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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 IRENE I LUETHGE CHARITABLE TUW		A Employer identification number 36-7589491
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Indeprndence 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) \$ 1,452,179	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	42,716	38,267		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	7,141			
b Gross sales price for all assets on line 6a 251,015				
7 Capital gain net income (from Part IV, line 2)		7,141		
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	49,857	45,408	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	21,488	16,116		5,372
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	2,950			2,950
b Accounting fees (attach schedule)	2,520			2,520
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,360	802		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	6	6		
24 Total operating and administrative expenses. Add lines 13 through 23	29,324	16,924	0	10,842
25 Contributions, gifts, grants paid	70,000			70,000
26 Total expenses and disbursements. Add lines 24 and 25	99,324	16,924	0	80,842
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-49,467			
b Net investment income (if negative, enter -0-)		28,484		
c Adjusted net income (if negative, enter -0-)			0	

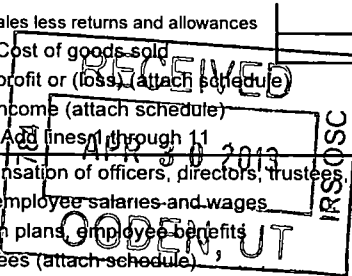
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) IRENE I LUETHGE CHARITABLE TUW

36-7589491

Page 2

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	95,624	50,313	50,313
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,339,379	1,331,986	1,401,864
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,435,003	1,382,299	1,452,177
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,435,003	1,382,299	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,435,003	1,382,299	
	31 Total liabilities and net assets/fund balances (see instructions)	1,435,003	1,382,299	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,435,003
2 Enter amount from Part I, line 27a	2	-49,467
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,049
4 Add lines 1, 2, and 3	4	1,386,585
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,286
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,382,299

Form 990-PF (2012)

IRENE I LUETHGE CHARITABLE TUW

36-7589491

Page 3

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	7,141
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	12,969	1,367,883	0.009481
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.009481
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	0.009481
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,412,894
5 Multiply line 4 by line 3	5	13,396
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	285
7 Add lines 5 and 6	7	13,681
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	80,842

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		285	
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-)		0	
3 Add lines 1 and 2		285	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		285	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	779	
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		779	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		494	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 285 Refunded ☐ 209			

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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ WI		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? If "Yes," list the years 20____, 20____, 20____, 20____	☐ Yes	☒ No
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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes," to 6b, file Form 8870☐ Yes ☒ No**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?

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phil	Trustee	4 00	21,488	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,373,290
b	Average of monthly cash balances	1b	61,120
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,434,410
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,434,410
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,412,894
6	Minimum investment return. Enter 5% of line 5	6	70,645

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	70,645
2a	Tax on investment income for 2012 from Part VI, line 5	2a	285
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	285
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,360
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,360
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	70,360

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	80,842
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	80,842
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	285
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,557

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				70,360
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			17,545	
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 ▶ \$ <u>80,842</u>				
a Applied to 2011, but not more than line 2a			17,545	
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				63,297
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				7,063
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	70,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	42,716	
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	7,141	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		49,857	0
13	Total. Add line 12, columns (b), (d), and (e)				13	49,857

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

[illegible]

