ENVELOPE POSTMARK DATE MAY 1 5 2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: WILLIAM PABLO FERALDO MEMORIAL FUND

A Employer identification number: 43-6019398

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 387

Room/suite

B Telephone number (see instructions): 314- 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,041,530.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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 ▶ [X] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	375,132.	374,215.	917.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,446.			
	b Gross sales price for all assets on line 6a 3,224,197.				
	7 Capital gain net income (from Part IV, line 2)		9,446.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a 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	384,578.	383,661.	917.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	125,976.	125,976.		
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	15,630.	NONE	NONE	15,630.
	c Other professional fees (attach schedule) STMT 2	4,500.			4,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	4,633.	4,633.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	150,739.	130,609.	NONE	20,130.
	25 Contributions, gifts, grants paid	324,259.			324,259.
	26 **Total expenses and disbursements.** Add lines 24 and 25	474,998.	130,609.	NONE	344,389.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-90,420.			
	b **Net investment income** (if negative, enter -0-)		253,052.		
	c **Adjusted net income** (if negative, enter -0-)			917.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	26,676.	34,479.	34,479.
2	Savings and temporary cash investments	114,051.	328,322.	328,322.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 4	691,128.	689,981.	941,798.
b	Investments - corporate stock (attach schedule) STMT 5	10,606,188.	10,297,791.	11,468,664.
c	Investments - corporate bonds (attach schedule) STMT 16	1,070,000.	1,070,000.	1,268,267.
11	Investments - land, buildings, and equipment· basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	12,508,043.	12,420,573.	14,041,530.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	12,508,043.	12,420,573.	
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)	12,508,043.	12,420,573.	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,508,043.	12,420,573.	

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	12,508,043.
2	Enter amount from Part I, line 27a	2	-90,420.
3	Other increases not included in line 2 (itemize) ▶ COST ADJ	3	2,950.
4	Add lines 1, 2, and 3	4	12,420,573.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,420,573.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(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	3,224,197.		3,214,751.	9,446.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				9,446.
b				
c				
d				
e				

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** 9,446.

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**

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	503,370.	13,323,846.	0.037780
2010	549,355.	12,978,853.	0.042327
2009	775,173.	11,954,307.	0.064845
2008	1,064,634.	14,315,791.	0.074368
2007	399,547.	16,133,990.	0.024764

2	**Total** of line 1, column (d)	2	0.244084
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048817
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,525,144.
5	Multiply line 4 by line 3	5	660,257.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,531.
7	Add lines 5 and 6	7	662,788.
8	Enter qualifying distributions from Part XII, line 4	8	344,389.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,061.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,061.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,061.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 7,392.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	7,392.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,331.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,331. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 ▶ US BANK NA Telephone no. ▶ (314)418-2643

Located at ▶ P.O. BOX 387, ST. LOUIS, MO ZIP+4 ▶ 63166

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . . **5b** No: X

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
US BANK NA ST LOUIS, MO 63166	TRUSTEE 0	125,976.		-0-

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

Total number of other employees paid over $50,000 . . . . . . ▶

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
Total number of others receiving over $50,000 for professional services ▶		NONE

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 N/A	
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 ▶	

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	13,731,111.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,731,111.
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	NONE
3	Subtract line 2 from line 1d	3	13,731,111.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	205,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,525,144.
6	**Minimum investment return.** Enter 5% of line 5	6	676,257.

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	676,257.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,061.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	671,196.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	671,196.
6	Deduction from distributable amount (see instructions)			6	48,831.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	622,365.

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	344,389.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	344,389.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	344,389.

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				622,365.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... 145,885.				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	**Total** of lines 3a through e	145,885.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 344,389.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				344,389.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	145,885.			145,885.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				132,091.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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:

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST. LOUIS UNIVERSITY OFFICE OF SCHOLARSHIPS/F ROOM 121 ST. LOUIS MO 63103	NONE	PUBLIC	SCHOLARSHIP AWARDS PROGRAM	109,000.
WASHINGTON UNIVERSITY 1 BROOKING DR. ST. LOUIS MO 63130	NONE	PUBLIC	SCHOLARSHIP AWARDS PROGRAM	109,000.
SCHOLARSHIP MANAGEMENT SERVICES P.O. BOX 297 ST. PETER MN 56082	NONE	PUBLIC	SCHOLARSHIP AWARDS PROGRAM	106,259.
Total . . . . . . ▶ 3a				324,259.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	375,132.	
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	9,446.	
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)				384,578.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 384,578.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John F. Loose 03/11/2013 TRUSTEE

Signature of officer or trustee | Date | Title

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

U.S. BANK NA

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	15,630.			15,630.
TOTALS	15,630.	NONE	NONE	15,630.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	4,500.	4,500.
TOTALS	4,500.	4,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,907.	1,907.
FOREIGN TAXES ON QUALIFIED FOR	1,996.	1,996.
FOREIGN TAXES ON NONQUALIFIED	730.	730.
TOTALS	4,633.	4,633.

