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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 CLIFFORD & ANNA OLSON FBO WOODWARD		A Employer identification number 42-6561196
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Indepndence Mall E MACY1372-062		Room/suite PA 19106-2112
City or town, state, and ZIP code Philadelphia		
G 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) ► \$ 759,733	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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) 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)
Revenue	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	22,328	22,075		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	28,462			
	b Gross sales price for all assets on line 6a	315,748			
	7 Capital gain net income (from Part IV, line 2)		28,462		
	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	50,790	50,537	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,726	8,044		2,682
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,072	143		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.	12,398	8,187	0	3,282
Add lines 13 through 23					
25 Contributions, gifts, grants paid.	27,766			27,766	
26 Total expenses and disbursements Add lines 24 and 25	40,164	8,187	0	31,048	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,626				
b Net investment income (if negative, enter -0-)		42,350			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions

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Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		2,005	2,005
	2 Savings and temporary cash investments	39,605	43,872	43,872
Assets	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
Liabilities	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	627,126	629,332	713,857
	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)	666,731	675,209	759,734
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	0	0	0
	23 Total liabilities (add lines 17 through 22)	0	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	666,731	675,209	
	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)	666,731	675,209	
	31 Total liabilities and net assets/fund balances (see instructions)	666,731	675,209	

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	666,731
2 Enter amount from Part I, line 27a	2	10,626
3 Other increases not included in line 2 (itemize) ► Mutual Fund & CTF Income Additions	3	769
4 Add lines 1, 2, and 3	4	678,126
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,917
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	675,209

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	28,462
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	42,306	758,768	0 055756
2010	42,076	746,736	0 056347
2009	50,449	691,371	0 072970
2008	27,398	746,177	0 036718
2007			0 000000

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 221791
3	0 055448
4	743,091
5	41,203
6	424
7	41,627
8	31,048

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

6a 788

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**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 ►

1	847
2	0
3	847
4	
5	847
7	788
8	
9	59
10	0
11	0

Refunded ►

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?

	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
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*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities***c** Did the foundation file Form 1120-POL for this year?

1c	X
----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

2	X
---	---

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

3	X
---	---

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
----	---

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
----	-----

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

5	X
---	---

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

6	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?*If "Yes," attach the statement required by General Instruction T*

7	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?

8b	X
----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

9	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered ►

IA

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*

10	X
----	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV***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	X	
12	X	
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	Yes	No
	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 ► 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? <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) ► 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? <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) ► 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	<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	6b	X
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	7b	N/A
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee	4 00	10,726	

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	717,230
b	Average of monthly cash balances	1b	37,177
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	754,407
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	754,407
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,316
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	743,091
6	Minimum investment return. Enter 5% of line 5	6	37,155

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	37,155
2a	Tax on investment income for 2012 from Part VI, line 5	2a	847
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	847
3	Distributable amount before adjustments Subtract line 2c from line 1	3	36,308
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,308
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	36,308

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	31,048
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	31,048
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	31,048

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				36,308
2 Undistributed income, if any, as of the end of 2012			0	
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	16,402			
d From 2010	6,033			
e From 2011	5,156			
f Total of lines 3a through e	27,591			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 31,048				
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				31,048
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))	5,260		5,260	
6 Enter the net total of each column as indicated below:	22,331			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013	22,331			
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	11,142			
c Excess from 2010	6,033			
d Excess from 2011	5,156			
e Excess from 2012				

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

NA

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

64

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 <i>foundation manager</i> 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	27,766
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****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****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)

14 22,328

18 28,462

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

13 50,790

(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

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

Sign
Here

John A. Salente SVP Wells Fargo Bank N A

4/18/2013

► SVP Wells Fargo Bank N A

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

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/18/2013	P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000				

CLIFFORD & ANNA OLSON FBO WOODWARD

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

Recipient(s) paid during the year

NameWOODWARD STATE RESOURCE CENTER**Street**

1251 334TH ST

City WOODWARD	State IA	Zip Code 50276-7509	Foreign Country
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Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 27,766
---	-------------------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship**Foundation Status**