IRENE | LUETHGE CHARITABLE TUW

36-7589491 Page 1 of 2

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

Recipient(s) paid during the year

Name

THE CLEARING

Street

12171 GARRETT BAY ROAD

City

ELLISON BAY

State

WI

Zip Code

54210

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

EASTSHORE HUMANE SOCIETY

Street

1100 PARK STREET

City

CHILTON

State

WI

Zip Code

53014

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

LAKESHORE HUMANE SOCIETY

Street

1551 N 8TH STREET

City

MANITOWOC

State

WI

Zip Code

54220

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

NEW HOLSTEIN HISTORICAL SOCIETY

Street

1600 WISCONSIN AVENUE, PO BOX 144

City

NEW HOLSTEIN

State

WI

Zip Code

53061

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

MAYWOOD ENVIRONMENTAL PARK

Street

3615 MUELLER ROAD

City

SHEBOYGAN

State

WI

Zip Code

53083

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

SHEBOYGAN COUNTY HISTORICAL SOCIETY

Street

3110 ERIE AVENUE

City

SHEBOYGAN

State

WI

Zip Code

53081

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

IRENE I. LUETHGE CHARITABLE TUW

36-7589491 Page 2 of 2

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

Recipient(s) paid during the year

Name

LAWRENCE UNIVERSITY

Street

711 E BOLDT WAY

City

APPLETON

State

WI

Zip Code

54911

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

THE NATURE CONSERVANCY

Street

4245 N FAIRFAX DRIVE SUITE 100

City

ARLINGTON

State

VA

Zip Code

22203

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

SHEBOYGAN COUNTY HUMANE SOCIETY

Street

3107 N 20TH ST

City

SHEBOYGAN

State

WI

Zip Code

53083

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

THE RIDGE SANCTUARY

Street

PO BOX 152

City

BAILEYS HARBOR

State

WI

Zip Code

54202

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

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

Amount										Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses		251,015		243,874		7,141	
Short Term CG Distributions										Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	X AFLAC INC	001055102			2/24/2010		2/27/2012	654	682				0	-28			
2	X AFLAC INC	001055102			2/24/2010		9/11/2012	240	244				0	-4			
3	X ABBOTT LABS	002824100			2/24/2010		2/27/2012	1,132	1,084				0	48			
4	X ABBOTT LABS	002824100			2/24/2010		6/7/2012	735	651				0	84			
5	X ABBOTT LABS	002824100			2/24/2010		7/6/2012	2,317	1,952				0	365			
6	X ABBOTT LABS	002824100			2/24/2010		11/7/2012	1,590	1,356				0	234			
7	X ABBOTT LABS	002824100			9/29/2011		1/17/2012	827	676				0	151			
8	X AFFILIATED MANAGERS GRO	008252108			5/6/2011		1/25/2012	1,309	1,379				0	-70			
9	X AFFILIATED MANAGERS GRO	008252108			5/6/2011		2/27/2012	660	598				0	62			
10	X ANHEUSER-BUSCH INBEV SP	03524A108			12/2/2011		7/6/2012	776	598				0	178			
11	X ANHEUSER-BUSCH INBEV SP	03524A108			12/2/2011		11/15/2012	165	120				0	45			
12	X ANHEUSER-BUSCH INBEV SP	03524A108			12/2/2011		8/17/2012	353	219				0	134			
13	X WALT DISNEY CO	254687106			2/24/2010		9/11/2012	360	219				0	141			
14	X WALT DISNEY CO	254687106			2/24/2010		2/27/2012	472	362				0	110			
15	X E M C CORP MASS	268648102			9/29/2011		2/27/2012	278	174				0	104			
16	X E M C CORP MASS	268648102			2/24/2010		9/11/2012	301	191				0	110			
17	X E M C CORP MASS	268648102			2/24/2010		2/27/2012	586	508				0	78			
18	X GILEAD SCIENCES INC	375558103			12/6/2011		9/26/2012	594	351				0	243			
19	X GILEAD SCIENCES INC	375558103			12/6/2011		9/11/2012	691	906				0	-215			
20	X GOLDMAN SACHS GROUP INC	38141G104			5/6/2011		2/27/2012	525	1,010				0	-485			
21	X HEWLETT PACKARD CO	428236103			2/24/2010		8/30/2012	1,181	3,536				0	-2,355			