WILLIAM PABLO FERALDO MEMORIAL FUND 43-6019398

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREAS BDS 7.250% 5/15/16	304,653.	368,298.
US TREAS BDS 6.250% 8/15/23	385,328.	573,500.
TOTALS	689,981.	941,798.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRAXAIR INC	11,546.	26,706.
GENERAL ELEC CO	47,416.	49,662.
CHEVRON CORP	20,096.	45,203.
MURPHY OIL CORP	9,227.	12,565.
PROCTER & GAMBLE	10,568.	25,391.
WAL MART STORES INC	24,482.	39,642.
ALLERGAN INC	684.	8,164.
BARD C R INC	7,521.	10,165.
BAXTER INTL INC	26,694.	32,330.
JP MORGAN CHASE & CO	8,113.	28,316.
EMC CORP	37,076.	37,191.
COAST DIVERSIFIED FUND II	87,694.	69,845.
QUALCOMM INC	13,336.	19,981.
ATLAS COPCO AB ADR	13,857.	19,112.
CANON INC ADR		
DBS GROUP HLDGS LTD	14,798.	18,643.
ERSTE GROUP BANK AG ADR		
PETROLEO BRASILERIRO SA ADR	9,408.	7,885.
ROCHE HLDGS LTD SPONS ADR	22,785.	29,846.
AIR LIQUIDE SA ADR	35,073.	37,615.
BUNGE LTD	8,194.	9,159.
HSBC HLDGS SPONS ADR	10,016.	14,753.
NESTLE SA SPONS ADR	26,559.	43,273.
NOVARTIS AG ADR		
ANALOGIC CORP	10,112.	12,631.
BEACON ROOFING SUPPLY INC	6,967.	9,751.
BERKSHIRE HILLS BANCORP INC	5,619.	7,182.
CACHE INC	5,112.	1,914.
CARTERS INC	4,056.	8,626.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DURECT CORP	5,278.	4,260.
FLANDERS CORP		
HUDSON GLOBAL INC	5,060.	4,982.
JOS A BANK CLOTHIERS INC	3,609.	7,877.
LTX CREDENCE CORP	4,779.	4,861.
MADDEN STEVEN LTD	4,256.	11,540.
MATERIAL SCIENCES CORP	5,023.	5,048.
MAXWELL TECHNOLOGIES INC	5,052.	2,241.
MEASUREMENT SPECIALITES INC	4,652.	7,568.
MENTOR GRAPHICS CORP	6,398.	7,353.
METALICO INC	5,150.	4,925.
NAUTILUS INC	5,183.	5,521.
NEWPARK RES INC	5,063.	6,319.
PEGASYSTEMS INC	6,010.	6,691.
PROGRESS SOFTWARE CORP	9,659.	11,062.
SHAW GROUP INC	4,988.	8,017.
SHOE CARNIVAL INC	2,971.	6,782.
SONUS NETWORKS INC	9,909.	2,317.
US PHYSICAL THERAPY INC	7,117.	15,312.
VICOR CORP	5,022.	4,130.
HANOVER INS GROUP INC	6,432.	6,741.
HELIX ENERGY SOLUTIONS GRP INC	7,908.	15,728.
TEREX CORP	6,131.	6,690.
ANSYS INC	7,131.	13,131.
ARIAD PHARMACEUTICALS INC	7,508.	9,475.
ACCO BRANDS CORP	9,882.	6,474.
BTU INTERNATIONAL INC	5,453.	4,315.
BOSTON PRIVATE FINANCIAL HLDG	6,506.	8,821.
DYCOM INDS INC	5,411.	7,801.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FREIGHTCAR AMER INC	4,925.	5,112.
GOODRICH CORP		
KENEXA CORP		
MERCURY COMPUTER SYS INC		
MODUSLINK GLOBAL SOLUTIONS	5,042.	4,330.
NOVAVAX INC	5,047.	4,317.
PERFICIENT INC	5,345.	8,270.
RTI INTL METALS INC	4,296.	6,835.
SOUTHWEST BANCORP INC		
WAUSAU PAPER CORP	8,269.	8,599.
WHOLE FOODS MKT INC	19,612.	19,417.
AKAMAI TECHNOLOGIES INC	8,416.	15,669.
AMEDISYS INC		
AMERICAN TOWER CORP	26,483.	53,239.
AUTODESK INC	6,291.	11,065.
BIO RAD LABS INC	6,307.	8,929.
BORG WARNER INC	37,521.	43,831.
BOSTON PPTYS INC	4,398.	5,185.
CSX CORP	26,636.	30,266.
CHESAPEAKE ENERGY CORP		
COVANCE INC	4,205.	6,181.
CUMMINS INC	17,212.	41,715.
CYTOKINETICS INC		
D R HORTON INC	15,147.	26,347.
DARDEN RESTAURANTS INC	9,421.	11,403.
DARLING INTL INC	3,415.	7,298.
DIGITAL RIVER INC	4,979.	4,602.
EASTMAN CHEM CO	8,654.	25,587.
EATON VANCE CORP	8,172.	9,874.

WILLIAM PABLO FERALDO MEMORIAL FUND 43-6019398

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXPRESS SCRIPTS INC	29,670.	37,368.
FREEPORT MCMORAN COPPER GOLD	36,539.	25,855.
GATX CORP	7,674.	11,604.
GENERAL DYNAMICS CORP	8,448.	10,945.
GLOBAL PAYMENTS INC	10,137.	12,276.
HARRIS CORP		
HARSCO CORP		
INTEGRYS ENERGY GROUP INC	9,639.	14,152.
INTERCONTINENTALEXCHANGE INC	10,935.	13,991.
INTERNATIONAL GAME TECHNOLOGY	6,839.	6,419.
INTERNATIONAL RECTIFIER CORP	6,551.	7,234.
INTUIT INC	9,887.	24,504.
JEFFERIES GROUP INC	6,662.	11,532.
JOY GLOBAL INC	25,182.	30,870.
NEWFIELD EXPL CO	10,670.	8,757.
ONEOK INC	9,801.	18,126.
PIONEER NAT RES CO	15,711.	18,120.
PULTE GROUP INC	12,084.	33,832.
RAYMOND JAMES FINL INC	10,863.	18,456.
REINSURANCE GROUP AMERICA	9,321.	10,865.
REPUBLIC SVCS INC	14,870.	19,123.
SNAP ON INC	10,092.	18,642.
STANCORP FINL GROUP INC	5,076.	5,684.
TJX COS INC	9,541.	28,187.
TRICO BANCSHARES		
VALSPAR CORP	10,246.	22,589.
WELLS FARGO CO	40,952.	46,724.
YUM BRANDS INC		
DIANA SHIPPING INC	5,061.	5,409.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHLUMBERGER LTD	45,676.	38,530.
AGILENT TECHNOLOGIES INC	15,932.	18,955.
CALLAWAY GOLF CO	5,236.	4,108.
CARRIZO OIL & GAS INC	7,231.	5,837.
MEADOWBROOK INS GROUP INC	4,890.	2,850.
OLD REP INTL CORP	5,664.	7,072.
PROGRESSIVE CORP	11,719.	12,175.
SCHULMAN A INC		
URS CORPORATION	11,446.	9,305.
XILINX INC	10,610.	14,452.
ANHEUSER BUSCH INBEV NV ADR	19,277.	21,241.
ISHARES MSCI EMERGING MKTS ETF	146,795.	139,259.
ISHARES S&P PREF STK INDX FD	408,013.	423,934.
ISHARES BARCLAYS TIPS BOND ETF	559,269.	576,333.
ISHARES JP MORGAN EM BOND FD		
NUVEEN CORE BOND FD	2,663,717.	2,899,127.
NUVEEN HIGH INCOME BOND FD	487,658.	487,917.
NUVEEN INFLATION PRO SEC	413,329.	467,125.
T ROWE PRICE INTL BOND FUND		
ALLSTATE CORP	12,563.	17,193.
ALTERA CORP	10,117.	8,150.
AMAG PHARMACEUTICALS INC	5,004.	4,898.
AMAZON COM INC	32,388.	44,655.
AMERICAN EXPRESS CO	31,568.	39,144.
AMERICAN SUPERCONDUCTOR CORP	5,156.	2,927.
AMERISOURCEBERGEN CORP	30,350.	33,724.
AMPHENOL CORP	5,578.	8,346.
APACHE CORP	34,431.	25,591.
APPLE INC	61,105.	98,452.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASCENT CAPITAL GROUP INC	4,994.	6,380.
ATT INC	35,443.	38,935.
BANK OF NEW YORK MELLON CORP	15,411.	22,102.
BEAM INC	5,943.	7,331.
BEST BUY CO INC		
C H ROBINSON WORLDWIDE INC		
CABOT CORP	5,016.	6,645.
CAMERON INTL CORP	17,167.	19,366.
CARDIOVASCULAR SYSTEMS INC	5,333.	6,865.
CERADYNE INC		
CERNER CORPORATION	10,215.	14,107.
CITY NATL CORP	6,968.	8,864.
CLIFFS NATURAL RESOURCES INC		
COLUMBIA BANKING SYSTEM INC	6,142.	6,369.
CONCHO RES INC	10,607.	8,459.
CONOCOPHILLIPS	20,967.	21,920.
CSG SYS INTL INC	6,955.	6,672.
DICKS SPORTING GOODS INC	15,764.	17,878.
DISNEY WALT CO		
DOLLAR TREE INC	8,522.	12,249.
DOVER CORP	18,807.	18,859.
E BAY INC	15,955.	25,856.
ECOLAB INC	12,876.	17,975.
EDWARDS LIFESCIENCES CORP	10,780.	13,435.
EMERSON ELEC CO		
ENERGYSOLUTIONS INC	5,000.	9,937.
FIRST NIAGARA FINL GROUP INC	8,515.	6,415.
GOLDMAN SACHS GROUP INC	28,309.	32,528.
GOOGLE INC	39,692.	48,809.

