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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>GROSE, JOHN EDWIN CHARITABLE TRUST</b>		A Employer identification number <b>45-2859202</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062</b>		B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 3,665,003</b>	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	107,324	106,508		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-6,768			
	b Gross sales price for all assets on line 6a <b>807,495</b>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2,519	2,519			
12 Total. Add lines 1 through 11	103,075	109,027	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	46,154	34,615		11,539
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,750			2,750
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,443	1,315		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6	6		
	24 Total operating and administrative expenses. Add lines 13 through 23	55,353	35,936	0	14,289
	25 Contributions, gifts, grants paid	82,762			82,762
26 Total expenses and disbursements. Add lines 24 and 25	138,115	35,936	0	97,051	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-35,040				
b Net investment income (if negative, enter -0-)		73,091			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	110,739	53,219	53,219		
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)	3,195,673	3,188,301	3,611,785		
	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)	3,306,412	3,241,520	3,665,004		
<b>Liabilities</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	0	0			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	3,306,412	3,241,520			
	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)	3,306,412	3,241,520			
	31 Total liabilities and net assets/fund balances (see instructions)	3,306,412	3,241,520			

**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	3,306,412
2 Enter amount from Part I, line 27a	2	-35,040
3 Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND &amp; CTF INCOME ADDITIONS</u>	3	5,295
4 Add lines 1, 2, and 3	4	3,276,667
5 Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	35,147
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,241,520

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> See Attached Statement			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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	<b>2</b>	-6,768
<b>3</b> 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	<b>3</b>	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	87,622	3,411,891	0.025681
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.025681
<b>3</b> 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	<b>3</b>	0.025681
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	3,593,570
<b>5</b> Multiply line 4 by line 3	<b>5</b>	92,286
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	731
<b>7</b> Add lines 5 and 6	<b>7</b>	93,017
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>8</b>	97,051

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	731
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2	<b>3</b>	731
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	731
<b>6</b> Credits/Payments		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	2,564
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	2,564
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	1,833
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <b>731</b> Refunded <b>1,102</b>	<b>11</b>	1,102

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(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 N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870

X

**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 N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	46,154		

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,570,510
<b>b</b>	Average of monthly cash balances	<b>1b</b>	77,784
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,648,294
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,648,294
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	54,724
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,593,570
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	179,679

**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.)

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	179,679
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	731		
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b		<b>2c</b>	731
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	178,948
<b>4</b>	Recoveries of amounts treated as qualifying distributions		<b>4</b>	
<b>5</b>	Add lines 3 and 4		<b>5</b>	178,948
<b>6</b>	Deduction from distributable amount (see instructions)		<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	178,948

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	97,051
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	97,051
<b>5</b>	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)	<b>5</b>	731
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	96,320

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				178,948
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011	36,904			
<b>f</b> Total of lines 3a through e	36,904			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 $\blacktriangleright$ \$ 97,051				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				97,051
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	36,904			36,904
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				44,993
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

## N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

**(4) Gross investment income**

[illegible]

## Form 990-PF (2012)

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	82,762
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	107,324	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-6,768	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> OTHER INCOME			01	2,519	
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		103,075	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	103,075

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

[illegible]



