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: A AND E F JADOT TR 11-14-94

A Employer identification number: 43-6528277

Number and street (or P O box number if mail is not delivered to street address): 1 WEST 4TH STREET D4000-041 | Room/suite

B Telephone number (see instructions): 336- 747-8169

City or town, state, and ZIP code: WINSTON SALEM, NC 27101

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 [X] 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)* ▶ $ 2,401,198.

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	7.	7.		STMT 1
	4 Dividends and interest from securities	45,311.	44,229.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,189.			
	b Gross sales price for all assets on line 6a 566,192.				
	7 Capital gain net income (from Part IV, line 2)		48,189.		
	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	93,507.	92,425.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	34,374.	25,781.		8,593.
	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 4	12,267.	1,335.		
	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) STMT. 5	21.	21.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	46,662.	27,137.	NONE	8,593.
	25 Contributions, gifts, grants paid	105,403.			105,403.
	26 **Total expenses and disbursements** Add lines 24 and 25	152,065.	27,137.	NONE	113,996.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-58,558.			
	b **Net investment income** (if negative, enter -0-)		65,288.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	87,306.	24,610.	24,610.
	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)			
	b Investments - corporate stock (attach schedule) STMT 6	1,830,430.	1,845,815.	2,127,876.
	c Investments - corporate bonds (attach schedule) STMT 10	257,017.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 11		239,282.	248,712.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ACCRUAL ADJUSTMENT)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,174,753.	2,109,707.	2,401,198.
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. ▶ X			
	27 Capital stock, trust principal, or current funds	2,174,753.	2,109,707.	
	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)	2,174,753.	2,109,707.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,174,753.	2,109,707.	

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	2,174,753.
2	Enter amount from Part I, line 27a	2	-58,558.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	670.
4	Add lines 1, 2, and 3	4	2,116,865.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	7,158.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,109,707.

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	566,192.		518,003.	48,189.
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				48,189.
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 48,189.

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	111,438.	2,403,648.	0.046362
2010	110,148.	2,222,482.	0.049561
2009	89,787.	2,035,514.	0.044110
2008	118,135.	2,443,070.	0.048355
2007	122,680.	2,784,499.	0.044058

2	**Total** of line 1, column (d)	2	0.232446
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	0.046489
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,334,341.
5	Multiply line 4 by line 3	5	108,521.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	653.
7	Add lines 5 and 6	7	109,174.
8	Enter qualifying distributions from Part XII, line 4	8	113,996.

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 ▶ [X] and enter 1% of Part I, line 27b			1	653.
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	653.
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	653.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,632.		
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	5,632.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,979.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 656. **Refunded** ▶			11	4,323.

Part VII-A Statements Regarding Activities

		Line	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) ▶ TX			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO Telephone no ▶ (336)747-8169 Located at ▶ 1 WEST 4TH ST - 2ND FLOOR, WINSTON SALEM, NC ZIP+4 ▶ 27101-3818			
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			
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.

		Line	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)*

		Yes	No
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		
	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		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
WELLS FARGO 1525 W WT HARRIS BLVD D1114-044, CHARLOTTE, NC 28288-	TRUSTEE 4	34,374.		-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 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 ▶	

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	2,292,452.
b	Average of monthly cash balances	1b	77,437.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,369,889.
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	2,369,889.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,548.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,334,341.
6	**Minimum investment return.** Enter 5% of line 5	6	116,717.

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	116,717.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	653.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	653.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	116,064.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	116,064.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	116,064.

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	113,996.
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	113,996.
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	653.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	113,343.

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				116,064.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			105,403.	
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 ...... NONE				
d From 2010 ...... NONE				
e From 2011 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 113,996.				
a Applied to 2011, but not more than line 2a			105,403.	
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				8,593.
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).)*	NONE			NONE
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				107,471.
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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
BELGIAN AMERICAN EDUCATION FDN 195 CHURCH STREET NEW HAVEN CT 06510	NONE	PUBLIC CHA	GENERAL SUPPORT	40,600.
THE HUMANE SOCIETY OF EL PASO BETTY HOOVER EL PASO TX 79906	NONE	PUBLIC CHA	CONTRIBUTION	64,803.
Total ▶ 3a				105,403.
***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			14	7.	
4 Dividends and interest from securities			14	45,311.	
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	48,189.	
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)				93,507.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 93,507.