WILLIAM PABLO FERALDO MEMORIAL FUND 43-6019398

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HALLIBURTON CO	23,495.	22,722.
HANCOCK HLDG CO	1,054.	1,079.
HESS CORP	16,337.	13,240.
HONEYWELL INTERNATIONAL INC	21,324.	23,420.
HUMANA INC		
INTEL CORP	11,012.	11,527.
JUNIPER NETWORKS INC		
KOHLS CORP	11,901.	9,413.
KONA GRILL INC	5,097.	4,863.
LABORATORY CORP OF AMERICA HLD	15,308.	14,206.
LAUDER ESTEE COS INC	23,405.	28,254.
LIMELIGHT NETWORKS INC	5,031.	3,923.
LULULEMON ATHLETICA INC	19,254.	28,967.
MASTERCARD INC	21,283.	35,372.
MCDONALDS CORP	11,318.	12,702.
MEDCO HEALTH SOLUTIONS INC		
MICROSOFT CORP	10,547.	11,271.
NETAPP INC		
NETFLIX COM INC		
NEXTERA ENERGY INC	22,652.	28,921.
NIKE INC	5,398.	7,018.
OCCIDENTAL PETROLEUM CORP		
ORACLE CORPORATION	15,285.	16,160.
PERRIGO CO	15,045.	17,685.
PHILIP MORRIS INTL	29,619.	37,136.
PRECISION CASTPARTS CORP	10,653.	14,017.
PRICELINE COM INC	35,003.	42,187.
PUBLIC SVC ENTERPRISE GROUP	19,934.	19,462.
QUEST DIAGNOSTICS INC	13,552.	13,752.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RALPH LAUREN CORP	20,886.	24,137.
REX ENERGY CORPORATION	5,318.	7,265.
ROCKVILLE FINANCIAL INC	4,989.	5,483.
ROCKWELL COLLINS INC		
SALESFORCE COM INC	12,111.	16,978.
SANDISK CORP	16,731.	15,660.
SANDRIDGE ENERGY INC	6,517.	4,807.
SOUTHWEST AIRLINES CO	2,190.	2,273.
STARBUCKS CORP	17,948.	26,547.
STRATEGIC DIAGNOSTICS INC		
SYPRIS SOLUTIONS INC	4,811.	3,144.
TELEFLEX INC	7,339.	8,842.
TELETECH HOLDINGS INC	7,976.	9,523.
TEMPUR PEDIC INTL INC	3,525.	5,196.
THE DOLAN COMPANY	4,858.	2,696.
THE SCOTTS MIRACLE GRO COMPANY	6,289.	8,722.
TIME WARNER CABLE INC	13,369.	19,438.
TRIQUINT SEMICONDUCTOR INC	8,045.	6,467.
UNITED TECHNOLOGIES CORP	30,894.	32,230.
VISA INC	14,434.	28,649.
VIVUS INC		
VOLCANO CORP	6,037.	5,053.
WATSON PHARMACEUTICALS INC	12,230.	17,974.
WATTS WATER TECHNOLOGIES	5,555.	8,254.
WYNN RESORTS LTD	18,955.	16,424.
3M CO	11,103.	13,556.
ACCENTURE PLC	15,062.	18,221.
ALLIANZ SE ADR	16,291.	18,920.
AMERICA MOVIL ADR	18,046.	14,763.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARM HLDGS PLC ADR	18,163.	33,631.
B G GROUP PLC ADR	16,681.	13,452.
CANADIAN NATL RY CO	10,900.	13,925.
CARNIVAL CORP		
CHINA RES ENTERPRISE LTD ADR		
CSL LIMITED ADR	12,430.	18,654.
CSR PLC SPONS ADR		
DASSAULT SYSTEMES SA ADR	21,373.	31,778.
FANUC CORPORATION ADR	27,729.	32,996.
FRESENIUS MED CARE	22,900.	24,902.
HOYA CORP ADR	16,307.	14,742.
ICICI BANK LIMITED ADR	14,513.	21,543.
IMPERIAL OIL LIMITED	12,566.	13,244.
ITAU UNIBANCO HOLDINGS SA ADR	12,425.	12,822.
JUPITER TELECOM ADR		
LI FUNG LTD ADR	30,378.	22,203.
LONZA GROUP AG UNSPONS ADR	12,702.	15,619.
LOREAL CO UNSPONS ADR	22,663.	27,476.
LVMH MOET HENNESSY LOU VUITT	13,811.	15,717.
MTN GROUP LTD ADR	9,129.	11,690.
NABORS INDUSTRIES LTD	13,738.	11,965.
OAO GAZPROM SPONS ADR	6,443.	6,889.
PETROLEO BRASILEIRO SPONS ADR		
QIAGEN	11,215.	10,418.
SAP AG ADR	29,358.	43,968.
SASOL LTD SPONS ADR	10,940.	9,004.
SCHNEIDER ELECT SA UNSPONS ADR	21,909.	20,987.
SUNOPTA INC	6,144.	6,289.
SWATCH GROUP AG ADR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TAIWAN SEMICONDUCTOR ADR	11,807.	16,405.
TESCO PLC ADR	10,872.	8,854.
TURKIYE GARANTI BANKASI AS ADR	17,974.	24,991.
UNICHARM CORPORATION ADR	29,587.	29,329.
UNILEVER PLC SPONS ADR	12,980.	15,294.
WAL MART DE MEXICO SAB DE CV		
WPP PLC SPONS ADR	14,421.	17,059.
NUVEEN REAL ESTATE SECURIT	322,559.	373,438.
NUVEEN TRADEWINDS GLBL		
OPPENHEIMER DEVELOPING MKTS FD	269,918.	286,361.
SCOUT INTERNATIONAL FUND	435,594.	440,237.
SPDR DJ WILSHIRE INTERNATIONAL	402,206.	438,310.
TFS MARKET NEUTRAL FUND	418,203.	426,166.
DRIEHAUS ACTIVE INCOME FUND	420,000.	424,777.
ATMI INC	4,968.	4,594.
AARONS INC	5,117.	5,175.
ACTIVISION BLIZZARD INC	8,911.	8,294.
ALEXION PHARMACEUTICALS INC	10,321.	11,436.
ANN INC	4,971.	6,903.
BRIGGS & STRATTON CORP	7,621.	9,149.
CBRE GROUP INC	10,674.	13,771.
CBS CORP CLASS B NON VOTING	17,863.	20,509.
COCA COLA COMPANY	26,185.	23,345.
DISCOVERY COMMUNICATIONS INC	10,082.	14,473.
GRAINGER WW INC	7,827.	7,690.
IBM CORP	14,398.	13,983.
KEY ENERGY SERVICES INC	5,052.	1,988.
KEYCORP NEW	9,947.	10,289.
MCKESSON CORPORATION	10,661.	11,344.

