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: H M & C M IVERSON CHARITABLE TRUST U/W

A Employer identification number: 45-6061996

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062 | Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 398,794

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,863	10,730		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	22,055			
	b Gross sales price for all assets on line 6a 151,680				
	7 Capital gain net income (from Part IV, line 2)		22,055		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	32,918	32,785	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,533	5,650		1,883
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	172	110		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25			25
	24 **Total operating and administrative expenses** Add lines 13 through 23	8,330	5,760	0	2,508
	25 Contributions, gifts, grants paid	19,500			19,500
	26 **Total expenses and disbursements** Add lines 24 and 25	27,830	5,760	0	22,008
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	5,088			
	b **Net investment income** (if negative, enter -0-)		27,025		
	c **Adjusted net income** (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	287	309	309
	2	Savings and temporary cash investments	21,068	19,599	19,599
	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)	342,468	347,933	378,484
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ELBOW LAKE GRAIN COOP PFD)		400	400
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	363,823	368,241	398,792
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	363,823	368,241	
	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)	363,823	368,241	
	31	**Total liabilities and net assets/fund balances** (see instructions)	363,823	368,241	

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	363,823
2	Enter amount from Part I, line 27a	2	5,088
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	666
4	Add lines 1, 2, and 3	4	369,577
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,336
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	368,241

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

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

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

	(i) 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				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	22,055
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	27,826	402,868	0 069070
2010	30,832	410,234	0 075157
2009	2,000	434,106	0 004607
2008	26,899	410,980	0 065451
2007	27,255	477,326	0 057099

2 **Total** of line 1, column (d)	2	0 271384
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 054277
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	391,441
5 Multiply line 4 by line 3	5	21,246
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	270
7 Add lines 5 and 6	7	21,516
8 Enter qualifying distributions from Part XII, line 4	8	22,008

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	270
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	0
3	Add lines 1 and 2	3	270
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	270
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 196		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	196
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	74
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	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 *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		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 Indepndence Mall E MACY1372-062 Phil	Trustee 4 00	7,533		

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	380,287
b	Average of monthly cash balances	1b	17,115
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	397,402
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	397,402
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	5,961
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	391,441
6	**Minimum investment return** Enter 5% of line 5	6	19,572

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	19,572
2a	Tax on investment income for 2012 from Part VI, line 5	2a	270		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	270
3	Distributable amount before adjustments Subtract line 2c from line 1			3	19,302
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	19,302
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	19,302

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	22,008
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfv the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	22,008
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	270
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,738

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					19,302
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011	4,916				
f **Total** of lines 3a through e		4,916			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 22,008					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2012 distributable amount					19,302
e Remaining amount distributed out of corpus		2,706			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below.**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,622			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		7,622			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	4,916				
e Excess from 2012	2,706				

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

1 a 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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* See Attached Statement				
Total			▶ 3a	19,500
b *Approved for future payment* NONE				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	10,863	
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	22,055	
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)		0		32,918	0

13 Total. Add line 12, columns (b), (d), and (e) 13 32,918

(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
		Not Applicable	

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

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

John N Schultz SVP Wells Fargo Bank N.A. | 4/8/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		4/8/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
UNIVERSITY OF MN - MORRIS				
Street 312 BELMLER HALL - 600 3 3TH ST				
City MORRIS	**State** MN	**Zip Code** 56267-2113	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 3,250

Name				
ASHBY PUBLIC SCHOOL DISTRICT #261				
Street PO BOX 10				
City ASHBY	**State** MN	**Zip Code** 56309	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 4,250

Name				
ASHBY AREA DOLLARS FOR SCHOLARS				
Street PO BOX 10				
City ASHBY	**State** MN	**Zip Code** 56309	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 4,250

Name				
WEST CENTRAL AREA DOLLARS 4 SCHOLARS				
Street PO BOX 10				
City ASHBY	**State** MN	**Zip Code** 56309	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 1,500