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

Name**Street**

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

Relationship**Foundation Status**

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

Name**Street**

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

Relationship**Foundation Status**

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

Name**Street**

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

Relationship**Foundation Status**

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

Name**Street**

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

Relationship**Foundation Status**

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

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

Check <input checked="" type="checkbox"/> to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
								Totals	Gross Sales	315,748	0	Cost or Other Basis	287,286
	Long Term CG Distributions	2,984						Capital Gains/Losses					0
	Short Term CG Distributions	0						Other Sales					28,462
1	X												311
2	X	KEELEY SMALL CAP VAL FD C	4873008108		6/12/2011	9/17/2012	1,638	-	1,327	-		0	444
3	X	VANGUARD REIT VIPER	9229081553		4/21/2009	8/6/2012	-	856	310	367	-	0	489
4	X	VANGUARD REIT VIPER	9229081553		4/21/2009	5/6/2012	-	180	437	-	-	0	543
5	X	VANGUARD REIT VIPER	9229081553		4/21/2009	2/10/2012	-	186	88	-	-	0	98
6	X	VANGUARD REIT VIPER	9229081553		7/1/2009	2/10/2012	-	806	403	-	-	0	403
7	X	VANGUARD MSCI EMERGING	9220491858		8/17/2011	9/17/2012	-	899	-	-	-	0	43
8	X	TCW SMALL CAP GROWTH FU	87234N849		8/12/2011	12/19/2012	4,979	4,843	-	-	-	0	136
9	X	TCW SMALL CAP GROWTH FU	87234N849		7/3/2010	12/19/2012	-	1,261	1,126	-	-	0	135
10	X	TCW SMALL CAP GROWTH FU	87234N849		5/3/2010	12/19/2012	-	2,980	3,921	-	-	0	41
11	X	TCW SMALL CAP GROWTH FU	87234N849		5/3/2010	1/19/2012	-	5,136	5,465	-	-	0	329
12	X	TCW SMALL CAP GROWTH FU	87234N849		5/10/2012	1/11/2012	-	1,356	1,450	-	-	0	94
13	X	TCW SMALL CAP GROWTH FU	87234N849		5/3/2010	9/17/2012	-	1,711	1,578	-	-	0	133
14	X	TCW SMALL CAP GROWTH FU	87234N849		5/3/2010	9/17/2012	-	413	382	-	-	0	31
15	X	TCW SMALL CAP GROWTH FU	87234N849		5/10/2012	8/6/2012	214	214	219	-	-	0	5
16	X	TCW SMALL CAP GROWTH FU	87234N849		5/3/2010	2/10/2012	1,619	1,502	-	-	-	0	117
17	X	SPDR DJ WILSHIRE INTERNAL	78463X863		4/27/2011	9/17/2012	923	937	-	-	-	0	14
18	X	SPDR DJ WILSHIRE INTERNAL	78463X863		4/27/2011	8/6/2012	659	692	-	-	-	0	33
19	X	SPDR DJ WILSHIRE INTERNAL	78463X863		4/28/2011	8/6/2012	1,055	1,153	-	-	-	0	68
20	X	T. ROWE PRICE SHORT TERM	77951P105		2/14/2012	11/19/2012	7,474	7,458	-	-	-	0	16
21	X	T. ROWE PRICE SHORT TERM	77951P105		2/14/2012	8/6/2012	29,832	29,771	-	-	-	0	61
22	X	T. ROWE PRICE SHORT TERM	77951P105		2/14/2012	5/6/2012	26,825	26,770	-	-	-	0	55
23	X	RIDGEWORTH SIXTH HY BD-1#	7682621645		7/23/2009	11/19/2012	1,504	1,308	-	-	-	0	196
24	X	RIDGEWORTH SIXTH HY BD-1#	7682621645		2/14/2012	11/19/2012	2,196	2,141	-	-	-	0	55
25	X	RIDGEWORTH SIXTH HY BD-1#	7682621645		2/14/2012	9/17/2012	823	793	-	-	-	0	42
26	X	RIDGEWORTH SIXTH HY BD-1#	7682621645		2/14/2012	8/6/2012	1,160	1,140	-	-	-	0	17
27	X	PIMCO FOREIGN BD FD USD	693390882		8/12/2011	11/19/2012	1,272	1,187	-	-	-	0	85
28	X	PIMCO FOREIGN BD USD	693390882		8/12/2011	8/6/2012	7,020	6,763	-	-	-	0	287
29	X	PIMCO TOTAL RET FD-INST #	693390700		2/5/2010	2/10/2012	31,184	30,771	-	-	-	0	393
