



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation JOHANSEN, T H FAMILY FDN		A Employer identification number 41-6014249
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 101N Indepndence Mall E MACY1372-06		Room/suite
City or town, state, and ZIP code Philadelphia PA 19106-2112		
Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 868,632	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
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)
1 Contributions, gifts grants, etc , received (attach schedule)		
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		
4 Dividends and interest from securities		25,134 24,833
5 a Gross rents		
b Net rental income or (loss)		
6 a Net gain or (loss) from sale of assets not on line 10		-2,398
b Gross sales price for all assets on line 6a 567,202		
7 Capital gain net income (from Part IV, line 2)		
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)		561 561
12 Total. Add lines 1 through 11		23,297 25,394 0
13 Compensation of officers, directors, trustees, etc		6,348 4,761 1,587
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16 a Legal fees (attach schedule)		
b Accounting fees (attach schedule)		1,054 1,054
c Other professional fees (attach schedule)		
17 Interest		
18 Taxes (attach schedule) (see instructions)		1,013 607
19 Depreciation (attach schedule) and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses (attach schedule)		26 1 25
24 Total operating and administrative expenses.		
Add lines 13 through 23		8,441 5,369 0 2,666
25 Contributions, gifts, grants paid		38,921 38,921
26 Total expenses and disbursements. Add lines 24 and 25		47,362 5,369 0 41,587
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements		-24,065
b Net investment income (if negative, enter -0-)		20,025
c Adjusted net income (if negative, enter -0-)		0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

POST
MARK
DATE
MAY
2013

SCANNED MAY 21 2013

RECEIVED
MAY 17 2013
AO:4
OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		439	439
	2	Savings and temporary cash investments	18,102	18,851	18,851
	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)	782,513	755,156	849,343
	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)	800,615	774,446	868,633
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	800,615	774,446	
	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)	800,615	774,446	
	31	Total liabilities and net assets/fund balances (see instructions)	800,615	774,446	

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	800,615
2	Enter amount from Part I, line 27a	2	-24,065
3	Other increases not included in line 2 (itemize) ► MUTUAL FUND & CTF INCOME ADDITIONS	3	1,016
4	Add lines 1, 2, and 3	4	777,566
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	3,120
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	774,446

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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		
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	-2,398
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	34,618	840,135	0 041205
2010	41,142	802,615	0 051260
2009	41,399	720,279	0 057476
2008	48,918	857,845	0 057024
2007	47,179	996,219	0 047358

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

2	0 254323
3	0 050865
4	847,644
5	43,115
6	200
7	43,315
8	41,587

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-

3 Add lines 1 and 2

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-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 306

6b

6c

6d

7 Total credits and payments Add lines 6a through 6d

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

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

1	401
2	0
3	401
4	
5	401
7	306
8	
9	95
10	0
11	0

Part VII-A Statements Regarding Activities

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	Yes	No
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
1b	

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

1c	X
1c	

c Did the foundation file Form 1120-POL for this year?

1c	
1c	

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 ► \$ _____

2	X
2	

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

3	X
3	

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

4a	X
4a	

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

4b	N/A
4b	

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5	X
5	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6	X
6	

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?

7	X
7	

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MN

8b	X
8b	

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

9	X
9	

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

10	X
10	

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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?	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
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	Yes 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	►	<input type="checkbox"/> 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?	►	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Philadelphia, PA 19101	Trustee	400	6,348	

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	846,744
b	Average of monthly cash balances	1b	13,808
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	860,552
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	860,552
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	847,644
6	Minimum investment return. Enter 5% of line 5	6	42,382

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	42,382
2a	Tax on investment income for 2012 from Part VI, line 5	2a	401
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	401
3	Distributable amount before adjustments Subtract line 2c from line 1	3	41,981
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	41,981
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	41,981

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	41,587
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	41,587
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,587

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

- Form 990-PF (2012) JOHANSEN, T H FAMILY FDN

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				41,981
2 Undistributed income, if any, as of the end of 2012				38,922
a Enter amount for 2011 only				
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 ► \$ 41,587				38,922
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,665
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				39,316
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)

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	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	38,921
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	25,134
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	-2,398
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME				01	561
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0		23,297
13 Total Add line 12, columns (b), (d), and (e)				13	23,297
(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

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?	Yes	No
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		
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		

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

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

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

**Sign
Here**

► John A. Sulente SVP Wells Fargo Bank N.A.