Name				
FERGUS FALLS COLLEGE FOUNDATION				
Street 1414 COLLEGE WAY				
City FERGUS FALLS	**State** MN	**Zip Code** 56537	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 3,250

Name				
MINNESOTA MEDICAL FOUNDATION				
Street 200 OAK STREET SE STE 300				
City MINNEAPOLIS	**State** MN	**Zip Code** 55455	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 3,000

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

	Amount
Long Term CG Distributions	2,097
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	151,680	129,625	22,055
Other sales	0	0	0

	Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		8/9/2012	634	696				0	-62
2	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		2/9/2012	991	730				0	261
3	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		5/9/2012	861	618				0	243
4	X	JP MORGAN MID CAP VALUE-	339128100			2/5/2010		8/9/2012	378	262				0	116
5	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		2/9/2012	569	447				0	122
6	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		4/10/2012	5,998	4,707				0	1,291
7	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/11/2011		4/10/2012	2,668	2 354				0	314
8	X	HUSSMAN STRATEGIC GROW	448108100			2/20/2008		5/15/2012	141	185				0	-44
9	X	HUSSMAN STRATEGIC GROW	448108100			2/7/2008		5/15/2012	262	339				0	-77
10	X	HUSSMAN STRATEGIC GROW	448108100			2/7/2008		8/9/2012	1,077	1,490				0	-413
11	X	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		2/9/2012	913	785				0	128
12	X	KEELEY SMALL CAP VAL FD C	487300808			4/20/2009		8/9/2012	6,904	3,798				0	3,106
13	X	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		8/9/2012	1,543	1,335				0	208
14	X	KEELEY SMALL CAP VAL FD C	487300808			5/9/2012		8/9/2012	550	534				0	16
15	X	MERGER FD SH BEN INT 260	589509108			5/3/2010		5/15/2012	394	393				0	1
16	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		5/15/2012	1,247	1,221				0	26
17	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		8/9/2012	4,893	4,694				0	199
18	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		5/15/2012	105	125				0	-20
19	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		5/15/2012	351	412				0	-61
20	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		8/9/2012	424	453				0	-29
21	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		8/9/2012	501	529				0	-28
22	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		2/9/2012	1,012	925				0	87
23	X	TCW SMALL CAP GROWTH FU	87234N849			5/9/2012		11/16/2012	777	845				0	-68
24	X	TCW SMALL CAP GROWTH FU	87234N849			8/13/2012		11/16/2012	177	189				0	-12
25	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		11/16/2012	2,819	3,028				0	-209
26	X	TCW SMALL CAP GROWTH FU	87234N849			5/3/2010		12/19/2012	1,655	1,678				0	-23
27	X	TCW SMALL CAP GROWTH FU	87234N849			7/21/2010		12/19/2012	376	320				0	56
28	X	TCW SMALL CAP GROWTH FU	87234N849			8/11/2011		12/19/2012	2,556	2,457				0	99
29	X	TEMPLETON FOREIGN FD A	880196506			2/13/2012		8/9/2012	2,452	2,567				0	-115
30	X	VANGUARD REIT VIPER	922908553			2/4/2009		2/9/2012	1,814	869				0	945
31	X	VANGUARD REIT VIPER	922908553			2/4/2009		5/15/2012	836	388				0	448