WILLIAM PABLO FERALDO MEMORIAL FUND 43-6019398

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
MEAD JOHNSON NUTRITION CO		9,721.	8,236.
MEDNAX INC		5,030.	5,646.
MERCURY SYSTEMS INC		8,227.	5,097.
MOSAIC CO		11,721.	12,062.
PATTERSON UTI ENERGY INC		5,318.	5,701.
QUICKSILVER INC		5,039.	4,590.
RED HAT INC		10,329.	10,910.
SCHULMAN A INC		26.	29.
TERADATA CORP DEL		12,400.	11,945.
WHITING PETROLEUM CORP		9,977.	8,891.
AIA GROUP LTD ADR		8,705.	9,419.
COCHLEAR UNSPON ADR		12,616.	16,033.
JGC CORP UNSPONS ADR		12,219.	13,019.
NOKIAN TYRES OYJ UNSPON ADR		10,196.	10,196.
POTASH CORP OF SASKATCHEWAN		10,602.	10,335.
SONOVA HOLDING UNSPON ADR		16,745.	16,450.
SYSMEX CORP UNSPON ADR		15,845.	16,054.
XINYI GLASS HOLDINGS LTD ADR		6,026.	7,330.
	TOTALS	10,297,791.	11,468,664.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
RBC 4YR COMMODITY 9/30/13		400,000.	499,240.
JPMORGAN CHASE CO 3/28/13		175,000.	199,448.
JPMORGAN CHASE CO 3/28/13		135,000.	156,371.
ROYAL BANK OF CANADA 3/28/13		200,000.	229,560.
BARCLAYS BANK PLC 9/3/13		160,000.	183,648.
	TOTALS	1,070,000.	1,268,267.

RECIPIENT NAME:
ANGELA PEARSON
ADDRESS:
US BANK NA PO BOX 387
ST LOUIS, MO 63166
RECIPIENT'S PHONE NUMBER: 314-505-8203
FORM, INFORMATION AND MATERIALS:
PLEASE CONTACT THE ABOVE FOR DETAILS
SUBMISSION DEADLINES:
PLEASE CONTACT THE ABOVE FOR DETAILS
RESTRICTIONS OR LIMITATIONS ON AWARDS:
1/5TH OF THE TRUST INCOME IS ACCUMULATED AND ADDED TO PRINCIPAL. THE OTHER 4/5THS IS DISTRIBUTED OUT AS SCHOLARSHIP AWARDS TO MALE STUDENTS AND PAID DIRECTLY TO THE EDUCATIONAL INSTITUTIONS.

FEDERAL FOOTNOTES

48831

THE AMOUNT SHOWN ON PART XI LINE 6 IS COURT APPROVED REQUIRED ACCUMULATION AND IS CALCULATED AS FOLLOWS: [ST GAIN $20,647 X 20%] , PLUS REQUIRED ACCUMULATED INCOME TO PRINCIPAL [223,509 X 20% ACCUMULATION]

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	20,641.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	20,641.