30	X	OPPENHEIMER DEVELOPING	683974505		8/12/2011	9/17/2012	646	604	-	-	-	0	30
31	X	OPPENHEIMER DEVELOPING	683974505		11/25/2010	9/17/2012	369	352	-	-	-	0	17
32	X	MAINSTAY EP US EQUITY-INS	5606331302		12/3/2008	8/6/2012	9,928	7,419	-	-	-	0	2,507
33	X	MAINSTAY EP US EQUITY-INS	559933634		2/10/2012	10,208	7,840	-	-	-	-	-	2,368
34	X	MFS VALUE FUND-CLASS I #3	5529833634		2/14/2011	9/17/2012	1,222	1,166	-	-	-	0	106
35	X	MFS VALUE FUND-CLASS I #3	5529833634		2/14/2011	8/6/2012	2,273	2,162	-	-	-	0	111
36	X	MFS VALUE FUND-CLASS I #3	5529833634		4/28/2011	8/6/2012	228	227	-	-	-	0	2
37	X	LAUDUS MONDRAN INTL F-10	51855Q655		11/25/2010	8/6/2012	5,293	5,148	-	-	-	0	57
38	X	LAUDUS MONDRAN INTL F-10	51855Q655		2/14/2011	8/6/2012	1,109	1,100	-	-	-	0	9
39	X	KEELEY SMALL CAP VAL FD C	487300808		8/12/2011	8/6/2012	332	289	-	-	-	0	43
40	X	KEELEY SMALL CAP VAL FD C	487300808		5/1/2012	8/6/2012	1,270	1,241	-	-	-	0	29
41	X	KEELEY SMALL CAP VAL FD C	487300808		8/12/2011	2/10/2012	1,907	1,666	-	-	-	0	241
42	X	ISHARES S & P 500 INDEX FUND	464287200		8/6/2012	9/17/2012	1,177	1,125	-	-	-	0	52
43	X	ISHARES S & P 500 INDEX FUND	464287200		4/21/2009	5/6/2012	9,115	5,679	-	-	-	0	3,436
44	X	ISHARES S & P 500 INDEX FUND	464287200		4/21/2009	2/10/2012	2,153	1,356	-	-	-	0	797
45	X	HUSSMAN STRATEGIC GROWTH	448108100		2/19/2008	8/6/2012	327	3150	-	-	-	0	43
46	X	HARBOR CAPITAL APRICION	411511504		8/1/2012	9/17/2012	2,418	1,345	-	-	-	0	1,073
47	X	HARBOR CAPITAL APRICION	411511504		4/23/2009	2/10/2012	1,287	758	-	-	-	0	329
48	X	HARBOR CAPITAL APRICION	411511504		4/23/2009	2/10/2012	2,709	1,614	-	-	-	0	1,095
49	X	GOLDMAN SACHS GRTH OPP	38142Y401		8/1/2011	4/10/2012	4,799	4,280	-	-	-	0	515
50	X	GOLDMAN SACHS GRTH OPP	38142Y401		2/5/2010	10/8/2010	15,023	11,789	-	-	-	0	3,234
51	X	JP MORGAN MID CAP VALUE	335128100		9/17/2012	9/17/2012	901	706	-	-	-	0	195
52	X	JP MORGAN MID CAP VALUE	335128100		2/5/2010	8/6/2012	1,676	1,161	-	-	-	0	503
53	X	JP MORGAN MID CAP VALUE	335128100		2/5/2010	5/6/2012	1,755	1,255	-	-	-	0	329
54	X	JP MORGAN MID CAP VALUE	335128100		2/10/2010	2/10/2012	1,278	437	-	-	-	0	31
55	X	JP MORGAN MID CAP VALUE	335128100		2/4/2011	2/10/2012	1,729	1,091	-	-	-	0	6
56	X	DREYFUS EMG MKT DEBT LO	261904394		10/8/2010	9/17/2012	248	754	-	-	-	0	805
57	X	DODGE & COX INCOME FD C	256210105		8/17/2012	9/17/2012	14,020	13,215	-	-	-	0	204
58	X	DODGE & COX INCOME FD C	256210105		8/10/2012	11/19/2012	10,100	9,988	-	-	-	0	243
59	X	DODGE & COX INCOME FD C	256210105		5/10/2012	11/19/2012	13,079	13,079	-	-	-	0	230
60	X	DODGE & COX INCOME FD C	256210105		2/10/2011	11/19/2012	2,202	1,691	-	-	-	0	111
61	X	DODGE & COX INCOME FD C	256210105		2/14/2011	11/19/2012	17,291	14,407	-	-	-	0	482
62	X	DODGE & COX INCOME FD C	256210105		2/10/2012	9/17/2012	14,610	13,255	-	-	-	0	203
63	X	DODGE & COX INTL STOCK F	256206103		2/5/2010	8/6/2012	4,786	4,562	-	-	-	0	195
64	X	DODGE & COX INTL STOCK F	256206103		8/6/2012	4,721	4,478	-	-	-	-	0	48
65	X	DODGE & COX INTL STOCK F	256206103		5/10/2012	8/6/2012	1,982	1,934	-	-	-	0	122
66	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011	8/6/2012	1,800	1,922	-	-	-	0	106
67	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011	8/6/2012	1,029	1,135	-	-	-	0	135
68	X	ARTISAN MID CAP FUNDS-INS	04314H600		4/10/2012	9/17/2012	1,496	1,429	-	-	-	0	67