22	X HEWLETT PACKARD CO	428236103			2/24/2010		8/30/2012	135	190				0	-55			
23	X HEWLETT PACKARD CO	428236103			9/29/2011		2/24/2012	25,000	26,397				0	-1,397			
24	X HEWLETT PACKARD CO	428236103			7/25/2011		9/11/2012	25,826	28,569				0	-2,743			
25	X HUSMAN STRATEGIC GROW	448108100			9/29/2011		2/27/2012	431	356				0	75			
26	X INTEL CORP	458140100			2/24/2010		2/27/2012	377	289				0	88			
27	X INTEL CORP	458140100			2/24/2010		9/11/2012	233	207				0	26			
28	X INTEL CORP	458140100			2/24/2010		2/27/2012	3,991	3,945				0	46			
29	X ISHARES S & P 500 INDEX FUND	464287200			5/6/2011		9/11/2012	4,325	4,081				0	244			
30	X ISHARES S & P 500 INDEX FUND	464287200			5/6/2011		9/11/2012	2,653	2,745				0	-92			
31	X ISHARES MSCI EAFE	464287465			2/27/2012		9/11/2012	6,367	6,310				0	57			
32	X ISHARES MSCI EAFE	464287465			2/24/2010		9/11/2012	1,899	1,912				0	-13			
33	X ISHARES S&P MIDCAP 400 FUND	464287606			7/21/2011		2/27/2012	3,986	3,992				0	-6			
34	X ISHARES S&P MIDCAP 400 FUND	464287705			7/21/2011		2/27/2012	909	959				0	310			
35	X ANHEUSER-BUSCH INBEV SP	03524A108			9/29/2011		11/15/2012	719	824				0	-105			
36	X APACHE CORP	037411105			2/7/2012		2/27/2012	4,216	1,597				0	2,619			
37	X APPLE INC	037833100			2/24/2010		2/27/2012	1,272	399				0	873			
38	X APPLE INC	037833100			2/24/2010		4/11/2012	3,684	3,393				0	291			
39	X BAKER HUGHES INC COM	057224107			2/27/2012		2/27/2012	467	433				0	34			
40	X BAKER HUGHES INC COM	057224107			9/29/2011		2/27/2012	803	794				0	9			
41	X BERKSHIRE HATHAWAY INC	084670702			2/24/2010		2/27/2012	625	773				0	-148			
42	X BHP BILLITON LIMITED - ADR	088606108			5/6/2011		2/27/2012	677	719				0	-42			
43	X BOEING CO	097023105			5/6/2011		2/27/2012	1,023	790				0	233			
44	X CVS/CAREMARK CORPORATI	126650100			2/24/2010		3/12/2012	1,538	1,168				0	370			
45	X CVS/CAREMARK CORPORATI	126650100			2/24/2010		9/11/2012	231	172				0	59			
46	X CVS/CAREMARK CORPORATI	126650100			2/24/2010		2/27/2012	546	446				0	100			
47	X CAPITAL ONE FINANCIAL CORP	14040H105			9/29/2011		2/27/2012	149	112				0	37			
48	X CAPITAL ONE FINANCIAL CORP	14040H105			2/24/2010		2/27/2012	581	587				0	-6			
49	X CELANESE CORP	150870103			6/16/2012		2/27/2012	1,099	1,060				0	39			
50	X CHEVRON CORP	166764100			2/7/2012		2/27/2012	220	187				0	33			
51	X CHEVRON CORP	166764100			9/29/2011		2/27/2012	908	796				0	112			
52	X CISCO SYSTEMS INC	17275R102			5/6/2011		2/27/2012	344	318				0	26			
53	X CISCO SYSTEMS INC	17275R102			5/6/2011		9/11/2012	554	412				0	142			
54	X COMCAST CORP CLASS A	20030N101			9/29/2011		2/27/2012	292	163				0	129			
55	X COMCAST CORP CLASS A	20030N101			2/24/2010		2/27/2012	373	179				0	194			
56	X COMCAST CORP CLASS A	20030N101			2/24/2010		8/17/2012	456	263				0	193			
57	X COMCAST CORP CLASS A	20030N101			2/24/2010		9/11/2012	1,494	1,426				0	68			
58	X CONOCOPHILLIPS	20825C104			2/24/2010		4/16/2012	2,738	1,779				0	959			
59	X CREDIT SUISSE COMM RT ST	22544R305			7/25/2011		9/11/2012	940	1,054				0	-114			
60	X DIAGEO PLC - ADR	25243Q205			9/29/2011		2/27/2012	663	539				0	124			
61	X DIAGEO PLC - ADR	25243Q205			2/27/2012		2/27/2012	189	132				0	57			
62	X DIAGEO PLC - ADR	25243Q205			2/24/2010		11/15/2012	456	263				0	193			
63	X DIAMOND HILL LONG-SHORT	25264S833			5/6/2011		2/27/2012	1,494	1,426				0	68			
64	X WALT DISNEY CO	254687106			12/2/2011		2/27/2012	585	515				0	70			
65	X WALT DISNEY CO	254687106			12/2/2011		8/17/2012	50	37				0	13			
66	X ISHARES S&P MIDCAP 400 FUND	464287705			7/21/2011		9/11/2012	4,221	4,161				0	60			
67	X ISHARES TR SMALLCAP 600 FUND	464287804			7/21/2011		2/27/2012	227	224				0	3			
68	X ISHARES TR SMALLCAP 600 FUND	464287804			9/29/2011		2/27/2012	8,859	6,912				0	1,947			

