
3	LARRY JEPSON		21 W 21ST ST	KEARNEY	NE	68508		TRUSTEE

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	6/5/2012	2	3,270
3	Second quarter estimated tax payment	7/3/2012	3	3,270
4	Third quarter estimated tax payment	10/2/2012	4	3,270
5	Fourth quarter estimated tax payment	1/4/2013	5	3,271
6	Other payments		6	0
7	Total		7	13,081

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	563,614
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	563,614

Combined!

Main Account Id: **4115237K3**

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
COPE, RON & CAROL FOUNDATION TRUST
Trust Year Ending 12/31/2012

Tax Code/Desc				Paid For / Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS							
			000000000	No Beny Linked			
01/20/12				0 Units	Reg Code 000	0.00	-25,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY AREA COMMUNITY FOUND			
				FBO MERRYMAN PERFORMING ARTS CENTER			
01/20/12				0 Units	Reg Code 000	0.00	-25,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				ST THOMAS AQUINAS NEWMAN CENTER			
01/20/12				0 Units	Reg Code 000	0 00	-25,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				UNIVERSITY OF NEBRASKA FOUNDATION			
				FBO LOPER LEGACY SCH FUND #8641			
01/20/12				0 Units	Reg Code 000	0 00	-50,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				CROSSROADS CENTER			
01/20/12				0 Units	Reg Code 000	0 00	-134,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				GOOD SAMARITAN HOSPITAL FOUNDATION			
01/20/12				0 Units	Reg Code 000	0 00	-5,000 00
4115237K3	**Added:**	012	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY AREA COMMUNITY FOUND			
				FBO THE WORLD THEATRE			
01/26/12				0 Units	Reg Code 000	-10,000 00	0 00
4115237K3	**Added:**	013	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				BUFFALO COUNTY COMMUNITY			
				HEALTH PARTNERS INC			
01/26/12				0 Units	Reg Code 000	0 00	-10,000 00
4115237K3	**Added:**	013	02/24/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				CRANE RIVER THEATER CO			
02/17/12				0 Units	Reg Code 000	0 00	-25,000 00
4115237K3	**Added:**	023	03/02/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY AREA HUMANE SOCIETY			
02/17/12				0 Units	Reg Code 000	-1,000 00	0 00
4115237K3	**Added:**	023	03/02/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				AXTELL AREA ORATORIO SOCIETY			
04/04/12				0 Units	Reg Code 000	-5,000 00	0 00
4115237K3	**Added:**	041	04/19/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	NATIONAL WILLA CATHER CENTER			
				WILLA CATHER FOUNDATION			

Combined!

Main Account Id: **4115237K3**

Wells Fargo
Tax Transaction Detail (Distributions + Beneficiary)
COPE, RON & CAROL FOUNDATION TRUST
Trust Year Ending 12/31/2012