(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

S.V.P.
Wells Fargo Bank, N.A. | 04/24/2013 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4-24-13		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

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	7.	7.
TOTAL	7.	7.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	275.	275.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	392.	392.
ANHEUSER-BUSCH INBEV SPN ADR	334.	334.
APACHE CORP COM RTS EXP 01/31/2006	87.	87.
APPLE COMPUTER INC COM	212.	212.
ARTISAN FDS INC INTL FD INVESTOR CLASS	2,183.	2,183.
BAKER HUGHES INC COM	36.	36.
BHP LIMITED SPONS ADR COM	266.	266.
BOEING CO COM	224.	224.
CME GROUP INC	429.	429.
CVS CORP COM	165.	165.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	37.	37.
CELANESE CORP	51.	51.
CHEVRONTEXACO CORP COM	525.	525.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	355.	355.
COMCAST CORP NEW CL A	251.	251.
CONOCOPHILLIPS COM	79.	79.
DIAGEO PLC SPONSORED ADR NEW	312.	312.
DIAMOND HILL LONG-SHORT FD CL I #11	399.	399.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	416.	416.
DODGE & COX INT'L STOCK FD # 1048	4,156.	4,156.
DODGE & COX INCOME FD COM	1,244.	1,244.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,475.	1,475.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	1,209.	1,209.
GATEWAY FUND - Y #1986	541.	541.
GOLDMAN SACHS GRP INC COM	115.	115.
HEWLETT-PACKARD CO COM	105.	105.
HUSSMAN STRATEGIC GROWTH FD	798.	798.
INTEL CORP COM	378.	378.
ISHARES TR RUSSELL MIDCAP GROWTH	209.	209.
JP MORGAN CHASE & CO COM	402.	402.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	264.	264.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KEELEY SMALL CAP VAL FD CL I #2251	537.	537.
MERGER FD SH BEN INT	766.	766.
MICROSOFT CORP COM	250.	250.
NESTLE S A SPONSORED ADR REPSTG REG SH	372.	372.
NOVARTIS AG SPONSORED ADR	365.	365.
ORACLE CORP COM	133.	133.
OPPENHEIMER DEVELOPING MKT-Y #788	1,329.	1,329.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	1,895.	1,895.
RIDGEWORTH SEIX HY BD-I #5855	3,815.	3,815.
ROWE T PRICE SHORT TERM BD FD INC	292.	292.
SPDR DJ WILSHIRE INTERNATIONAL REAL	7,107.	7,107.
SCHLUMBERGER LTD COM	190.	190.
TJX COS INC NEW COM	114.	114.
TARGET CORP COM	297.	297.
TEVA PHARMACEUTICAL INDS LTD ADR	230.	230.
THERMO ELECTRON CORP COM W/RTS ATTACHED	69.	69.
3M CO COM	283.	283.
TOTAL FINA ELF S A SPONSORED ADR	139.	139.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	195.	195.
UNION PAC CORP COM	365.	365.
UNITED PARCEL SERVICE CL B COM	286.	286.
UNITEDHEALTH GRP INC COM	180.	180.
VANGARD MSCI EMERGING MARKETS EFT	3,894.	3,894.
VANGUARD REIT VIPER	3,470.	2,388.
VODAFONE GROUP PLC SPONSORED ADR	634.	634.
COOPER INDUSTRIES PLC NEW IRELAND	180.	180.
TOTAL	45,311.	44,229.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	250.	250.
FEDERAL TAX PAYMENT - PRIOR YE	5,300.	
FEDERAL ESTIMATES - PRINCIPAL	5,632.	
FOREIGN TAXES ON QUALIFIED FOR	786.	786.
FOREIGN TAXES ON NONQUALIFIED	299.	299.
TOTALS	12,267.	1,335.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	21.	21.
TOTALS	21.	21.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
548661107 LOWES CO		
778296103 ROSS STORES		
824348106 SHERWIN WILLIAMS		
948626106 WEIGHT WATCHER		
968223206 WILEY JOHN & SONS		
487836108 KELLOGG CO		
713448108 PEPSICO INC		
931142103 WAL MART STORES		
81369Y506 AMEX ENERGY SELECT		
166764100 CHEVRON CORP	7,422.	15,680.
30231G102 EXXON MOBIL CORP		
674599105 OCCIDENTAL PETE		
025816109 AMERICAN EXPRESS		
084670702 BERKSHIRE HATHAWAY I	9,425.	16,505.
46625H100 JPMORGAN CHASE & CO	12,924.	14,862.
857477103 STATE STREET CORP		
902973304 US BANCORP DEL NEW	6,512.	8,784.
532457108 ELI LILLY & CO		
478160104 JOHNSON & JOHNSON		
703395103 PATTERSON CO		
717081103 PFIZER INC		