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					15,986.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-27,802.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	621.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-11,195.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			20,641.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-11,195.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			621.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			9,446.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 563. ACCO BRANDS CORP	11/23/2011	02/09/2012	6,328.00	4,965.00	1,363.00
212. AMERICAN SUPERCONDUCT	07/21/2011	02/09/2012	1,141.00	2,292.00	-1,151.00
116. ASCENT CAPITAL GROUP	11/23/2011	02/09/2012	5,631.00	4,953.00	678.00
63. CSR PLC SPON A D R	09/01/2011	02/09/2012	944.00	912.00	32.00
74. CACHE INC	07/21/2011	02/09/2012	473.00	406.00	67.00
524. CARDIOVASCULAR SYSTEM	11/23/2011	02/09/2012	4,611.00	4,987.00	-376.00
197. CARRIZO OIL & GAS INC	11/23/2011	02/09/2012	4,793.00	4,948.00	-155.00
1009. ENERGYSOLUTIONS INC	07/21/2011	02/09/2012	4,187.00	6,237.00	-2,050.00
10. FANUC CORPORATION A D	07/21/2011	02/09/2012	280.00	312.00	-32.00
1613. FLANDERS CORP	11/23/2011	02/09/2012	4,887.00	5,081.00	-194.00
3. I C I C I BANK LIMITED	07/21/2011	02/09/2012	113.00	142.00	-29.00
28. JUPITER TELECOM A D R	09/29/2011	02/09/2012	1,862.00	2,062.00	-200.00
222. KONA GRILL INC	07/21/2011	02/09/2012	1,306.00	1,643.00	-337.00
2584. LIMELIGHT NETWORKS I	11/23/2011	02/09/2012	10,313.00	8,110.00	2,203.00
870. LONZA GROUP AG UNSPON	11/23/2011	02/09/2012	4,715.00	4,994.00	-279.00
401. MENTOR GRAPHICS CORP	11/23/2011	02/09/2012	5,770.00	4,868.00	902.00
378. MERCURY COMPUTER SYS	11/23/2011	02/09/2012	5,443.00	4,842.00	601.00
1516. METALICO INC	11/23/2011	02/09/2012	6,064.00	4,929.00	1,135.00
190. MODUSLINK GLOBAL SOLU	07/21/2011	02/09/2012	1,077.00	872.00	205.00
135. NAUTILUS INC	07/21/2011	02/09/2012	351.00	276.00	75.00
3788. NOVAVAX INC	11/23/2011	02/09/2012	5,239.00	5,152.00	87.00
735. REX ENERGY CORPORATIO	11/23/2011	02/09/2012	7,656.00	9,526.00	-1,870.00
617. ROCKVILLE FINANCIAL I	11/23/2011	02/09/2012	6,763.00	6,161.00	602.00
736. SANDRIDGE ENERGY INC	11/23/2011	02/09/2012	5,402.00	4,740.00	662.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No. 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 916. SUNOPTA INC	11/23/2011	02/09/2012	4,940.00	4,899.00	41.00
1782. TURKIYE GARANTI BANK R	07/21/2011	02/09/2012	6,825.00	8,705.00	-1,880.00
130. AGILENT TECHNOLOGIES	11/23/2011	02/24/2012	5,643.00	4,482.00	1,161.00
143. AKAMAI TECHNOLOGIES I	11/23/2011	02/24/2012	5,275.00	3,789.00	1,486.00
483. AMEDISYS INC	11/23/2011	02/24/2012	5,608.00	4,989.00	619.00
141. AUTODESK INC	11/23/2011	02/24/2012	5,285.00	4,281.00	1,004.00
377. BANK OF NEW YORK MELL	11/23/2011	02/24/2012	8,264.00	6,756.00	1,508.00
376. BERKSHIRE HILLS BANCO	11/23/2011	02/24/2012	8,584.00	7,019.00	1,565.00
610. BEST BUY CO INC	11/23/2011	02/24/2012	15,287.00	17,021.00	-1,734.00
141. CITY NATL CORP	11/23/2011	02/24/2012	6,617.00	5,489.00	1,128.00
55. CLIFFS NATURAL RESOURC	04/15/2011	02/24/2012	3,736.00	5,215.00	-1,479.00
21. CLIFFS NATURAL RESOURC	07/21/2011	02/24/2012	1,426.00	2,111.00	-685.00
67. CONOCOPHILLIPS	07/21/2011	02/24/2012	5,076.00	5,056.00	20.00
345. DISNEY WALT CO	07/21/2011	02/24/2012	14,231.00	14,202.00	29.00
259. HSBC HOLDINGS PLC SPO	11/23/2011	02/24/2012	11,764.00	9,332.00	2,432.00
49. HARRIS CORP DEL	09/29/2011	02/24/2012	2,103.00	1,734.00	369.00
123. HUMANA INC	04/15/2011	02/24/2012	10,850.00	8,738.00	2,112.00
36. INTERCONTINENTAL EXCHA	09/29/2011	02/24/2012	4,979.00	4,380.00	599.00
979. ISHARES BARCLAYS TIPS	11/14/2011	02/24/2012	116,305.00	114,837.00	1,468.00
96. JOS A BANK CLOTHIERS I	11/23/2011	02/24/2012	4,862.00	4,843.00	19.00
327. JUNIPER NETWORKS INC	11/23/2011	02/24/2012	7,720.00	8,158.00	-438.00
932. LTX CREDENCE CORP	11/23/2011	02/24/2012	6,387.00	4,930.00	1,457.00
394. MEDCO HEALTH SOLUTION	11/23/2011	02/24/2012	25,196.00	21,505.00	3,691.00
162. NETAPP INC	04/15/2011	02/24/2012	7,005.00	7,896.00	-891.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 57. NETFLIX COM INC	04/15/2011	02/24/2012	6,407.00	13,382.00	-6,975.00
11083.08 NUVEEN INFLATION	04/15/2011	02/24/2012	129,340.00	119,808.00	9,532.00
10. ORACLE CORPORATION	04/15/2011	02/24/2012	291.00	342.00	-51.00
448. ORACLE CORPORATION	07/21/2011	02/24/2012	13,032.00	14,647.00	-1,615.00
65. PERRIGO CO	11/23/2011	02/24/2012	6,200.00	5,792.00	408.00
6. PRICELINE COM INC	04/15/2011	02/24/2012	3,546.00	3,089.00	457.00
21. PRICELINE COM INC	11/23/2011	02/24/2012	12,411.00	9,832.00	2,579.00
86. PULTE GROUP INC	07/21/2011	02/24/2012	739.00	629.00	110.00
103. SALESFORCE COM INC	04/15/2011	02/24/2012	14,582.00	13,707.00	875.00
91. TEMPUR PEDIC INTL INC	11/23/2011	02/24/2012	7,074.00	5,034.00	2,040.00
649. VICOR CORP	11/23/2011	02/24/2012	5,853.00	4,830.00	1,023.00
43. WYNN RESORTS LTD	04/15/2011	02/24/2012	5,110.00	5,978.00	-868.00
. NEW CENTURY FINANCIAL CO SECURITIES LITIGATION		04/13/2012	1,290.00		1,290.00
143. ATT INC	02/24/2012	06/25/2012	4,982.00	4,364.00	618.00
53. ALEXION PHARMACEUTICAL	02/24/2012	06/25/2012	5,070.00	4,484.00	586.00
108. AMERICAN TOWER CORP	11/23/2011	06/25/2012	7,294.00	5,949.00	1,345.00
81. ANALOGIC CORP	11/23/2011	06/25/2012	4,970.00	4,176.00	794.00
44. APPLE INC	11/23/2011	06/25/2012	25,196.00	16,245.00	8,951.00
235. BANK OF NEW YORK MELL	11/23/2011	06/25/2012	4,857.00	4,211.00	646.00
6. BOSTON PPTYS INC	11/23/2011	06/25/2012	620.00	539.00	81.00
62. CERNER CORPORATION	11/23/2011	06/25/2012	4,852.00	3,545.00	1,307.00
52. CHEVRON CORPORATION	11/23/2011	06/25/2012	5,120.00	4,957.00	163.00
784. CHINA RES ENTERPRISE	11/23/2011	06/25/2012	4,398.00	5,169.00	-771.00
483. CHIQUITA BRANDS INTL	02/24/2012	06/25/2012	2,217.00	5,085.00	-2,868.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. CUMMINS INC	07/21/2011	06/25/2012	901.00	1,076.00	-175.00
275. DIGITAL RIVER INC	02/24/2012	06/25/2012	4,016.00	5,029.00	-1,013.00
75. E M C CORPORATION	07/21/2011	06/25/2012	1,786.00	2,073.00	-287.00
184. E M C CORPORATION	02/24/2012	06/25/2012	4,381.00	5,100.00	-719.00
173. E BAY INC	11/23/2011	06/25/2012	7,219.00	4,984.00	2,235.00
76. ECOLAB INC	11/23/2011	06/25/2012	5,033.00	3,984.00	1,049.00
79. GENERAL DYNAMICS CORP	11/23/2011	06/25/2012	4,915.00	4,862.00	53.00
32. INTERNATIONAL BUSINESS CORP	02/24/2012	06/25/2012	6,162.00	6,312.00	-150.00
1511. ISHARES MSCI EMERGIN	02/24/2012	06/25/2012	56,030.00	66,741.00	-10,711.00
116. KOHLS CORP	07/21/2011	06/25/2012	5,008.00	6,642.00	-1,634.00
57. LABORATORY CORP OF AME HOLDINGS	07/21/2011	06/25/2012	5,027.00	5,358.00	-331.00
587. MATERIAL SCIENCES COR	02/24/2012	06/25/2012	4,731.00	5,136.00	-405.00
7. MCDONALDS CORP	07/21/2011	06/25/2012	616.00	608.00	8.00
50. MCDONALDS CORP	02/24/2012	06/25/2012	4,402.00	5,023.00	-621.00
71. NETFLIX COM INC	11/23/2011	06/25/2012	4,753.00	4,953.00	-200.00
249. ORACLE CORPORATION	07/21/2011	06/25/2012	6,854.00	8,141.00	-1,287.00
84. PHILIP MORRIS INTL	11/23/2011	06/25/2012	7,058.00	5,968.00	1,090.00
105. PROCTER & GAMBLE CO	11/23/2011	06/25/2012	6,250.00	6,430.00	-180.00
158. PUBLIC SVC ENTERPRISE	11/23/2011	06/25/2012	4,980.00	4,947.00	33.00
92. QUALCOMM INC	11/23/2011	06/25/2012	4,957.00	4,799.00	158.00
1038. SOUTHWEST BANCORP IN	11/23/2011	06/25/2012	9,394.00	4,815.00	4,579.00
37. 3M CO	11/23/2011	06/25/2012	3,176.00	2,814.00	362.00
543. TRICO BANCSHARES	11/23/2011	06/25/2012	8,228.00	7,517.00	711.00
267. VIVUS INC	02/24/2012	06/25/2012	7,046.00	5,355.00	1,691.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2012