32	X	VANGUARD REIT VIPER	922908553			2/4/2009		8/9/2012	66	29				0	37
33	X	WF ADV INDEX FUND-ADMIN	94975G686			6/7/2011		5/9/2012	656	648				0	8
34	X	WF ADV INDEX FUND-ADMIN	94975G686			2/6/2009		5/9/2012	79	54				0	25
35	X	WF ADV INDEX FUND-ADMIN	94975G686			2/6/2009		5/15/2012	452	315				0	137
36	X	WF ADV INDEX FUND-ADMIN	94975G686			2/6/2009		8/9/2012	144	94				0	50
37	X	INVESCO INTL GROWTH-Y 85	008882532			2/13/2012		8/9/2012	2,130	2,091				0	39
38	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		5/15/2012	403	476				73	0
39	X	WF ADV C & B LARGE CAP VA	94975J268			6/7/2011		2/9/2012	1,190	1,187				0	3
40	X	WF ADV C & B LARGE CAP VA	94975J268			6/7/2011		5/9/2012	1,331	1,313				0	18
41	X	WF ADV C & B LARGE CAP VA	94975J268			2/6/2009		5/9/2012	2,486	1,593				0	893
42	X	WF ADV C & B LARGE CAP VA	94975J268			2/6/2009		5/15/2012	395	257				0	138
43	X	WELLS FARGO ADV TOT RT B	94975J581			2/13/2012		5/9/2012	2,353	2,331				0	22
44	X	WELLS FARGO ADV TOT RT B	94975J581			2/13/2012		5/15/2012	1,898	1,878				0	20
45	X	WELLS FARGO ADV INTL BON	94985D582			11/19/2010		5/15/2012	543	567				0	-24
46	X	WELLS FARGO ADV INTL BON	94985D582			11/19/2010		8/9/2012	1 588	1,640				0	-52
47	X	WELLS FARGO ADV INTL BON	94985D582			2/13/2012		8/9/2012	1 349	1,360				0	-11
48	X	WELLS FARGO ADV INTL BON	94985D582			2/4/2011		8/9/2012	1,685	1,683				0	2
49	X	WF ADV CAPITAL GROWTH FU	949915615			2/6/2009		2/9/2012	16,239	9,981				0	6,258
50	X	WF ADV CAPITAL GROWTH FU	949915615			6/7/2011		2/9/2012	3,102	3,000				0	102
51	X	WELLS FARGO ADV DIV INTL	949917322			11/27/2002		2/9/2012	9,830	8,944				0	886
52	X	WELLS FARGO ADV DIV INTL	949917322			2/6/2009		2/9/2012	13,419	9,417				0	4,002
53	X	WELLS FARGO ADV DIV INTL	949917322			2/5/2010		2/9/2012	1 535	1,344				0	191
54	X	WELLS FARGO ADV HI INC-IN	949917538			11/6/2006		5/15/2012	1,376	1,412				0	-36
55	X	WELLS FARGO ADV HI INC-IN	949917538			11/6/2006		8/9/2012	1,513	1,529				0	-16
56	X	WF ADV GOVT SECURITIES-I	949917579			2/13/2012		5/9/2012	2,638	2,619				0	19
57	X	WF ADV GOVT SECURITIES-I	949917579			2/13/2012		5/15/2012	1,595	1,581				0	14
58	X	WF ADV GOVT SECURITIES-I	949917579			2/4/2011		5/15/2012	287	272				0	15
59	X	WF ADV GOVT SECURITIES-I	949917579			2/4/2011		11/16/2012	7,611	7,139				0	472
60	X	WF ADV GOVT SECURITIES-I	949917579			8/13/2012		11/16/2012	3,862	3,852				0	10
61	X	WF ADV GOVT SECURITIES-I	949917579			7/18/2008		11/16/2012	3,058	2,852				0	206
62	X	WF ADV SHORT-TERM BOND	949917652			4/28/2011		2/9/2012	7,866	7,893				0	-27
63	X	WF ADV SHORT-TERM BOND	949917652			5/9/2012		5/15/2012	1,703	1,705				0	-2
64	X	WF ADV SHORT-TERM BOND	949917652			4/28/2011		8/9/2012	4,044	4,039				0	5
65	X	WF ADV SHORT-TERM BOND	949917652			5/9/2012		8/9/2012	2,619	2,619				0	0
66	X	WF ADV SHORT-TERM BOND	949917652			2/5/2010		8/9/2012	1,283	1,262				0	21
67	X	WF ADV SHORT-TERM BOND	949917652			2/5/2010		11/16/2012	1,377	1,349				0	28

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
	Description				
1	TAX PREP FEES	600			600

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		172	110	0	0
	Description				
1	FOREIGN TAXES PAID	110	110		
2	ESTIMATED EXCISE TAXES PAID	62			