GROSE, JOHN EDWIN CHARITABLE TRUST

45-2859202 Page 1 of 1

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

Recipient(s) paid during the year

Name

THE UMC OF THE UNITED STATES

Street

POST OFFICE BOX 340029

City

NASHVILLE

State

TN

Zip Code

37203

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

82,762

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV		Long Term CG Distributions		Short Term CG Distributions		Amount		Totals							
						Capital Gains/Losses		Gross Sales	Coat, Other Basis and Expenses			Net Gain or Loss			
						38,401		807,495		814,263		-6,768			
						0		0		0		0			
1	X	ADT CORP/THE	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Coat of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
2	X	ADT CORP/THE	00101J106			10/13/2009		10/18/2012	19	11				0	8
3	X	AFLAC INC	001055102			10/13/2009		10/18/2012	3,341	1,980				0	1,351
4	X	ABBOTT LABS	002824100			4/5/2010		2/3/2012	13,960	15,403				0	-1,423
5	X	AMERIPRISE FINL INC	03076C106			5/25/2012		1/18/2012	5,423	5,293				0	130
6	X	ASCENA RETAIL GROUP INC	04351G101			4/5/2010		2/3/2012	14,888	12,911				0	1,977
7	X	BMC SOFTWARE INC	055921100			2/3/2012		9/18/2012	14,803	13,018				0	1,784
8	X	COSTCO WHOLESALE CORP	22160K105			1/23/2008		2/3/2012	20,755	16,497				0	4,258
9	X	DANAHER CORP	235851102			12/6/2011		9/19/2012	14,077	12,194				0	1,883
10	X	EXXON MOBIL CORPORATION	30231G102			8/12/2002		7/24/2012	13,912	12,022				0	1,890
11	X	FORD MOTOR COMPANY	345370860			2/3/2012		7/24/2012	8,373	3,552				0	4,821
12	X	ACCO BRANDS CORP	00081T108			12/6/2011		5/15/2012	6,928	9,927				0	-2,899
13	X	HARBOR INTERNATIONAL FD IN	00081T108			2/8/2011		5/25/2012	847	882				0	0
14	X	HUSMAN STRATEGIC GROW	448108100			1/25/2008		9/21/2012	15,000	15,755				0	-755
15	X	INTERNATIONAL BUSINESS M	459200101			1/1/2011		2/3/2012	25,000	29,931				0	-4,931
16	X	JPMORGAN HIGH YIELD FUND	4812C0803			7/15/2002		3/6/2012	14,514	5,132				0	9,382
17	X	JPMORGAN HIGH YIELD FUND	4812C0803			1/25/2008		7/24/2012	10,000	9,860				0	140
18	X	MCDONALDS CORP	580135101			1/23/2008		2/3/2012	14,992	9,786				0	5,206
19	X	MCKESSON CORP	58155Q103			4/5/2010		9/19/2012	8,581	6,671				0	1,910
20	X	MEADWESTVACO CORP	593334107			2/8/2011		9/19/2012	8,321	7,147				0	1,174
21	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	110,000	101,986				0	8,014
22	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	38,992	34,236				0	4,756
23	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	301	320				0	-19
24	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	31,108	16,939				0	14,169
25	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	35,000	35,128				0	-128
26	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	20,000	19,111				0	889
27	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	16	6				0	10
28	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	16	6				0	10
29	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	59,746	151,363				0	-91,617
30	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	4,421	1,612				0	2,809
31	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	254	314				0	-60
32	X	MUNDER MIDCAP CORE GRO	626124242			9/20/2011		1/10/2012	70,000	88,960				0	-18,960
33	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		7/24/2012	38,005	49,081				0	-11,076
34	X	MUNDER MIDCAP CORE GRO	626124242			2/5/2009		7/24/2012	4,995	2,569				0	2,426
35	X	MUNDER MIDCAP CORE GRO	626124242			2/3/2012		7/24/2012	11,863	12,818				0	-955
36	X	MUNDER MIDCAP CORE GRO	626124242			10/6/2010		1/10/2012	15,000	15,218				0	-218
37	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	10,157	9,458				0	699
38	X	MUNDER MIDCAP CORE GRO	626124242			2/5/2009		3/6/2012	17,843	7,520				0	10,323
39	X	MUNDER MIDCAP CORE GRO	626124242			1/1/3/2002		9/19/2012	5,602	2,847				0	2,755
40	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	8,265	9,801				0	-1,536
41	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	20,000	17,962				0	2,038
42	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		7/24/2012	10,000	8,661				0	1,349
43	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		3/6/2012	10,000	8,645				0	1,355
44	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		7/24/2012	13,746	12,468				0	-2,000
45	X	MUNDER MIDCAP CORE GRO	626124242			1/25/2008		7/24/2012	13,746	12,468				0	-2,000
46	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
47	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
48	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
49	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
50	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
51	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
52	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
53	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
54	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
55	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
56	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
57	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
58	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
59	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
60	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
61	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
62	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
63	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
64	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
65	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
66	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
67	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
68	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
69	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
70	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
71	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
72	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
73	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
74	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
75	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
76	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
77	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
78	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
79	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
80	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
81	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
82	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
83	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
84	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
85	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
86	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
87	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
88	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
89	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
90	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
91	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
92	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
93	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,746	12,468				0	-2,000
94	X	MUNDER MIDCAP CORE GRO	626124242			10/13/2009		7/24/2012	13,						