Name of estate or trust: WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number: 43-6019398

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 498. WAL MART DE MEXICO SA R	02/24/2012	06/25/2012	12,430.00	15,682.00	-3,252.00
154. XILINX INC	11/23/2011	06/25/2012	4,876.00	4,710.00	166.00
17. ACCENTURE PLC CL A	07/21/2011	06/25/2012	955.00	1,051.00	-96.00
2385. ISHARES MSCI EMERGIN	02/24/2012	07/31/2012	94,205.00	105,345.00	-11,140.00
717.863 NUVEEN TRADEWINDS	02/24/2012	07/31/2012	15,958.00	19,540.00	-3,582.00
67. OCCIDENTAL PETROLEUM C	11/23/2011	07/31/2012	5,920.00	5,978.00	-58.00
102. PROCTER & GAMBLE CO	11/23/2011	07/31/2012	6,589.00	6,246.00	343.00
39. RALPH LAUREN CORP	11/23/2011	07/31/2012	5,653.00	5,473.00	180.00
401. ISHARES MSCI EMERGING	02/24/2012	10/10/2012	16,437.00	17,712.00	-1,275.00
44. CHEVRON CORPORATION	11/23/2011	10/17/2012	5,059.00	4,194.00	865.00
216. HARSCO CORP	02/24/2012	10/17/2012	4,467.00	4,875.00	-408.00
296. INTEL CORP	11/23/2011	10/17/2012	6,429.00	6,772.00	-343.00
292. JGC CORP UNSPONSORED	07/31/2012	10/17/2012	20,410.00	18,127.00	2,283.00
320. KENEXA CORP	02/24/2012	10/17/2012	14,666.00	9,112.00	5,554.00
535. N I I HOLDINGS INC	06/25/2012	10/17/2012	4,114.00	5,601.00	-1,487.00
99. NIKE INC	11/23/2011	10/17/2012	9,660.00	9,017.00	643.00
155. NOVARTIS AG A D R	06/25/2012	10/17/2012	9,853.00	8,404.00	1,449.00
496. OLD REP INTL CORP	06/25/2012	10/17/2012	5,198.00	4,231.00	967.00
104. PHILLIPS 66	11/23/2011	10/17/2012	4,885.00	3,216.00	1,669.00
105. SANDISK CORP	11/23/2011	10/17/2012	4,680.00	4,833.00	-153.00
351. SYCAMORE NETWORKS INC	07/31/2012	10/17/2012	2,128.00	5,103.00	-2,975.00
77. WATSON PHARMACEUTICALS	11/23/2011	10/17/2012	6,852.00	5,014.00	1,838.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 20,641.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number
43-6019398