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										1,434	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	Totals			Net Gain or Loss
									Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
69	X	ISHARES TR SMALLCAP 600 I			9/29/2011		9/11/2012	1,404	1,053			341
70	X	JPMORGAN CHASE & CO			2/24/2010		2/27/2012	929	972			-43
71	X	JPMORGAN CHASE & CO			2/24/2010		9/11/2012	272	283			-11
72	X	JOHNSON CONTROLS INC			5/6/2011		2/27/2012	534	644		111	1
73	X	JOHNSON CONTROLS INC			5/6/2011		9/11/2012	14,507	277			-128
74	X	LAUDIS MONDRIAN INTL FLJF			5/18/2011		9/11/2012	25,000	14,651			-144
75	X	ELI LILLY & CO 3 550% 3/0			2/24/2010		3/6/2012	7,867	26,127			-1,127
76	X	MERGER FD SH BEN INT 260			5/6/2011		9/11/2012	722	7,990			-123
77	X	MICROSOFT CORP			2/24/2010		2/27/2012	657	657			65
78	X	MICROSOFT CORP			2/24/2010		9/11/2012	245	229			16
79	X	NESTLE SA REGISTERED SH			9/29/2011		2/27/2012	433	391			42
80	X	NESTLE SA REGISTERED SH			2/24/2010		2/27/2012	310	247			63
81	X	NESTLE S.A. REGISTERED SH			2/24/2010		9/11/2012	312	247			65
82	X	NOVARTIS AG - ADR			9/29/2011		2/27/2012	275	282			-7
83	X	NOVARTIS AG - ADR			2/24/2010		2/27/2012	165	165			0
84	X	ORACLE CORPORATION			5/6/2011		2/27/2012	670	815			-145
85	X	ORACLE CORPORATION			5/6/2011		9/11/2012	258	284			-26
86	X	PIMCO FOREIGN BD FD USD			2/29/2012		9/11/2012	3,974	3,800			174
87	X	PIMCO FOREIGN BD FD USD			7/25/2011		9/11/2012	12,095	11,392			-113
88	X	RIDGEWORTH SEIX HY BD-1			5/6/2011		9/11/2012	4,885	4,998			0
89	X	SPDR DJ WILSHIRE INTERNA			5/6/2011		9/11/2012	3,781	3,339			0
90	X	SCHLUMBERGER LTD			7/21/2012		2/27/2012	1,109	1,110			-1
91	X	TJX COS INC NEW			7/21/2011		2/27/2012	954	734			220
92	X	TJX COS INC NEW			7/21/2011		4/10/2012	1,184	847			337
93	X	TJX COS INC NEW			7/21/2011		9/11/2012	229	141			88
94	X	TARGET CORP			2/24/2010		2/27/2012	883	810			73
95	X	TARGET CORP			2/24/2010		9/11/2012	386	304			82
96	X	TEVA PHARMACEUTICAL IND			2/24/2010		2/27/2012	754	1,016			-262
97	X	TEVA PHARMACEUTICAL IND			2/24/2010		9/11/2012	244	358			-114
98	X	THERMO FISHER SCIENTIFIC			5/6/2011		2/27/2012	113	121			-8
99	X	THERMO FISHER SCIENTIFIC			9/29/2011		2/27/2012	396	359			37
100	X	THERMO FISHER SCIENTIFIC			2/24/2010		2/27/2012	170	146			24
101	X	3M CO			5/6/2011		2/27/2012	882	968			-86
102	X	US BANCORP DEL NEW			5/6/2011		2/27/2012	847	737			110
103	X	US BANCORP DEL NEW			9/29/2010		9/11/2012	372	280			92
104	X	UNION PACIFIC CORP			5/6/2011		2/27/2012	1,127	1,032			95
105	X	UNITED PARCEL SERVICE-CL			9/11/2011		2/27/2012	538	456			82
106	X	UNITEDHEALTH GROUP INC			5/6/2011		2/27/2012	1,058	953			105
107	X	VANGUARD INTERMEDIATE T			2/27/2012		9/11/2012	9,224	9,087			137
108	X	VANGUARD MSCI EMERGING			5/6/2011		2/27/2012	2,955	3,304			-349
109	X	VANGUARD REIT VIPER			7/21/2011		9/11/2012	5,483	5,611			-128
110	X	VANGUARD REIT VIPER			7/21/2011		9/11/2012	4,156	3,865			291
111	X	VODAFONE GROUP PLC NEW			9/29/2011		2/27/2012	382	364			18
112	X	VODAFONE GROUP PLC NEW			9/28/2/2009		2/27/2012	246	197			49
113	X	COOPER INDUSTRIES PLC NE			2/24/2010		9/11/2012	525	314			211
114	X	COOPER INDUSTRIES PLC NE			2/24/2010		11/30/2012	2,619	1,480			1,139
115	X	EATON CORP PLC			7/29/2012		12/17/2012	30	29			1