4/4/2013

→ SVP Wells Fargo Bank N A

Signature of officer or trustee

Date

54

Signature of filer or trustee		Date	File No.
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	JOSEPH J CASTRIANO		4/4/2013
	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	

JOHANSEN, T H FAMILY FDN

41-6014249 Page 1 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

CARLSON LONG MILITARY ACADEMY FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 2,000

Name

CHEALEM YOUTH & FAMILY SERVICES

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 250

Name

CHILDRENS DYSLEXIA CENTERS INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 500

Name

COMMUNITY PROJECTS COMMITTEE INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 585

Name

DELTA GAMMA FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 261

Name

FRIENDSHIP MANOR

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 1,500

JOHANSEN, T H FAMILY FDN

41-6014249 Page 2 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

GARDEN CONSERVANCY INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 500

Name

GEORGE FOX UNIVERSITY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 1,300

Name

LADIES OF CHARITY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 875

Name

LEGACY VISITING NURSE ASSOCIATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 500

Name

LEUKEMIA RESEARCH FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 100

Name

LEWY BODY DEMENTIA ASSOCIATION INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 500

JOHANSEN, T H FAMILY FDN

41-6014249 Page 3 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

LITERAC SERVICES OF WISCONSIN INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

875

Name

MASONIC HOME FOR CHILDREN

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MAYO CLINIC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

MILWAUKEE ART MUSEUM INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,125

Name

NEWBERG CHARITABLE ORGANIZATION INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

Name

NEWBERG EARLY BIRDS ROTARY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501(c)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

JOHANSEN, T H FAMILY FDN

41-6014249 Page 4 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

NORTH SHORE CONGREGATIONAL CHURCH

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	3,250

Name

OREGON RIGHT TO LIFE EDUCATION FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	500

Name

PARTNERS ADVANCING VALUES IN EDUCATION INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,850

Name

PEARLS FOR TEEN GIRLS INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	500

Name

PRESBYTERIAN CHURCH OF ORONOCO

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,000

Name

PROVIDENCE NEWBERG HEALTH FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	500

JOHANSEN, T H FAMILY FDN

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

Recipient(s) paid during the year

Name

SAINT CHILD

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

SHRINERS HOSPITALS FOR CHILDREN

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 500
---	----------------------

Name

ST FRANCIS PRAYER CHAPEL

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,000
---	------------------------

Name

UNITED PERFORMING ARTS FUND INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 400
---	----------------------

Name

URBAN ECOLOGY CENTER INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
---	------------------------

Name

WOMANS CLUB OF WISCONSIN FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
-----------------------------	--	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 3,500
---	------------------------

JOHANSEN, T H FAMILY FDN

41-6014249 Page 6 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

YAMHILL COUNTY HISTORICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 500
--	---------------

Name

YOUNG LIFE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 500
--	---------------

Name

ORONOCO CEMETERY ASSOCIATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 800
--	---------------

Name

ORONOCO SENIOR CENTER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

MINNESOTA ODD FELLOWS HOME

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,000
--	-----------------

Name

NEWBERG BOOSTER CLUB

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
----------------------	---	--	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,500
--	-----------------