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 278. ACCO BRANDS CORP	08/12/2008	02/09/2012	3,125.00	2,254.00	871.00
335. AMAG PHARMACEUTICALS	01/20/2011	02/09/2012	5,353.00	5,734.00	-381.00
626. A R I A D PHARMACEUTI	01/11/2007	02/09/2012	9,396.00	3,380.00	6,016.00
64. ASCENT CAPITAL GROUP I	04/17/2009	02/09/2012	3,107.00	1,616.00	1,491.00
576. ATLAS COPCO AB SPONS	12/29/2010	02/09/2012	14,457.00	14,469.00	-12.00
605. B T U INTERNATIONAL I	12/09/2009	02/09/2012	1,744.00	2,624.00	-880.00
406. BEACON ROOFING SUPPLY	12/06/2007	02/09/2012	9,545.00	3,845.00	5,700.00
522. CSL LIMITED A D R	12/29/2010	02/09/2012	8,608.00	9,746.00	-1,138.00
765. CACHE INC	10/17/2008	02/09/2012	4,889.00	2,772.00	2,117.00
39. CARRIZO OIL & GAS INC	12/03/2010	02/09/2012	949.00	1,234.00	-285.00
3112. CYTOKINETICS INC	05/10/2010	02/09/2012	3,506.00	9,699.00	-6,193.00
213. THE DOLAN COMPANY	11/17/2009	02/09/2012	2,249.00	2,652.00	-403.00
3780. DURECT CORP	01/11/2007	02/09/2012	2,971.00	16,918.00	-13,947.00
1024. ERSTE GROUP BANK AG	12/29/2010	02/09/2012	13,373.00	24,310.00	-10,937.00
882. FANUC CORPORATION A D	12/29/2010	02/09/2012	24,740.00	22,782.00	1,958.00
618. FLANDERS CORP	08/07/2007	02/09/2012	1,873.00	4,519.00	-2,646.00
92. FREIGHTCAR AMER INC	01/24/2008	02/09/2012	2,085.00	2,886.00	-801.00
579. OAO GAZPROM SPON A D	12/29/2010	02/09/2012	7,313.00	7,321.00	-8.00
623. HOYA CORP A D R	12/29/2010	02/09/2012	14,329.00	15,152.00	-823.00
450. I C I C I BANK LIMITE	12/29/2010	02/09/2012	17,014.00	22,532.00	-5,518.00
140. JUPITER TELECOM A D R	12/29/2010	02/09/2012	9,312.00	9,810.00	-498.00
455. KENEXA CORP	12/10/2008	02/09/2012	13,066.00	3,103.00	9,963.00
205. KONA GRILL INC	06/05/2009	02/09/2012	1,206.00	277.00	929.00
889. LONZA GROUP AG UNSPON	12/29/2010	02/09/2012	4,818.00	7,290.00	-2,472.00
297. MENTOR GRAPHICS CORP	12/31/2007	02/09/2012	4,274.00	3,197.00	1,077.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

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WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number
43-6019398

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 528. MERCURY COMPUTER SYS	11/28/2008	02/09/2012	7,603.00	3,248.00	4,355.00
579. METALICO INC	09/24/2008	02/09/2012	2,316.00	3,545.00	-1,229.00
189. MODUSLINK GLOBAL SOLU	08/07/2007	02/09/2012	1,072.00	2,025.00	-953.00
874. MTN GROUP LTD A D R	12/29/2010	02/09/2012	15,443.00	17,524.00	-2,081.00
719. NAUTILUS INC	10/17/2008	02/09/2012	1,869.00	2,500.00	-631.00
1149. NOVAVAX INC	08/07/2007	02/09/2012	1,589.00	3,420.00	-1,831.00
648. SANDRIDGE ENERGY INC	03/24/2010	02/09/2012	4,756.00	4,011.00	745.00
177. SASOL LTD SPONSORED A	12/29/2010	02/09/2012	9,365.00	9,050.00	315.00
1100. STRATEGIC DIAGNOSTIC	01/11/2007	02/09/2012	2,156.00	3,811.00	-1,655.00
1088. SUNOPTA INC	01/11/2007	02/09/2012	5,868.00	10,198.00	-4,330.00
652. SWATCH GROUP AG A D R	12/29/2010	02/09/2012	14,200.00	14,637.00	-437.00
700. SYPRIS SOLUTIONS INC	10/21/2008	02/09/2012	2,847.00	861.00	1,986.00
1935. TURKIYE GARANTI BANK R	12/29/2010	02/09/2012	7,411.00	10,120.00	-2,709.00
358. UNICHARM CORP A D R	12/29/2010	02/09/2012	19,314.00	14,457.00	4,857.00
526. VIVUS INC	03/23/2009	02/09/2012	6,717.00	2,210.00	4,507.00
221. VOLCANO CORP	08/27/2009	02/09/2012	6,208.00	3,134.00	3,074.00
642. WAL MART DE MEXICO SA R	12/29/2010	02/09/2012	20,088.00	18,239.00	1,849.00
522. ITAU UNIBANCO HOLDING	12/29/2010	02/10/2012	10,983.00	12,444.00	-1,461.00
51. AMEDISYS INC	11/02/2009	02/24/2012	592.00	2,096.00	-1,504.00
673. CHINA RES ENTERPRISE	12/29/2010	02/24/2012	4,987.00	5,572.00	-585.00
97. DASSAULT SYSTEMES SA A	12/29/2010	02/24/2012	8,182.00	7,378.00	804.00
249. HARRIS CORP DEL	05/07/2009	02/24/2012	10,687.00	7,126.00	3,561.00
320. JEFFERIES GROUP INC	05/07/2009	02/24/2012	5,059.00	5,968.00	-909.00
183. LTX CREDENCE CORP	10/22/2008	02/24/2012	1,254.00	415.00	839.00
147. LVMH MOET HENNESSY LO R	12/29/2010	02/24/2012	4,996.00	4,892.00	104.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number
43-6019398

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 95. PULTE GROUP INC	08/10/2009	02/24/2012	816.00	1,192.00	-376.00
391. PULTE GROUP INC	05/07/2009	02/24/2012	3,359.00	4,231.00	-872.00
. RAYTHEON COMPANY SECURIT		02/24/2012	25.00		25.00
168. SHAW GROUP INC	01/11/2007	02/24/2012	4,985.00	5,435.00	-450.00
77. TEMPUR PEDIC INTL INC	01/11/2007	02/24/2012	5,985.00	1,645.00	4,340.00
314. VICOR CORP	01/11/2007	02/24/2012	2,832.00	3,612.00	-780.00
. NOVAGOLD RESOURCES INC S LITIGATION		02/27/2012	263.00		263.00
. AOL TIME WARNER SECURITY		04/11/2012	15.00		15.00
. QWEST COMMUNICATIONS INT SECURITY LITIGATION		05/04/2012	117.00		117.00
.5 PHILLIPS 66	04/15/2011	05/10/2012	16.00	18.00	-2.00
.5 SHOE CARNIVAL INC	12/21/2007	05/10/2012	10.00	4.00	6.00
55. ALLERGAN INC	01/10/1996	06/25/2012	4,954.00	423.00	4,531.00
130. BOSTON PPTYS INC	05/07/2009	06/25/2012	13,442.00	6,308.00	7,134.00
88. C H ROBINSON WORLDWIDE	04/15/2011	06/25/2012	4,961.00	6,743.00	-1,782.00
217. CARNIVAL CORP	12/29/2010	06/25/2012	7,278.00	10,028.00	-2,750.00
325. CHESAPEAKE ENERGY COR	05/07/2009	06/25/2012	5,532.00	7,023.00	-1,491.00
335. CHINA RES ENTERPRISE	12/29/2010	06/25/2012	1,879.00	2,774.00	-895.00
127. CUMMINS INC	04/15/2011	06/25/2012	11,445.00	13,367.00	-1,922.00
32. E M C CORPORATION	04/15/2011	06/25/2012	762.00	865.00	-103.00
15. E BAY INC	04/15/2011	06/25/2012	626.00	472.00	154.00
50. EDWARDS LIFESCIENCES C	04/15/2011	06/25/2012	5,085.00	4,208.00	877.00
1. GENERAL DYNAMICS CORP	05/07/2009	06/25/2012	62.00	53.00	9.00
245. J P MORGAN CHASE CO	05/18/1992	06/25/2012	8,562.00	3,103.00	5,459.00
169. MICROSOFT CORP	04/15/2011	06/25/2012	5,026.00	4,288.00	738.00
4952.88 NUVEEN TRADEWINDS	04/15/2011	06/25/2012	104,952.00	148,141.00	-43,189.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number
43-6019398