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

		2,519	2,519	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	2,519	2,519	

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

		2,750	0	0	2,750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,750			2,750

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

		6,443	1,315	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,315	1,315		
2	PY EXCISE TAX DUE	5,000			
3	ESTIMATED EXCISE PAYMENTS	128			

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

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

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	AFFILIATED MANAGERS GROUP INC		0	5,018	5,206
3	AMGEN INC		0	9,127	23,705
4	APPLE COMPUTER INC COM		0	18,400	21,287
5	BRISTOL MYERS SQUIBB CO		0	14,190	17,924
6	CAPITAL ONE FINANCIAL CORP		0	15,483	17,379
7	CARDINAL HEALTH INC COM		0	9,477	10,707
8	CISCO SYSTEMS INC		0	1,267	4,716
9	WALT DISNEY CO		0	11,353	10,705
10	GENERAL ELECTRIC CO		0	10,410	13,014
11	HARBOR INTERNATIONAL FD INST 2011		0	361,051	353,594
12	HOME DEPOT INC		0	11,902	20,410
13	INTEL CORP		0	3,856	20,517
14	INTERNATIONAL BUSINESS MACHS CORP		0	5,132	14,366
15	INTUIT COM		0	12,592	12,787
16	JOHNSON & JOHNSON		0	20,806	28,040
17	JOHNSON CONTROLS INC		0	5,779	7,514
18	MCDONALDS CORP		0	7,959	13,232
19	MERGER FD SH BEN INT 260		0	35,000	35,584
20	MICROSOFT CORP		0	11,367	11,752
21	OCCIDENTAL PETE CORP		0	16,162	19,152
22	ORACLE CORPORATION		0	2,859	9,996
23	PIMCO TOTAL RET FD-INST 35		0	365,944	375,657
24	PIMCO FOREIGN BD FD USD H-INST 103		0	84,211	87,241
25	PROCTER & GAMBLE CO		0	16,924	17,312
26	PUBLIC SVC ENTERPRISE GROUP INC		0	11,329	10,251
27	T ROWE PRICE SHORT TERM BD FD 55		0	234,783	234,766
28	SCHLUMBERGER LTD		0	4,758	4,851
29	TIMKEN CO		0	12,547	13,871
30	UNION PACIFIC CORP		0	22,567	22,630
31	UNITED TECHNOLOGIES CORP		0	8,017	24,603
32	COCA COLA CO		0	9,424	10,875
33	EXXON MOBIL CORPORATION		0	8,275	20,339
34	HONEYWELL INTERNATIONAL INC		0	12,922	14,281
35	TARGET CORP		0	9,701	11,538
36	TYCO INTERNATIONAL LTD NEW		0	3,060	5,119
37	VERIZON COMMUNICATIONS		0	8,798	16,226
38	T ROWE PRICE REAL ESTATE FD 122		0	87,209	224,346
39	JPMORGAN CHASE & CO		0	13,428	13,191
40	US BANCORP DEL NEW		0	9,969	9,582
41	ING INTERNATIONAL REAL EST-I 2664		0	108,541	85,941
42	ANHEUSER-BUSCH INBEV SPN ADR		0	12,259	16,608
43	JP MORGAN ALERIAN MLP INDEX		0	52,978	51,921
44	WESTPORT SELECT CAP FD- I 13		0	132,191	120,140
45	EATON VANCE GLOBAL MACRO - I		0	50,000	49,479
46	ISHARES S&P MIDCAP 400 GROWTH		0	74,675	82,375