Part I, Line 16a (990-PF) - Legal Fees

		2,950	0	0	2,950
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	2,950			2,950

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

		2,520	0	0	2,520
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,520			2,520

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

		2,360	802	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	802	802		
2	PY EXCISE TAX DUE	779			
3	ESTIMATED EXCISE PAYMENTS	779			

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

		6	6	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	6	6		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	APACHE CORPORATION COM		0	4,420	3,532
3	APPLE COMPUTER INC COM		0	2,995	7,983
4	BOEING COMPANY		0	3,073	3,014
5	CVS/CAREMARK CORPORATION		0	2,456	3,481
6	CAPITAL ONE FINANCIAL CORP		0	2,201	3,418
7	CISCO SYSTEMS INC		0	3,939	4,598
8	DIAGEO PLC - ADR		0	2,041	3,614
9	WALT DISNEY CO		0	2,775	4,431
10	E M C CORP MASS		0	1,823	2,656
11	GILEAD SCIENCES INC		0	1,913	3,599
12	INTEL CORP		0	2,603	2,598
13	JOHNSON CONTROLS INC		0	3,798	3,220
14	MERGER FD SH BEN INT 260		0	20,457	20,076
15	MICROSOFT CORP		0	2,633	2,511
16	NESTLE S A REGISTERED SHARES - ADR		0	2,518	3,324
17	NOVARTIS AG - ADR		0	2,249	2,595
18	ORACLE CORPORATION		0	3,498	3,399
19	PIMCO FOREIGN BD FD USD H-INST 103		0	28,659	29,339
20	SCHLUMBERGER LTD		0	3,937	4,227
21	TJX COS INC NEW		0	2,052	3,099
22	TEVA PHARMACEUTICAL INDUSTRIES - A		0	3,196	2,576
23	AFLAC INC		0	2,947	3,347
24	AFFILIATED MANAGERS GROUP INC		0	3,643	4,946
25	THERMO FISHER SCIENTIFIC INC		0	2,782	3,635
26	TOTAL FINA ELF S A ADR		0	2,981	3,433
27	UNION PACIFIC CORP		0	4,922	6,160
28	MCKESSON CORP		0	2,412	2,521
29	GOLDMAN SACHS GROUP INC		0	2,870	2,424
30	UNITED PARCEL SERVICE-CL B		0	2,609	2,949
31	TARGET CORP		0	3,282	3,846
32	UNITEDHEALTH GROUP INC		0	3,470	3,797
33	BHP BILLITON LIMITED		0	3,303	2,823
34	STATOILHYDRO ASA 3 875% 4/15/14		0	26,168	26,044
35	ISHARES TR SMALLCAP 600 INDEX FD		0	51,795	72,711
36	JPMORGAN CHASE & CO		0	3,953	4,661
37	BANK OF NEW YORK MEL 4 300% 5/15/14		0	26,451	26,274
38	US BANCORP DEL NEW		0	2,773	3,513
39	ISHARES S&P MIDCAP 400 VALUE		0	30,697	33,317
40	ISHARES S & P 500 INDEX FUND		0	40,801	49,383
41	ANHEUSER-BUSCH INBEV SPN ADR		0	2,497	4,021
42	LAUDUS MONDRIAN INTL FI-INST 2940		0	30,804	29,354
43	US BANCORP 2 125% 2/15/13		0	25,038	25,051
44	ISHARES S&P MIDCAP 400 GROWTH		0	38,273	40,272
45	ISHARES MSCI EAFE		0	130,119	141,809
46	CHEVRON CORP		0	3,659	5,299