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. PHILIP MORRIS INTL	04/15/2011	06/25/2012	420.00	334.00	86.00
31. QUALCOMM INC	11/28/2007	06/25/2012	1,670.00	1,280.00	390.00
7546.078 T ROWE PRICE INTL	04/15/2011	06/25/2012	73,197.00	77,045.00	-3,848.00
254. SCHULMAN A INC	02/27/2008	06/25/2012	4,643.00	6,717.00	-2,074.00
21. 3M CO	04/15/2011	06/25/2012	1,802.00	1,954.00	-152.00
67. UNITED TECHNOLOGIES CO	04/15/2011	06/25/2012	4,955.00	5,609.00	-654.00
70. ACCENTURE PLC CL A	04/15/2011	06/25/2012	3,932.00	3,848.00	84.00
.2 AIR LIQUIDE S A A D R	12/29/2010	07/03/2012	5.00	5.00	
161. GOODRICH CORP.	05/14/2010	07/26/2012	20,528.00	11,882.00	8,646.00
175. C H ROBINSON WORLDWID	04/15/2011	07/31/2012	9,324.00	13,410.00	-4,086.00
77. CLIFFS NATURAL RESOURC	04/15/2011	07/31/2012	3,146.00	7,300.00	-4,154.00
5532.198 NUVEEN TRADEWINDS	04/15/2011	07/31/2012	122,981.00	165,468.00	-42,487.00
43. OCCIDENTAL PETROLEUM C	07/21/2011	07/31/2012	3,799.00	4,453.00	-654.00
5911.259 OPPENHEIMER DEVEL FDS CL Y	04/15/2011	07/31/2012	185,909.00	214,756.00	-28,847.00
296. PROCTER & GAMBLE CO	03/13/2000	07/31/2012	19,121.00	8,364.00	10,757.00
262. ROCKWELL COLLINS INC	07/21/2011	07/31/2012	13,288.00	16,159.00	-2,871.00
330. ISHARES MSCI EMERGING	12/15/2010	10/10/2012	13,526.00	15,428.00	-1,902.00
3200. ISHARES JP MORGAN EM	04/15/2011	10/10/2012	387,639.00	341,536.00	46,103.00
1473.881 NUVEEN REAL ESTAT	04/15/2011	10/10/2012	31,659.00	28,579.00	3,080.00
1328.904 NUVEEN INFLATION	04/15/2011	10/10/2012	16,000.00	14,365.00	1,635.00
352.63 OPPENHEIMER DEVELOP CL Y	04/15/2011	10/10/2012	11,848.00	12,811.00	-963.00
33566.973 T ROWE PRICE INT	04/15/2011	10/10/2012	341,376.00	342,719.00	-1,343.00
397. SPDR DJ WILSHIRE INTE	07/21/2011	10/10/2012	15,547.00	15,754.00	-207.00
133. ALLERGAN INC	01/10/1996	10/17/2012	12,605.00	1,022.00	11,583.00
121. ALLSTATE CORP	04/15/2011	10/17/2012	5,037.00	3,827.00	1,210.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
WILLIAM PABLO FERALDO MEMORIAL FUND

Employer identification number
43-6019398

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 210. AMERICAN EXPRESS CO	04/15/2011	10/17/2012	12,388.00	9,735.00	2,653.00
273. AMPHENOL CORP CL A	07/21/2011	10/17/2012	16,786.00	14,292.00	2,494.00
75. BEAM INC	04/15/2011	10/17/2012	4,295.00	3,715.00	580.00
147. BEAM INC	07/21/2011	10/17/2012	8,419.00	7,288.00	1,131.00
443. CANON INC SPONS A D R	05/10/2010	10/17/2012	14,350.00	17,064.00	-2,714.00
87. CONOCOPHILLIPS	04/15/2011	10/17/2012	5,050.00	5,321.00	-271.00
382. COVANCE INC	07/21/2011	10/17/2012	18,846.00	21,063.00	-2,217.00
335. EMERSON ELEC CO	04/15/2011	10/17/2012	16,425.00	19,366.00	-2,941.00
171. FREEPORT MCMORAN COPP	07/21/2011	10/17/2012	7,202.00	9,087.00	-1,885.00
261. HARSCO CORP	05/07/2009	10/17/2012	5,397.00	7,623.00	-2,226.00
147. HUMANA INC	04/15/2011	10/17/2012	10,997.00	10,443.00	554.00
447. INTEL CORP	04/15/2011	10/17/2012	9,709.00	8,806.00	903.00
511. MICROSOFT CORP	04/15/2011	10/17/2012	15,023.00	12,964.00	2,059.00
28. NIKE INC	04/15/2011	10/17/2012	2,732.00	2,223.00	509.00
132. NOVARTIS AG A D R	05/09/2008	10/17/2012	8,391.00	6,725.00	1,666.00
586. PETROLEO BRASILEIRO S	01/11/2007	10/17/2012	13,085.00	12,331.00	754.00
128. PHILLIPS 66	07/21/2011	10/17/2012	6,012.00	4,579.00	1,433.00
40. SANDISK CORP	04/15/2011	10/17/2012	1,783.00	1,872.00	-89.00
105. TIME WARNER CABLE INC	04/15/2011	10/17/2012	10,387.00	7,665.00	2,722.00
206. UNITED TECHNOLOGIES C	04/15/2011	10/17/2012	16,181.00	17,246.00	-1,065.00
162. WATSON PHARMACEUTICAL	04/15/2011	10/17/2012	14,416.00	9,480.00	4,936.00
348. YUM BRANDS INC	09/29/2011	10/17/2012	24,974.00	11,864.00	13,110.00
. VALUECLICK INC SECURITIE		11/14/2012	25.00		25.00
279. CERADYNE INC	11/23/2011	11/29/2012	9,765.00	7,964.00	1,801.00
. BANK OF AMERICA SECURITY		12/04/2012	27.00		27.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -27,802.00