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

		3,195,673	3,188,301	3,611,785
	Asset Description	Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
47	CHEVRON CORP	0	20,438	18,924
48	T ROWE PRICE INST EM MKT EQ 146	0	22,431	51,168
49	ABERDEEN EMERG MARKETS-INST 840	0	45,000	52,362
50	MEADWESTVACO CORP	0	2,647	3,187
51	DRIEHAUS ACTIVE INCOME FUND	0	35,000	35,564
52	JP MORGAN MID CAP VALUE-I 758	0	50,000	57,498
53	BERSHIRE HATHAWAY INC	0	8,313	8,970
54	CONOCOPHILLIPS	0	5,444	16,527
55	HUSSMAN STRATEGIC GROWTH FUND 60	0	110,069	92,081
56	ISHARES IBOX \$ INV GR CORP BD FD	0	113,825	120,990
57	COMCAST CORP CLASS A	0	10,780	18,680
58	PIMCO EMERG MKTS BD-INST 137	0	145,000	168,817
59	"BRAXTON COUNTY, WV 46 75 AC IN"	0	360	360
60	WELLS FARGO INTL ADV FUND-IS 4705	0	62,316	63,032
61	PIMCO COMMODITY REAL RET STRAT-145	0	54,686	54,193
62	VANGUARD INFLAT-PROT SECS-ADM 511	0	87,858	99,408
63	MUNDER MIDCAP CORE GROWTH FD-Y 3	0	33,061	64,874
64	JPMORGAN HIGH YIELD FUND SS 3580	0	163,884	194,085
65	OPPENHEIMER DEVELOPING MKT-Y 788	0	75,000	87,609
66	KRAFT FOODS GROUP INC	0	2,238	3,183
67	MONDELEZ INTERNATIONAL INC	0	4,140	5,345
68	DIAMOND HILL LONG-SHORT FD CL I 11	0	50,000	52,943
69	RIDGEWORTH FD-MIDCAP VAL EQ I 5412	0	25,000	27,505
70	GATEWAY FUND - Y 1986	0	50,000	49,095
71	CREDIT SUISSE COMM RT ST-CO 2156	0	50,000	47,912
72	ACE LIMITED	0	17,111	22,743

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	5,295
2	Total	2	5,295

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	10,675
2	PY RETURN OF CAPITAL	2	1,289
3	COST BASIS ADJUSTMENT	3	23,183
4	Total	4	35,147