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

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

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
			342,468	347,933	378,484
1				0	
2	MERGER FD SH BEN INT 260		0	7,694	7,741
3	PIMCO FOREIGN BD FD USD H-INST 103		0	16,509	16,729
4	T ROWE PRICE BLUE CHIP GRWTH 93		0	17,727	18,772
5	TEMPLETON FOREIGN FD - ADV 604		0	11,268	11,958
6	WF ADV INDEX FUND-ADMIN 88		0	7,121	10,663
7	ARTISAN MID CAP FUND-INSTL 1333		0	9,523	9,372
8	ISHARES RUSSELL 2000 GROWTH		0	8,486	8,864
9	AIM INTERNATIONAL GROWTH-Y 8516		0	10,608	11,284
10	DREYFUS EMG MKT DEBT LOC C-I 6083		0	19,294	19,948
11	DRIEHAUS ACTIVE INCOME FUND		0	7,835	7,932
12	JP MORGAN MID CAP VALUE-I 758		0	5,693	8,039
13	HUSSMAN STRATEGIC GROWTH FUND 6(		0	12,033	9,338
14	WELLS FARGO INTL ADV FUND-IS 4705		0	16,805	17,529
15	WELLS FARGO ADV TOT RT BD FD-IN 944		0	49,630	51,452
16	WELLS FARGO ADV EMG MK E-INS 4146		0	9,205	9,365
17	WF ADV C & B LARGE CAP VAL-I 1868		0	8,887	13,981
18	VANGUARD REIT VIPER		0	5,751	12,239
19	WELLS FARGO ADV SP S/C VA-IS 4143		0	8,618	9,287
20	VANGUARD EMERGING MARKETS ETF		0	6,703	9,351
21	WF ADV GOVT SECURITIES- I 3101		0	25,005	26,384
22	WF ADV SHORT-TERM BOND FUND-I3102		0	26,159	26,673
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	8,491	12,364
24	WELLS FARGO ADV HI INC-INS 3110		0	22,324	24,444
25	GATEWAY FUND - Y 1986		0	9,702	9,606
26	CREDIT SUISSE COMM RT ST-CO 2156		0	16,862	15,169

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		0	400	400
1	ELBOW LAKE GRAIN COOP PFD		400	400

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	501
2	COST BASIS ADJUSTMENT	2	165
3	Total	3	666

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,188
2	PY RETURN OF CAPITAL ADJUSTMENT	2	148
3	Total	3	1,336