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Net Gain* or Loss				
														Capital Gains/Losses Other Sales	Gross Sales	Cost, Other Basis and Expenses	567,202	569,600	0	
1 X EATON CORP PLC	C29183103				11/15/2012	12/17/2012	48	47						0	1,150	-	-	-	-	0
2 X COOPER INDUSTRIES PLC NE	G24140108				5/14/2009	11/30/2012	1,984	834						0	1,161	-	-	-	-	0
3 X COOPER INDUSTRIES PLC NC	G24140108				3/17/2008	11/30/2012	2,302	1,141						0	614	-	-	-	-	0
4 X COOPER INDUSTRIES PLC NN					8/20/2009	11/30/2012	1,032	419						0	2,151	-	-	-	-	0
5 X WELLS FARGO ADV AST ALL	94985D418				5/26/2009	4/19/2012	10,811	8,330						0	-2,475	-	-	-	-	0
6 X WELLS FARGO ADV AST ALL	94985D418				8/21/2006	4/19/2012	17,504	19,979						0	-1,054	-	-	-	-	0
7 X WELLS FARGO ADV TO T RT E	94975J581				4/5/2003	6/13/2012	20,985	19,931						0	-	-	-	-	-	0
8 X WELLS FARGO ADV TO T RT E	94975J581				4/30/1999	6/13/2012	509	486						0	-	-	-	-	-	0
9 X WELLS FARGO ADV TO T RT E	94975J581				2/24/2003	6/13/2012	21,057	20,000						0	-1,057	-	-	-	-	0
10 X WELLS FARGO ADV TO T RT E	94975J581				4/5/1999	6/13/2012	4,014	3,852						0	-	-	-	-	-	0
11 X WELLS FARGO ADV TO T RT E	94975J581				2/28/1999	6/13/2012	239	228						0	-	-	-	-	-	0
12 X WELLS FARGO ADV TO T RT E	94975J581				3/31/1999	6/13/2012	268	257						0	-	-	-	-	-	0
13 X WELLS FARGO ADV TO T RT E	94975J581				4/5/1999	6/19/2012	45,000	43,584						0	-	-	-	-	-	0
14 X WF ADV SMALL CAP OPPORTUNITY	94975G488				4/19/2012	6/13/2012	4,715	5,000						0	-285	-	-	-	-	0
15 X WF ADV SMALL CAP OPPORTUNITY	94975G488				6/23/2013	6/13/2012	12,673	10,000						0	2,673	-	-	-	-	0
16 X WATERS CORP	941948103				7/28/2011		1,357	1,500						0	-143	-	-	-	-	0
17 X PRAVAX INC COM	74005P104				4/6/2010	4/19/2012	114	84						0	-30	-	-	-	-	0
18 X PRAVAX INC COM	74005P104				3/9/2010	4/19/2012	3,181	2,222						0	-959	-	-	-	-	0
19 X PRIMCO FOREIGN BD USD	693399082				6/13/2012	12/7/2012	10,000	9,379						0	-621	-	-	-	-	0
20 X NETAPP INC	64110D104				7/20/2010	12/17/2012	330	403						0	-71	-	-	-	-	0
21 X NETAPP INC	64110D104				6/14/2010	12/17/2012	1,816	2,206						0	-350	-	-	-	-	0
22 X KEELEY SMALL CAP VAL FD C	4873090808				5/26/2009	6/13/2012	15,849	10,918						0	4,931	-	-	-	-	0
23 X KEELEY SMALL CAP VAL FD C	4873090808				5/26/2009	4/19/2012	6,000	3,873						0	2,127	-	-	-	-	0
24 X JOHNSON & JOHNSON	478160104				2/28/2002	3/9/2012	1,612	1,689						0	123	-	-	-	-	0
25 X SHARES CORE SAP-INTL C	464287594				6/13/2009	12/17/2012	6,013	5,480						0	533	-	-	-	-	0