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

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	600	0	0	600

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

		1,072	143	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	143	143		
2	PY EXCISE TAX DUE	141			
3	ESTIMATED EXCISE PAYMENTS	788			

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	ARTISAN INTERNATIONAL FUND 661		0	13,614	22,833
2	DODGE & COX INCOME FD COM 147		0	44,760	50,597
3	HARBOR CAPITAL APRTION-INST 2012		0	23,376	38,929
4	MERGER FD SH BEN INT 260		0	14,756	14,847
5	PIMCO TOTAL RET FD-INST 35		0	145,550	145,716
6	PIMCO FOREIGN BD FD USD H-INST 103		0	27,773	28,271
7	ARTISAN MID CAP FUND-INSTL 1333		0	19,876	19,572
8	ISHARES RUSSELL 2000 GROWTH		0	17,286	17,823
9	ISHARES S & P 500 INDEX FUND		0	16,000	22,616
10	LAUDUS MONDRIAN INTL FI-INST 2940		0	28,860	29,357
11	DODGE & COX INT'L STOCK FD 1048		0	19,569	22,709
12	MFS VALUE FUND-CLASS I 893		0	26,532	28,257
13	DREYFUS EMG MKT DEBT LOC C-1 6083		0	33,151	34,319
14	DRIEHAUS ACTIVE INCOME FUND		0	15,195	15,374
15	JP MORGAN MID CAP VALUE-I-758		0	10,936	15,741
16	HUSSMAN STRATEGIC GROWTH FUND 60		0	21,496	17,943
17	VANGUARD REIT VIPER		0	10,981	23,096
18	VANGUARD EMERGING MARKETS ETF		0	13,428	18,302
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	15,975	18,190
20	SPDR DJ WILSHIRE INTERNATIONAL REA		0	16,381	22,908
21	RIDGEWORTH SIX HY BD-I 5855		0	33,744	40,959
22	GATEWAY FUND - Y 1986		0	18,694	18,489
23	CREDIT SUISSE COMM RT ST-CO 2156		0	31,598	28,757
24	KEELEY SMALL CAP VAL FD CL 12251		0	9,801	18,252

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	769
2 Total	2	769

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

1 Cost Basis Adjustment	1	211
2 Mutual Fund & CTF Income Subtraction	2	2,451
3 PY Return of Capital Adjustment	3	255
4 Total	4	2,917