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

	Amount
Long Term CG Distributions	2,097
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						149,583	0	73	129,698	19,958	0	0	0	19 958
1	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/11/2011	8/9/2012	634		0	696	-62	0	0	0	62
2	JP MORGAN MID CAP VALUE I 758	339128100		2/5/2010	2/9/2012	991		0	730	261	0	0	0	261
3	JP MORGAN MID CAP VALUE-I 758	339128100		2/5/2010	5/9/2012	861		0	618	243	0	0	0	243
4	JP MORGAN MID CAP VALUE-I 758	339128100		2/5/2010	8/9/2012	378		0	262	116	0	0	0	116
5	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		2/5/2010	2/9/2012	569		0	447	122	0	0	0	122
6	GOLDMAN SACHS GRTH OPP FD I 113	38142Y401		2/5/2010	4/10/2012	5 998		0	4 707	1 291	0	0	0	1 291
7	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		8/11/2011	4/10/2012	2 668		0	2 354	314	0	0	0	314
8	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/20/2008	5/15/2012	141		0	185	-44	0	0	0	-44
9	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/7/2008	5/15/2012	262		0	339	-77	0	0	0	-77
10	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/7/2008	8/9/2012	1 077		0	1 490	-413	0	0	0	413
11	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/11/2011	2/9/2012	913		0	785	128	0	0	0	128
12	KEELEY SMALL CAP VAL FD CL I 2251	487300808		4/20/2009	8/9/2012	6 904		0	3 798	3 106	0	0	0	3 106
13	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/11/2011	8/9/2012	1 543		0	1 335	208	0	0	0	208
14	KEELEY SMALL CAP VAL FD CL I 2251	487300808		5/9/2012	8/9/2012	550		0	534	16	0	0	0	16
15	MERGER FD SH BEN INT 260	589509108		5/3/2010	5/15/2012	394		0	393	1	0	0	0	1
16	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/11/2011	5/15/2012	1 247		0	1 221	26	0	0	0	26
17	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/11/2011	8/9/2012	4 893		0	4 694	199	0	0	0	199
18	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	5/15/2012	105		0	125	-20	0	0	0	-20
19	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	5/15/2012	351		0	412	-61	0	0	0	-61
20	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	8/9/2012	424		0	453	-29	0	0	0	-29
21	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	8/9/2012	501		0	529	-28	0	0	0	-28
22	TCW SMALL CAP GROWTH FUND I 472	87234N849		5/3/2010	2/9/2012	1 012		0	925	87	0	0	0	87
23	TCW SMALL CAP GROWTH FUND-I 472	87234N849		5/9/2012	11/16/2012	777		0	845	-68	0	0	0	68
24	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/13/2012	11/16/2012	177		0	189	12	0	0	0	-12
25	TCW SMALL CAP GROWTH FUND-I 472	87234N849		5/3/2010	11/16/2012	2 819		0	3 028	209	0	0	0	-209
26	TCW SMALL CAP GROWTH FUND I 472	87234N849		5/3/2010	12/19/2012	1 655		0	1 678	23	0	0	0	23
27	TCW SMALL CAP GROWTH FUND I 472	87234N849		7/21/2010	12/19/2012	376		0	320	56	0	0	0	56
28	TCW SMALL CAP GROWTH FUND I 472	87234N849		8/11/2011	12/19/2012	2 556		0	2 457	99	0	0	0	99
29	TEMPLETON FOREIGN FD - ADV 604	880196506		2/13/2012	8/9/2012	2 452		0	2 567	115	0	0	0	-115
30	VANGUARD REIT VIPER	922908553		2/4/2009	2/9/2012	1 814		0	869	945	0	0	0	945
31	VANGUARD REIT VIPER	922908553		2/4/2009	5/15/2012	836		0	388	448	0	0	0	448
32	VANGUARD REIT VIPER	922908553		2/4/2009	8/9/2012	66		0	29	37	0	0	0	37
33	WF ADV INDEX FUND ADMIN 88	94975G686		6/7/2011	5/9/2012	656		0	648	8	0	0	0	8
34	WF ADV INDEX FUND-ADMIN 88	94975G686		2/6/2009	5/9/2012	79		0	54	25	0	0	0	25
35	WF ADV INDEX FUND-ADMIN 88	94975G686		2/6/2009	5/15/2012	452		0	315	137	0	0	0	137