Tax Code/Desc		Paid For		Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS							
		000000000		No Beny Linked			
05/16/12				1576 835 Units	Reg Code 000	0 00	0 00
4115237K3	**Added:**	051	06/05/12	OPPENHEIMER DEVELOPING MKT-Y #788 DISTRIBUTED TRAN # PK000040000099 TFR TO SUB A/C			
05/18/12				0 Units	Reg Code 000	-20,000 00	0 00
4115237K3	**Added:**	051	06/05/12	DISCRETIONARY DISTRIBUTION PROGRAM SERVICES GREAT PLATTE RIVER ROAD MEMORIAL FOUNDATION PER DDR APPROVED 05/17/2012			
05/18/12				0 Units	Reg Code 000	-8,000 00	0 00
4115237K3	**Added:**	051	06/05/12	DISCRETIONARY DISTRIBUTION PROGRAM SVCS FBO TRI-CITY BMX TRACK IMPROVEMENTS KEARNEY AREA COMMUNITY FOUNDATION FBO TRI-CITY BMX PER DDR APPROVED 05/17/2012			
05/24/12				0 Units	Reg Code 000	-10,500 00	0 00
4115237K3	**Added:** **Modified:**	051 DRP	06/05/12 03/19/13	PAYMENT ON GRANT KHS COMMUNICATIONS CLASS - MEDIA PRODUCTIONS KEARNEY PUBLIC SCHOOLS FOUNDATION			
05/24/12				0 Units	Reg Code 000	-1,250 00	0 00
4115237K3	**Added:** **Modified:**	051 DRP	06/05/12 03/19/13	PAYMENT ON GRANT WINTER 2012-2013 SWIM MEETS GREAT NEBRASKA SWIM TEAM KEARNEY			
07/18/12				0 Units	Reg Code 000	-2,000 00	0 00
4115237K3	**Added:** **Modified:**	071 DRP	08/03/12 03/19/13	PAYMENT ON GRANT FOR SPEAKERS BUREAU PROGRAMS IN THE KEARNEY AREA NEBRASKA HUMANITIES COUNCIL			
07/19/12				0 Units	Reg Code 000	0 00	-100,000 00
4115237K3	**Added:** **Modified:**	071 DRP	08/03/12 03/19/13	PAYMENT ON GRANT NEW SCIENCE CLASSROOM KEARNEY CATHOLIC HIGH SCHOOL FOUND C/O BILL OLDFATHER P.O BOX 1775 KEARNEY, NE 68848			
08/03/12				0 Units	Reg Code 000	-1,000 00	0 00
4115237K3	**Added:** **Modified:**	081 DRP	09/05/12 03/19/13	PAYMENT ON GRANT KEARNEY HEARTCHASE AMERICAN HEART ASSOCIATION C/O BILL OLDFATHER P O BOX 1775 KEARNEY NE 68848			
08/27/12				0 Units	Reg Code 000	-10,000 00	0 00
4115237K3	**Added:** **Modified:**	081 DRP	09/05/12 03/19/13	PAYMENT ON GRANT LOPER WOMEN'S WALK 2012 FUND #10902 UNIVERSITY OF NEBRASKA C/O BILL OLDFATHER/OLDFATHER FIN SVS P.O BOX 1775			

Combined!

Wells Fargo

Tax Transaction Detail (Distributions + Beneficiary)

COPE, RON & CAROL FOUNDATION TRUST

Trust Year Ending 12/31/2012

3/20/2013 13:47:55

Main Account Id: 4115237K3

Tax Code/Desc		Paid For		Transactions		Income	Principal
149 BENEFICIARY DISTRIBUTIONS							
		000000000		No Beny Linked			
10/29/12				0 Units	Reg Code 000	0 00	-2,500 00
4115237K3	**Added:**	101	11/05/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT FOR CENTENNIAL CELEBRATION			
				KEARNEY AREA COMMUNITY FOUNDATION			
				FBO LINCOLN HWY CENTENNIAL			
10/29/12				0 Units	Reg Code 000	0 00	-25,000 00
4115237K3	**Added:**	101	11/05/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY AREA COMMUNITY FOUNDATION			
				FBO KEARNEY AREA YMCA FOUNDATION			
11/05/12				0 Units	Reg Code 000	0 00	-2,500 00
4115237K3	**Added:**	111	12/04/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY PUBLIC SCHOOLS			
				FBO PIONEER DAYS			
11/05/12				0 Units	Reg Code 000	0 00	-5,000 00
4115237K3	**Added:**	111	12/04/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				KEARNEY AREA COMMUNITY FOUNDATION			
				FBO KEARNEY / BUFFALO COUNTY CASA			
11/09/12				0 Units	Reg Code 000	0 00	-3,000 00
4115237K3	**Added:**	111	12/04/12	PAYMENT ON GRANT			
	Modified:	DRP	03/19/13	2012 GRANT			
				UNIVERSITY OF NEBRASKA FOUNDATION			
				FBO UNK STRING PROJECT FUND #10422			
12/18/12				0 Units	Reg Code 000	0 00	-56,865 00
4115237K3	**Added:**	121	01/04/13	DISCRETIONARY DISTRIBUTION			
				2012 GRANT			
				GOOD SAMARITAN HOSPITAL FOUNDATION			
				Total For:	**No Beny**	-69,750 00	-493,865 00
					Total for Taxcode: 149	-69,750 00	-493,865 00
					Total for Distributions:	-69,750 00	-493,865 00
					Total for all Tax Codes:	-209,916 23	5,707,799 48