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

Long Term CG Distributions		Amount	2,984	0		0		267,286		2,478		0		0		25,478	
Short Term CG Distributions				How Acquired	Date Acquired	Date	Sale	Gross Sales Price	Depreciation Allowed	Adjustments	F M V as of 12/31/09	Cost or Other Basis Plus	Expense of Sale	Gain or Loss	Excess of FMV Over Adjusted Basis or Losses	Adjusted Basis as of 12/31/09	Gains Minus Losses
1	KELLEY SMALL CAP VAL FD CL #12251	CUSIP #	48730908		9/17/2010	9/17/2012	1,639				310			311		0	
2	VANGUARD REIT VIPER		922908553	4/21/2009	9/17/2012	754				437			444		0		
3	VANGUARD REIT VIPER		922908553	4/21/2009	8/8/2012	856				543			489		0		
4	VANGUARD REIT VIPER		922908553	4/21/2009	5/8/2012	980				88			543		0		
5	VANGUARD REIT VIPER		922908553	4/21/2009	7/2/2012	186				403			968		0		
6	VANGUARD REIT VIPER		922908553	7/2/2009	2/10/2012	806				403			403		0		
7	VANGUARD MSCI EMERGING MARKETS		9229042858	8/10/2011	9/17/2012	899				856			43		0		
8	TROW SMALL CAP SPDR FUND		94738734N849	8/10/2011	9/17/2012	4,979				4,843			138		0		
9	TROW SMALL CAP GROWTH FUND		94738734N849	5/10/2010	12/19/2012	1,261				1,126			135		0		
10	TROW SMALL CAP GROWTH FUND		94738734N849	5/10/2010	12/19/2012	980				3021			41		0		
11	SPDR DJ WILSHIRE INTERNATIONAL R		918463X63	5/3/2010	11/15/2012	5,136				5,465			329		0		
12	TROW SMALL CAP GROWTH FUND		94738734N849	5/10/2012	11/15/2012	1,356				1,450			94		0		
13	TROW SMALL CAP GROWTH FUND		94738734N849	5/3/2010	9/17/2012	1,711				1,576			133		0		
14	TROW SMALL CAP SPDR FUND		94738734N849	5/3/2010	9/17/2012	413				382			31		0		
15	TROW SMALL CAP GROWTH FUND		94738734N849	5/10/2012	8/6/2012	214				219			5		0		
16	TROW SMALL CAP GROWTH FUND		94738734N849	5/10/2010	2/10/2012	1,619				1,502			117		0		
17	SPDR DJ WILSHIRE INTERNATIONAL R		918463X63	4/27/2011	9/17/2012	923				937			14		0		
18	SPDR DJ WILSHIRE INTERNATIONAL R		918463X63	4/27/2011	8/6/2012	659				692			33		0		
19	SPDR DJ WILSHIRE INTERNATIONAL R		918463X63	4/27/2011	8/6/2012	1,085				1,153			66		0		
20	TROW PRICE SHORT TERM BD		94738710105	11/15/2012	7,174				7,458			16		0			
21	TROW PRICE SHORT TERM BD		94738710105	2/10/2012	8/6/2012	29,932				29,771			61		0		
22	TROW PRICE SHORT TERM BD		94738710105	2/10/2012	8/6/2012	26,925				26,770			55		0		
23	RIDGEWORTH SEXY BD		#5855	766287645	7/23/2009	11/15/2012	1,504				1,308			196		0	
24	RIDGEWORTH SEXY BD		#5855	766287645	2/10/2012	1,2196				2,141			55		0		
25	RIDGEWORTH SEXY BD		#5855	766287645	2/10/2012	1,2196				2,141			55		0		
26	RIDGEWORTH SEXY BD		#5855	766287645	2/10/2012	1,2196				2,141			55		0		
27	PIMCO FOREIGN BD USD H-INST #1		633390882	8/12/2011	9/17/2012	1,601				1,440			20		0		
28	PIMCO TOTAL RET FD-INST #35		633390700	8/12/2011	8/6/2012	7,050				1,871			85		0		
29	PIMCO TOTAL RET FD-INST #35		633390700	2/10/2012	8/6/2012	3,164				6,763			287		0		
30	SPDR S&P 500 INDEX FUND		6333974505	9/17/2011	9/17/2012	666				307			393		0		
31	SPDR S&P 500 INDEX FUND		6333974505	11/15/2010	9/17/2012	969				352			42		0		
32	MAINSTAY EQUITY INS #1204		56031302	12/29/2008	9/17/2012	9,026				9,207			17		0		
33	MAINSTAY EQUITY INS #1204		56031302	12/29/2008	8/6/2012	1,038				7,840			2,567		0		
34	MFS VALUE FUND CLASS #893		5529836394	2/4/2011	9/17/2012	1,270				1,241			2,368		0		
35	MFS VALUE FUND CLASS #893		5529836394	2/4/2011	8/6/2012	2,273				1,666			106		0		
36	MFS VALUE FUND CLASS #893		5529836394	4/26/2011	8/6/2012	229				2,162			111		0		