26 X ISHARES RUSSELL 1000 VALL	464287598				5/26/2009	6/13/2012	69,651	50,043						0	19,608	-	-	-	-	0
27 X ISHARES RUSSELL 1000 VALL	464287598				6/13/2007	4/19/2012	48,299	62,076						0	-13,777	-	-	-	-	0
28 X FMC TECHNOLOGIES INC	302490101				1/24/2011	9/4/2012	2,356	2,179						0	180	-	-	-	-	0
29 X ECOLAB INC	278865100				4/6/2010	3/9/2012	1,016	756						0	260	-	-	-	-	0
30 X ECOLAB INC	278865100				10/6/2009	3/9/2012	179	138						0	41	-	-	-	-	0
31 X ISHARES TR CHEN & STEER	464287564				8/24/2005	4/19/2012	17,057	19,402						0	-2,345	-	-	-	-	0
32 X ISHARES MSCI EAFE	464287465				4/19/2012	12/7/2012	15,013	14,336						0	677	-	-	-	-	0
33 X ISHARES MSCI EAFE	464287465				5/26/2009	6/13/2012	18,135	19,837						0	-1,702	-	-	-	-	0
34 X HUSSMAN STRATEGIC GROW	448108100				8/21/2006	10/19/2012	3,532	4,206						0	-614	-	-	-	-	0
35 X HUSSMAN STRATEGIC GROW	448108100				8/21/2006	10/19/2012	290	426						0	-136	-	-	-	-	0
36 X HUSSMAN STRATEGIC GROW	448108100				8/21/2006	4/19/2012	21,500	28,574						0	-8,074	-	-	-	-	0
37 X OAKMARK INTERNATIONAL F	413382002				8/21/2006	4/19/2012	24,639	35,554						0	-10,915	-	-	-	-	0
38 X OAKMARK INTERNATIONAL F	413382002				1/10/17/2003	4/19/2012	31,837	29,100						0	2,737	-	-	-	-	0
39 X JP MORGAN MID CAP VALUE	339128100				5/26/2009	6/13/2012	24,010	14,684						0	-1,702	-	-	-	-	0
40 X JP MORGAN MID CAP VALUE	339128100				8/21/2006	6/13/2012	2,601	2,580						0	9,326	-	-	-	-	0
41 X JP MORGAN MID CAP VALUE	339128100				6/2/24/2003	6/13/2012	23,737	15,000						0	21	-	-	-	-	0
42 X JP MORGAN MID CAP VALUE	339128100				8/21/2006	4/19/2012	18,000	17,420						0	8,413	-	-	-	-	0
43 X FIDELITY ADV DIVERS INT'L	315920686					8/21/2006	4/19/2012	49,256	75,000					0	-25,744	-	-	-	-	0
44 X FMC TECHNOLOGIES INC	302490101					7/28/2011	9/4/2012	471	469					0	2,737	-	-	-	-	0
45 X ECOLAB INC	278865100					3/9/2012	3/9/2012	897	691					0	206	-	-	-	-	0
46 X COMPANHIA DE BEBIDAS PRI	2525986512					6/24/2011	6/21/2012	0	0					0	0	-	-	-	-	0
47 X COMPANHIA DE BEBIDAS PRI	232986512					6/24/2011	6/21/2012	1	1					0	1	-	-	-	-	0
48 X CONCHO RESOURCES INC	20605P101					7/28/2011	12/17/2012	413	474					0	-61	-	-	-	-	0
49 X CONCHO RESOURCES INC	20605P101					2/11/2011	12/17/2012	744	890					0	-146	-	-	-	-	0
50 X AMERICAN TOWER CORP	03027X100					1/24/2011	1/24/2012	1,611	1,323					0	-116	-	-	-	-	0
51 X AMERICAN TOWER CORP	03027X100					3/1/2011	3/1/2012	1,611	1,323					0	-288	-	-	-	-	0