36	WF ADV INDEX FUND ADMIN 88	94975G686		2/6/2009	8/9/2012	144		0	94	50	0	0	0	50
37	INVESCO INTL GROWTH-Y 8516	008882532		2/13/2012	8/9/2012	2 130		0	2 091	39	0	0	0	39
38	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/11/2011	5/15/2012	403		73	476	0	0	0	0	0
39	WF ADV C & B LARGE CAP VAL-I 1868	94975J268		6/7/2011	2/9/2012	1 190		0	1 187	3	0	0	0	3
40	WF ADV C & B LARGE CAP VAL-I 1868	94975J268		6/7/2011	5/9/2012	1 331		0	1 313	18	0	0	0	18
41	WF ADV C & B LARGE CAP VAL-I 1868	94975J268		2/6/2009	5/9/2012	2 486		0	1 593	893	0	0	0	893
42	WF ADV C & B LARGE CAP VAL-I 1868	94975J268		2/6/2009	5/15/2012	395		0	257	138	0	0	0	138
43	WELLS FARGO ADV TOT RT BD FD-IN 9	94975J581		2/13/2012	5/9/2012	2 353		0	2 331	22	0	0	0	22
44	WELLS FARGO ADV TOT RT BD FD-IN 9	94975J581		2/13/2012	5/15/2012	1 898		0	1 878	20	0	0	0	20
45	WELLS FARGO ADV INTL BOND-IS 470	94985D582		11/19/2010	5/15/2012	543		0	567	-24	0	0	0	24
46	WELLS FARGO ADV INTL BOND-IS 470	94985D582		11/19/2010	8/9/2012	1 588		0	1 640	52	0	0	0	52
47	WELLS FARGO ADV INTL BOND-IS 470	94985D582		2/13/2012	8/9/2012	1 349		0	1 360	-11	0	0	0	-11
48	WELLS FARGO ADV INTL BOND-IS 470	94985D582		2/4/2011	8/9/2012	1 685		0	1 683	2	0	0	0	2
49	WF ADV CAPITAL GROWTH FUND I 312	949915615		2/6/2009	2/9/2012	16 239		0	9 981	6 258	0	0	0	6 258
50	WF ADV CAPITAL GROWTH FUND I 312	949915615		6/7/2011	2/9/2012	3 102		0	3 000	102	0	0	0	102
51	WELLS FARGO ADV DIV INTL FD-I 3113	949917322		11/27/2002	2/9/2012	9 830		0	8 944	886	0	0	0	886
52	WELLS FARGO ADV DIV INTL FD-I 3113	949917322		2/6/2009	2/9/2012	13 419		0	9 417	4 002	0	0	0	4 002
53	WELLS FARGO ADV DIV INTL FD I 3113	949917322		2/5/2010	2/9/2012	1 535		0	1 344	191	0	0	0	191
54	WELLS FARGO ADV HI INC-INS 3110	949917538		11/6/2006	5/15/2012	1 376		0	1 412	-36	0	0	0	-36
55	WELLS FARGO ADV HI INC-INS 3110	949917538		11/6/2006	8/9/2012	1 513		0	1 529	-16	0	0	0	-16
56	WF ADV GOVT SECURITIES- I 3101	949917579		2/13/2012	5/9/2012	2 638		0	2 619	19	0	0	0	19
57	WF ADV GOVT SECURITIES- I 3101	949917579		2/13/2012	5/15/2012	1 595		0	1 581	14	0	0	0	14
58	WF ADV GOVT SECURITIES- I 3101	949917579		2/4/2011	5/15/2012	287		0	272	15	0	0	0	15
59	WF ADV GOVT SECURITIES I 3101	949917579		2/4/2011	11/16/2012	7 611		0	7 139	472	0	0	0	472
60	WF ADV GOVT SECURITIES I 3101	949917579		8/13/2012	11/16/2012	3 862		0	3 852	10	0	0	0	10
61	WF ADV GOVT SECURITIES I 3101	949917579		7/18/2008	11/16/2012	3,058		0	2 852	206	0	0	0	206
62	WF ADV SHORT TERM BOND FUND I 31	949917652		4/28/2011	2/9/2012	7 866		0	7 893	-27	0	0	0	27
63	WF ADV SHORT TERM BOND FUND I 31	949917652		5/9/2012	5/15/2012	1 703		0	1 705	-2	0	0	0	-2
64	WF ADV SHORT-TERM BOND FUND-I 31	949917652		4/28/2011	8/9/2012	4 044		0	4 039	5	0	0	0	5
65	WF ADV SHORT TERM BOND FUND-I 31	949917652		5/9/2012	8/9/2012	2 619		0	2 619	0	0	0	0	0
66	WF ADV SHORT TERM BOND FUND-I 31	949917652		2/5/2010	8/9/2012	1 283		0	1 262	21	0	0	0	21
67	WF ADV SHORT TERM BOND FUND-I 31	949917652		2/5/2010	11/16/2012	1 377		0	1 349	26	0	0	0	28

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

										7,533	0	0
	Name	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 Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	7,533	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	134
2	First quarter estimated tax payment	5/9/2012	2	62
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	196