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

Long Term CG Distributions		Short Term CG Distributions		Amount		788,094		-45,169		0		F.M.V. as of 12/31/169		Adjusted Basis as of 12/31/169		Excess of FMV Over Adj. Basis		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F.M.V. as of 12/31/169		Adjusted Basis as of 12/31/169		Excess of FMV Over Adj. Basis	
1	ADT CORP/THE	00101108				10/13/2009		10/10/2012		19		11		8		0		0		-45,169	
2	ADT CORP/THE	00101108				10/13/2009		10/10/2012		3,341		1,960		1,381		0		0		1,381	
3	AFAC INC	00105102				4/6/2010		2/9/2012		13,980		15,403		-1,423		0		0		-1,423	
4	ABBOTT LABS	002824106				5/25/2012		1/8/2012		5,423		5,243		180		0		0		180	
5	AMERISOURCE PHARM INC	03076C106				4/5/2010		7/24/2012		14,868		12,811		2,057		0		0		2,057	
6	ASCANA RETAIL GROUP INC	04351G101				2/3/2012		9/16/2012		14,863		13,019		1,844		0		0		1,844	
7	BKCS SOFTWARE INC	055921100				1/23/2008		2/3/2012		20,735		18,487		2,248		0		0		2,248	
8	COSTCO WHOLESALE CORP	22160K105				1/26/2011		9/16/2012		14,077		12,194		1,883		0		0		1,883	
9	DANAHER CORP	235681102				1/26/2011		7/19/2012		13,912		12,022		1,890		0		0		1,890	
10	EXXON MOBIL CORPORATION	30231G102				9/12/2002		7/24/2012		8,373		3,952		4,421		0		0		4,421	
11	FORD MOTOR COMPANY	345370860				2/5/2012		7/24/2012		6,978		9,927		-2,949		0		0		-2,949	
12	ACCO BRANDS CORP	00081T108				2/6/2011		5/15/2012		7		7		0		0		0		0	
13	HARBOR INTERNATIONAL FD INST 2011	00081T108				2/6/2011		5/15/2012		847		882		-35		0		0		-35	
14	HUSMAN STRATEGIC GROWTH FUND	448109100				11/29/2011		9/21/2012		15,000		15,755		-755		0		0		-755	
15	INTERNATIONAL BUSINESS MACHS CO	459200101				7/15/2002		2/3/2012		25,000		29,931		-4,931		0		0		-4,931	
16	JPMORGAN HIGH YIELD FUND SS 3584812C0803	3584812C0803				1/25/2008		3/6/2012		14,514		5,132		9,382		0		0		9,382	
17	JPMORGAN HIGH YIELD FUND SS 3584812C0803	3584812C0803				1/25/2008		3/6/2012		10,000		9,766		234		0		0		234	
18	MCDONALDS CORP	580135101				1/23/2008		2/3/2012		14,992		7,959		7,033		0		0		7,033	
19	MCDONALDS CORP	580135101				4/5/2010		9/16/2012		8,581		6,671		1,910		0		0		1,910	
20	MEADWESTVACO CORP	583334107				1/25/2008		1/10/2012		8,321		7,147		1,174		0		0		1,174	
21	MUNDER MIDCAP CORE GROWTH FD	626124242				1/25/2008		3/6/2012		110,000		101,988		8,012		0		0		8,012	
22	MUNDER MIDCAP CORE GROWTH FD	626124242				1/25/2008		3/6/2012		38,892		34,236		4,656		0		0		4,656	
23	MUNDER MIDCAP CORE GROWTH FD	626124242				12/6/2011		5/25/2012		301		320		-19		0		0		-19	
24	MUNDER MIDCAP CORE GROWTH FD	626124242				2/5/2009		3/6/2012		31,108		18,539		12,569		0		0		12,569	
25	PINCO TOTAL RET FD-INST 35	693390700				1/25/2008		1/10/2012		35,000		35,128		-128		0		0		-128	
26	PINCO TOTAL RET FD-INST 35	693390700				1/25/2008		7/24/2012		20,000		19,111		889		0		0		889	
27	PHILLIPS 66	718548104				1/3/2003		5/22/2012		16		6		10		0		0		10	
28	PHILLIPS 66	718548104				1/3/2003		5/25/2012		4,421		1,612		2,809		0		0		2,809	
29	PINCO COMMODITY REAL RET STRAT	722005687				1/25/2008		1/10/2012		59,746		151,363		-91,617		0		0		-91,617	
30	PINCO COMMODITY REAL RET STRAT	722005687				9/20/2011		1/10/2012		254		314		-60		0		0		-60	
31	T. ROWE PRICE INST EM MKT EQ 148	74144Q203				1/25/2008		7/24/2012		70,000		88,860		-18,860		0		0		-18,860	
32	T. ROWE PRICE INST EM MKT EQ 148	74144Q203				1/25/2008		7/24/2012		38,005		49,081		-11,076		0		0		-11,076	
33	T. ROWE PRICE INST EM MKT EQ 148	74144Q203				2/5/2008		7/24/2012		4,995		2,569		2,426		0		0		2,426	
34	T. ROWE PRICE SHORT TERM BD FD 122	779919109				2/5/2008		3/6/2012		11,863		12,818		-955		0		0		-955	
35	T. ROWE PRICE SHORT TERM BD FD 122	779919109				1/10/2010		1/10/2012		15,000		15,116		-116		0		0		-116	
36	T. ROWE PRICE REAL ESTATE FD 122	779919109				2/5/2008		3/6/2012		10,157		9,568		589		0		0		589	
37	T. ROWE PRICE REAL ESTATE FD 122	779919109				11/13/2002		9/19/2012		17,843		7,520		10,323		0		0		10,323	
38	TEXAS INSTRUMENTS INC	882508104				10/13/2009		7/24/2012		8,265		2,847		5,418		0		0		5,418	
39	UNUM GROUP	91528Y106				1/25/2008		3/6/2012		20,000		17,882		2,118		0		0		2,118	
40	VANGUARD INFLAT-PROT SECS-ADM	922031737				1/25/2008		7/24/2012		10,000		8,645		1,355		0		0		1,355	
41	VANGUARD INFLAT-PROT SECS-ADM	922031737				1/25/2008		7/24/2012		10,000		8,645		1,355		0		0		1,355	
42	WESTPORT SELECT CAP FD-1 13	881323409				12/6/2011		7/24/2012		8,308		10,308		-2,000		0		0		-2,000	
43	WYNN RESORTS LTD	G1151C101				12/6/2011		9/16/2012		13,748		12,568		1,180		0		0		1,180	
44	ACCENTURE PLC	H81690108				10/13/2009		10/18/2012		43		78		-35		0		0		-35	
45	PENTAIR LTD	H81690108				10/13/2009		10/18/2012		1,770		1,069		701		0		0		701	



**Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General**

FLORIDA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH  
A COPY OF FORM 990 TO THEIR OFFICE

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	48,154	0	0
2												
										48,154	0	0

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

	Date	Amount
1 Credit from prior year return		1 2,436
2 First quarter estimated tax payment		2
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment	12/11/2012	5 128
6 Other payments		6 0
7 Total		7 2,564