74834L100 QUEST DIAGNOSTICS		
053611109 AVERY DENNISON		
384802104 GRAINGER W W		
452308109 ILLNOIS TOOLS WORKS		
88579Y101 3M CO	9,372.	11,142.
81369Y103 AMEX TECHNOLOGY		
053015103 AUTOMATIC DATA		
459200101 INTERNATIONAL BUS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
594918104 MICROSOFT CORP	6,186.	7,185.
959802109 WESTERN UNION		
810186106 THE SCOTTS MIRACLE		
816851109 SEMPRA ENERGY		
001055102 AFLAC INC	7,952.	10,890.
002824100 ABBOTT LABS		
008252108 AFFILIATED MANAGERS	8,907.	14,186.
03524A108 ANHEUSER-BUSCH INBEV	7,328.	12,063.
037411105 APACHE CORP	14,038.	11,226.
037833100 APPLE INC	14,390.	21,287.
04314H204 ARTISAN INTERNATIONA	159,451.	195,430.
057224107 BAKER HUGHES INC COM		
088606108 BHP BILLITON LIMITED	8,027.	8,548.
097023105 BOEING CO	7,194.	9,043.
126650100 CVS/CAREMARK CORPORA	7,550.	11,072.
14040H105 CAPITAL ONE FINANCIA	6,695.	10,254.
150870103 CELANESE CORP	6,941.	8,104.
17275R102 CISCO SYSTEMS INC	11,044.	14,658.
20030N101 COMCAST CORP CLASS A	7,706.	13,748.
20825C104 CONOCOPHILLIPS		
22544R305 CREDIT SUISSE COMM R	152,075.	137,009.
25243Q205 DIAGEO PLC - ADR	6,775.	10,492.
25264S833 DIAMOND HILL LONG-SH	97,489.	114,512.
254687106 WALT DISNEY CO	9,324.	13,792.
256206103 DODGE & COX INT'L ST	152,157.	175,955.
268648102 E M C CORP MASS	6,987.	7,995.
339128100 JP MORGAN MID CAP VA	62,199.	83,458.
375558103 GILEAD SCIENCES INC	5,688.	10,724.
38141G104 GOLDMAN SACHS GROUP	7,022.	7,781.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
38142Y401 GOLDMAN SACHS GRTH O		
428236103 HEWLETT PACKARD CO		
448108100 HUSSMAN STRATEGIC GR	64,754.	56,307.
458140100 INTEL CORP	8,507.	8,516.
478366107 JOHNSON CONTROLS INC	10,729.	10,550.
487300808 KEELEY SMALL CAP VAL	69,934.	94,948.
589509108 MERGER FD SH BEN INT	45,670.	46,754.
641069406 NESTLE S.A. REGISTER	9,435.	10,167.
66987V109 NOVARTIS AG - ADR	6,707.	7,723.
68389X105 ORACLE CORPORATION	8,129.	10,096.
683974505 OPPENHEIMER DEVELOPI	139,732.	159,754.
78463X863 SPDR DJ WILSHIRE INT	86,657.	104,740.
806857108 SCHLUMBERGER LTD	14,161.	12,890.
87234N849 TCW SMALL CAP GROWTH	81,205.	88,386.
872540109 TJX COS INC NEW	5,442.	9,084.
87612E106 TARGET CORP	9,919.	12,781.
881624209 TEVA PHARMACEUTICAL	7,854.	7,692.
883556102 THERMO FISHER SCIENT	8,072.	10,141.
907818108 UNION PACIFIC CORP	12,138.	17,224.
911312106 UNITED PARCEL SERVIC	7,709.	8,700.
91324P102 UNITEDHEALTH GROUP I	9,063.	11,499.
922042858 VANGUARD MSCI EMERGI	145,652.	159,328.
922908553 VANGUARD REIT VIPER	71,235.	93,699.
92857W209 VODAFONE GROUP PLC N	6,746.	6,449.
G24140108 COOPER INDUSTRIES PL		
04314H600 ARTISAN MID CAP FUND	95,714.	98,827.
12572Q105 CME GROUP INC	10,490.	9,881.
367829884 GATEWAY FUND - Y #19	50,000.	49,255.
38259P508 GOOGLE INC	10,079.	12,025.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
58155Q103 MCKESSON CORP	9,483.	9,696.
611740101 MONSTER BEVERAGE COR	4,451.	5,284.
89151E109 TOTAL S.A. - ADR	8,531.	9,830.
G29183103 EATON CORP PLC	8,837.	9,265.
TOTALS	1,845,815.	2,127,876.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
091929109 BLACKROCK INTERNATIO
416649846 HARTFORD INTERNATION
87244W748 TIAAA-CREF
67065W803 TRADEWINDS INTERNATI
04315J837 ARTIO INTERNATIONAL
411511306 HARBOR INTERNATIONAL
256210105 DODGE & COX INCOME F
261980494 DREYFUS EMG MKT DEBT
693390700 PIMCO TOTAL RET FD-I
76628T645 RIDGEWORTH SEIX HY B

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
256210105 DODGE & COX INCOME F	C	18,510.	18,948.
261980494 DREYFUS EMG MKT DEBT	C	101,451.	105,737.
693390700 PIMCO TOTAL RET FD-I	C	43,502.	43,985.
76628T645 RIDGEWORTH SEIX HY B	C	68,897.	73,106.
77957P105 T ROWE PRICE SHORT T	C	6,922.	6,936.
TOTALS		239,282.	248,712.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFFERENCE		5,895.
2011 RETURN OF CAPITAL		1,263.
	TOTAL	7,158.