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
Year	Taxable Gifts for Current Period	Gifts for Prior Period	Cumulative Taxable Gifts Including Current Period	Tax Based on 2012 Rates for Prior Gifts	Tax on Cumulative Gifts including Current Period	Tax on Gifts for Current Period	Cumulative DSUE* from Predeceased Spouse Applied to Current and Prior Gifts	Exclusion Amount for Current Period	Total Exclusion Amount	Maximum Applicable Credit Based on Column J	Applicable Credit Allowable in Prior Periods	Available Credit in Current Period *(Col K less Col L)*	Credit Allowable *(Lesser of Column G or M)*	Tax Payable for Current Period *(Col G Less Col N)*
1992	554,310		554,310	0	174,809	174,809	0	600,000	600,000	190,800	0	190,800	174,809	0
2000	420,000	554,310	974,310	174,809	321,809	147,000	0	675,000	675,000	217,050	174,809	42,242	42,242	104,759
2001	1,770,000	974,310	2,744,310	321,809	941,309	619,500	0	675,000	675,000	217,050	217,050	0	0	619,500
2002	1,767,000	2,744,310	4,511,310	941,309	1,559,759	618,450	0	1,000,000	1,000,000	330,800	217,050	113,750	113,750	504,700
2003	1,767,000	4,511,310	6,278,310	1,559,759	2,178,209	618,450	0	1,000,000	1,000,000	330,800	330,800	0	0	618,450
2004	1,767,000	6,278,310	8,045,310	2,178,209	2,796,659	618,450	0	1,000,000	1,000,000	330,800	330,800	0	0	618,450
2005	1,767,000	8,045,310	9,812,310	2,796,659	3,415,109	618,450	0	1,000,000	1,000,000	330,800	330,800	0	0	618,450
2006	1,791,300	9,812,310	11,603,610	3,415,109	4,042,064	626,955	0	1,000,000	1,000,000	330,800	330,800	0	0	626,955
2007	864,000	11,603,610	12,467,610	4,042,064	4,344,464	302,400	0	1,000,000	1,000,000	330,800	330,800	0	0	302,400
2008	564,000	12,467,610	13,031,610	4,344,464	4,541,864	197,400	0	1,000,000	1,000,000	330,800	330,800	0	0	197,400
2009	561,000	13,031,610	13,592,610	4,541,864	4,738,214	196,350	0	1,000,000	1,000,000	330,800	330,800	0	0	196,350
2011	861,000	13,592,610	14,453,610	4,738,214	5,039,564	301,350	0	5,000,000	5,000,000	1,730,800	330,800	1,400,000	301,350	0
	14,453,610					**5,039,564**						**1,746,792**	**632,150**	**4,407,414**

** DSUE - Deceased Spousal Unused Exclusion Amount applies only if the decedant had a spouse who died on or after 01/01/2011 whose estate did not use all of its applicable exclusion against gift or estate tax liability*

Tax Rates to be Applied to Column F			
$0	$10,000	$0	18%
$10,000	$20,000	$1,800	20%
$20,000	$40,000	$3,800	22%
$40,000	$60,000	$8,200	24%
$60,000	$80,000	$13,000	26%
$80,000	$100,000	$18,200	28%
$100,000	$150,000	$23,800	30%
$150,000	$250,000	$38,800	32%
$250,000	$500,000	$70,800	34%
$500,000		$155,800	35%