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,339,379	1,331,986	1,401,864
47	DREYFUS EMG MKT DEBT LOC C-I 6083		0	68,543	70,014
48	DRIEHAUS ACTIVE INCOME FUND		0	20,009	20,430
49	3M CO		0	3,618	3,621
50	BERSHIRE HATHAWAY INC		0	4,653	5,382
51	HUSSMAN STRATEGIC GROWTH FUND 60		0	27,550	24,687
52	COMCAST CORP CLASS A		0	1,905	4,371
53	GENERAL ELEC CAP COR 5 450% 1/15/13		0	26,764	25,043
54	TARGET CORP 4 000% 6/15/13		0	26,323	25,387
55	GOOGLE INC		0	3,548	4,244
56	VANGUARD REIT VIPER		0	33,400	46,718
57	CELANESE CORP		0	2,688	2,672
58	VANGUARD EMERGING MARKETS ETF		0	85,055	92,266
59	DIVIDEND CAPITAL TOTAL REALTY TRUS		0	51,765	34,683
60	DIVIDEND CAPITAL TOTAL REALTY TRUS		0	3,464	3,036
61	MONSTER BEVERAGE CORP		0	1,550	1,849
62	VODAFONE GROUP PLC NEW ADR		0	2,013	2,317
63	EATON CORP PLC		0	2,837	2,980
64	VANGUARD BD INDEX FD INC		0	103,359	103,100
65	CME GROUP INC		0	3,584	3,344
66	SPDR DJ WILSHIRE INTERNATIONAL REA		0	47,079	51,977
67	VANGUARD INTERMEDIATE TERM B		0	45,652	46,861
68	DIAMOND HILL LONG-SHORT FD CL I 11		0	33,019	35,181
69	RIDGEWORTH SEIX HY BD-I 5855		0	74,189	74,853
70	GATEWAY FUND - Y 1986		0	33,904	33,230
71	CREDIT SUISSE COMM RT ST-CO 2156		0	74,030	64,738

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

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

1	COST BASIS ADJUSTMENT	1	175
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	874
3	Total	3	1,049

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	3,978
2	PY RETURN OF CAPITAL ADJUSTMENT	2	308
3	Total	3	4,286