37	LAUDIUS MONDRIAN INT'L F-INST		9245051850655	11/12/2010	9/17/2012	5,205				227			227		0		
38	LAUDIUS MONDRIAN INT'L F-INST		9245051850655	2/10/2012	8/6/2012	5,205				5,148			57		0		
39	KEELE SMALL CAPITAL FD CL #2251		487308068	8/17/2011	8/6/2012	332				1,109			9		0		
40	KEELE SMALL CAP VAL FD CL #2251		487308068	5/10/2012	8/6/2012	1,270				1,270			43		0		
41	HARBOR CAPITAL APCTN INST #20		41151504	8/12/2011	9/17/2012	1,907				1,241			29		0		
42	ISHARES S & P 500 INDEX FUND		484287200	8/6/2012	9/17/2012	1,177				1,666			241		0		
43	ISHARES S & P 500 INDEX FUND		484287200	4/26/2011	8/6/2012	9115				1,125			52		0		
44	ISHARES S & P 500 INDEX FUND		484287200	4/26/2011	8/6/2012	2,531				1,356			346		0		
45	HUSSMAN STRATEGIC GROWTH FUND		448108100	2/10/2012	8/6/2012	2,271				1,356			707		0		
46	HARBOR CAPITAL APCTN INST #20		41151504	4/26/2011	8/6/2012	332				2,891			619		0		
47	HARBOR CAPITAL APCTN INST #20		41151504	4/26/2011	8/6/2012	1,270				1,241			1,073		0		
48	HARBOR CAPITAL APCTN INST #20		41151504	4/26/2011	8/6/2012	1,287				758			529		0		
49	GOLDMAN SACHS GRTH OP FD CL #1138142Y01		5092012	2/10/2012	8/6/2012	1,777				1,614			1,005		0		
50	GOLDMAN SACHS GRTH OP FD CL #1138142Y01		5092012	4/10/2012	8/6/2012	4,795				4,280			515		0		
51	DODGE & CO INCOME FD		256210105	2/10/2012	8/6/2012	15,233				11,789			3,234		0		
52	JP MORGAN MID CAP VALUE #758		339128100	9/17/2012	9/17/2012	901				1,161			105		0		
53	JP MORGAN MID CAP VALUE #758		339128100	2/10/2012	8/6/2012	1,676				1,676			515		0		
54	JP MORGAN MID CAP VALUE #758		339128100	2/10/2012	8/6/2012	1,756				1,255			503		0		
55	JP MORGAN MID CAP VALUE #758		339128100	2/10/2012	8/6/2012	1,756				949			329		0		
56	DEUTSCHES FMG MGT DERT LOC C-1606		236198494	2/4/2011	8/6/2012	4,337				4,066			31		0		
57	DODGE & CO INCOME FD COM #147		256210105	2/10/2012	8/6/2012	1,748				754			1,111		0		
58	DODGE & CO INCOME FD COM #147		256210105	8/10/2012	8/6/2012	14,020				13,215			605		0		
59	DODGE & CO INCOME FD COM #147		256210105	8/10/2012	8/6/2012	10,000				4,478			243		0		
60	DODGE & CO INCOME FD COM #147		256210105	8/10/2012	8/6/2012	13,309				102			48		0		
61	DODGE & CO INCOME FD COM #147		256210105	2/4/2011	8/6/2012	2,202				1,261			122		0		
62	DODGE & CO INCOME FD COM #147		256210105	2/4/2011	8/6/2012	17,291				1,029			106		0		
63	DODGE & CO INCOME FD COM #147		256210105	2/4/2011	8/6/2012	14,610				1,429			67		0		
64	DODGE & CO INTR STCK FD #1048		256206103	2/5/2010	8/6/2012	1,786				1,582			203		0		
65	DODGE & CO INTR STCK FD #1048		256206103	5/10/2012	8/6/2012	4,721				4,478			243		0		
66	CREDIT SUISSE COMM ST CO #21544R305		256206103	5/10/2012	8/6/2012	1,982				1,934			48		0		
67	CREDIT SUISSE COMM ST CO #21544R305		256206103	8/12/2011	8/6/2012	1,800				1,922			122		0		
68	ARTISAN MID CAP FUND INS #1333		043146000	8/17/2012	8/6/2012	1,029				1,135			106		0		
69	ARTISAN MID CAP FUND INS #1333		043146000	8/17/2012	8/6/2012	1,496				1,429			67		0		
70	ARTISAN INTERNATIONAL FUND #661		043146000	8/17/2012	8/6/2012	550				556			6		0		
71	ARTISAN INTERNATIONAL FUND #661		043146000	8/17/2012	8/6/2012	6,644				3,76			316		0		
			4/23/2009	8/6/2012					4,251			2,393		0		2,393	

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

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

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

Date	Amount
1	0
5/9/2012	2 197
6/11/2012	3 197
9/11/2012	4 197
12/11/2012	5 197
6	0
7	788