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

		561	561	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1		561	561	

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,054			1,054

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

		1,013	607	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	607	607		
2	PY EXCISE TAX DUE	100			
3	ESTIMATED EXCISE PAYMENTS	306			

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

		26	1	0	25
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	1	1		
2	STATE AG FEES	25			25

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1				0	0	849,343
2	PIMCO FOREIGN BD FD USD H-INST 103		0	23,621	23,753	
3	POTASH CORP SASK		0	2,958	3,174	
4	PROCTER & GAMBLE CO		0	3,401	4,006	
5	SCHLUMBERGER LTD		0	2,324	2,980	
6	STERICYCLE INC COM		0	3,407	4,944	
7	UNION PACIFIC CORP		0	2,854	4,903	
8	COCA COLA CO		0	2,216	2,320	
9	PRECISION CASTPARTS CORP		0	2,894	4,546	
10	GOLDMAN SACHS GROUP INC		0	2,705	2,679	
11	COSTCO WHOLESAL CORP		0	2,869	3,456	
12	EXXON MOBIL CORPORATION		0	3,612	8,309	
13	TARGET CORP		0	1,210	3,491	
14	ISHARES MSCI GERMANY INDEX		0	15,875	20,254	
15	ISHARES MSCI AUSTRALIA INDEX		0	17,307	19,106	
16	VERIZON COMMUNICATIONS		0	1,754	2,423	
17	COMPANHIA DE BEBIDAS-PRF ADR		0	2,556	3,359	
18	COACH INC		0	1,920	1,388	
19	MONSANTO CO NEW		0	3,257	4,070	
20	BHP BILLITON LIMITED		0	2,544	2,509	
21	ISHARES TR SMALLCAP 600 INDEX FD		0	27,471	30,928	
22	JPMORGAN CHASE & CO		0	3,279	3,825	
23	US BANCORP DEL NNEW		0	1,118	1,118	
24	ISHARES S&P MIDCAP 400 VALUE		0	22,243	25,120	
25	JP MORGAN ALERIAN MLP INDEX		0	14,760	14,615	
26	EATON VANCE GLOBAL MACRO - I		0	18,000	18,111	
27	ACCENTURE PLC		0	1,521	3,524	
28	ISHARES S&P MIDCAP 400 GROWTH		0	27,141	30,319	
29	ISHARES MSCI EAFFE		0	39,887	42,872	
30	CHEVRON CORP		0	2,164	3,569	
31	DREYFUS EMG MKT DEBT LOC C-I 6083		0	35,000	37,704	
32	BERSHIRE HATHAWAY INC		0	3,616	5,203	
33	ISHARES INC MSCI CDA INDEX FD		0	17,609	18,460	
34	WELLS FARGO ADV TOT RT BD FD-IN 944		0	97,134	103,188	
35	GOOGLE INC		0	2,055	4,244	
36	VANGUARD REIT VIPER		0	33,023	34,545	
37	VANGUARD EMERGING MARKETS ETF		0	57,781	66,572	
38	INTERCONTINENTALEXCHANGE INC		0	1,693	1,981	
39	STARWOOD HOTELS & RESORTS WORLD		0	2,646	2,811	
40	ENSCO PLC-CL A		0	1,688	1,778	
41	EATON CORP PLC		0	2,647	2,763	
42	CME GROUP INC		0	3,603	3,547	
43	SPDR DJ WILSHIRE INTERNATIONAL REA		0	34,209	39,696	
44	DIAMOND HILL LONG-SHORT FD CLI 11		0	35,000	36,224	
45	VISA INC-CLASS A SHRS		0	2,933	6,973	
46	RIDGEWORTH SEX HY BD-I 5855		0	35,000	36,850	

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

			782,513	755,156	849,343
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	GATEWAY FUND - Y 1986		0	32,107	33,278
48	CREDIT SUISSE COMM RT ST-CO 2156		0	27,000	29,378
49	ALLERGAN INC COM		0	3,939	4,403
50	AMAZON COM INC		0	1,440	2,760
51	APPLE COMPUTER INC COM		0	737	3,193
52	CAPITAL ONE FINANCIAL CORP		0	2,612	2,839
53	CITRIX SYS INC COM		0	1,649	3,215
54	DANAHER CORP		0	1,807	2,795
55	DEERE & CO		0	4,890	5,099
56	DIAGEO PLC - ADR		0	3,523	5,829
57	WALT DISNEY CO		0	1,554	3,236
58	ECOLAB INC		0	1,536	2,588
59	INTEL CORP		0	4,038	3,402
60	INTERNATIONAL BUSINESS MACHS CORP		0	1,474	2,682
61	INTUIT COM		0	2,326	2,914
62	MERGER FD SH BENINT 260		0	35,000	35,155
63	NESTLE SA REGISTERED SHARES - ADF		0	2,150	3,258
64	ORACLE CORPORATION		0	2,558	2,899
65	PG&E CORP COM		0	2,311	2,210

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	1,016
2	Total	2	1,016

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	3,030
2	COST BASIS ADJUSTMENT	2	90
3	Total	3	3,120

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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

	Date	Amount
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	306
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	306

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	38,922
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	38,922