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

Long Term CG Distributions	1,434
Short Term CG Distributions	0

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

Long Term CG Distributions																	Amount	
Short Term CG Distributions																	1,434	
																	0	
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	111	243,985	5,707	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	5,707	
85	ORACLE CORPORATION	68393X105		5/6/2011	9/11/2012	258			0	284	-26	0	0	0	0	-26		
86	PIMCO FOREIGN BD FD USD H-INST 1Q	693330882		2/29/2012	9/11/2012	3,974			0	3,800	174	0	0	0	0	174		
87	PIMCO FOREIGN BD FD USD H-INST 1Q	693330882		7/25/2011	9/11/2012	12,095			0	11,392	703	0	0	0	0	703		
88	RIDGEWORTH SEIX HY BD-1 5855	788281845		5/6/2011	9/11/2012	4,885			0	4,998	-113	0	0	0	0	-113		
89	SFDR DJ WILSHIRE INTERNATIONAL R	878463X863		5/6/2011	9/11/2012	3,761			0	3,939	-178	0	0	0	0	-178		
90	SCHLUMBERGER LTD	806857108		2/7/2012	2/7/2012	1,109			0	1,110	-1	0	0	0	0	-1		
91	TJX COS INC NEW	872540109		7/21/2011	2/7/2012	954			0	734	220	0	0	0	0	220		
92	TJX COS INC NEW	872540109		7/21/2011	4/10/2012	1,184			0	847	337	0	0	0	0	337		
93	TJX COS INC NEW	872540109		7/21/2011	9/11/2012	229			0	141	88	0	0	0	0	88		
94	TARGET CORP	87512E106		2/24/2010	2/7/2012	883			0	810	73	0	0	0	0	73		
95	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/24/2010	9/11/2012	386			0	304	82	0	0	0	0	82		
96	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/24/2010	9/11/2012	754			0	1,018	-262	0	0	0	0	-262		
97	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/24/2010	9/11/2012	244			0	358	-114	0	0	0	0	-114		
98	THERMO FISHER SCIENTIFIC INC	883556102		5/6/2011	2/7/2012	113			0	121	-8	0	0	0	0	-8		
99	THERMO FISHER SCIENTIFIC INC	883556102		9/29/2011	2/7/2012	396			0	359	37	0	0	0	0	37		
100	THERMO FISHER SCIENTIFIC INC	883556102		2/24/2010	2/7/2012	170			0	146	24	0	0	0	0	24		
101	BM CO	885791101		5/6/2011	2/7/2012	882			0	968	-86	0	0	0	0	-86		
102	US BANCORP DEL NEW	902973304		5/6/2011	2/7/2012	847			0	737	110	0	0	0	0	110		
103	US BANCORP DEL NEW	902973304		5/6/2011	9/11/2012	372			0	280	92	0	0	0	0	92		
104	UNION PACIFIC CORP	907818108		5/6/2011	2/7/2012	1,127			0	1,032	95	0	0	0	0	95		
105	UNITED PARCEL SERVICE-CL B	911312106		6/12/2011	2/7/2012	538			0	436	82	0	0	0	0	82		
106	UNITEDHEALTH GROUP INC	91324F102		5/6/2011	2/7/2012	1,058			0	953	105	0	0	0	0	105		
107	VANGUARD INTERMEDIATE TERM B	921937819		2/7/2012	9/11/2012	9,224			0	9,087	137	0	0	0	0	137		
108	VANGUARD MSCI EMERGING MARKETS	922042658		5/6/2011	2/7/2012	2,955			0	3,304	-349	0	0	0	0	-349		
109	VANGUARD REIT VIPER	922508553		7/21/2011	2/7/2012	5,483			0	5,611	-128	0	0	0	0	-128		
110	VANGUARD REIT VIPER	922508553		7/21/2011	9/11/2012	4,156			0	3,865	291	0	0	0	0	291		
111	VODAFONE GROUP PLC NEW ADR	92857W209		9/29/2011	2/7/2012	382			0	364	18	0	0	0	0	18		
112	VODAFONE GROUP PLC NEW ADR	92857W209		2/24/2010	2/7/2012	248			0	197	49	0	0	0	0	49		
113	COOPER INDUSTRIES PLC NEW REL	924140108		2/24/2010	9/11/2012	525			0	314	211	0	0	0	0	211		
114	COOPER INDUSTRIES PLC NEW REL	924140108		2/24/2010	11/30/2012	2,819			0	1,480	1,139	0	0	0	0	1,139		
115	EATON CORP PLC	629183103		11/30/2012	12/17/2012	30			0	29	1	0	0	0	0	1		

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/10/2012	195
3 Second quarter estimated tax payment	6/11/2012	195
4 Third quarter estimated tax payment	9/11/2012	195
5 Fourth quarter estimated tax payment	12/11/2012	194
6 Other payments		0
7 Total		779

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	17,545
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,545