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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	252	301	301
	2 Savings and temporary cash investments	19,525	24,827	24,827
	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)	284,932	297,862	316,257	
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)	304,709	322,990	341,385	
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. <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	304,709	322,990	
	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)	304,709	322,990		
31 Total liabilities and net assets/fund balances (see instructions)	304,709	322,990		

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	304,709
2 Enter amount from Part I, line 27a	2	18,376
3 Other increases not included in line 2 (itemize) See Attached Statement	3	721
4 Add lines 1, 2, and 3	4	323,806
5 Decreases not included in line 2 (itemize) See Attached Statement	5	816
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	322,990

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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e 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) 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		
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	14,145
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	21,707	329,305	0.065918
2010	13,848	321,657	0.043052
2009	7,541	290,016	0.026002
2008	32,927	338,919	0.097153
2007	18,091	369,475	0.048964
2 Total of line 1, column (d)			2 0.281089
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 0.056218
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 329,102
5 Multiply line 4 by line 3			5 18,501
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 234
7 Add lines 5 and 6			7 18,735
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 5,077

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 <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 Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	468
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	468
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	468
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	166	
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	166	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	302	
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?		X
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
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 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
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?	X	
7 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SD		
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	
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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).			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	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			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		X
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?		X
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 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.)		N/A
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)		N/A
3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
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? Yes No **N/A**

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 **6b** X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **7a** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **7b** N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee	4.00	1,666	

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	314,169
b	Average of monthly cash balances	1b	19,945
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	334,114
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	334,114
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,012
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	329,102
6	Minimum investment return. Enter 5% of line 5	6	16,455

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	16,455
2a	Tax on investment income for 2012 from Part VI, line 5	2a	468
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	468
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,987
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,987
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	15,987

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	5,077
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,077
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,077

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				15,987
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	11,587			
c From 2009				
d From 2010				
e From 2011	5,574			
f Total of lines 3a through e	17,161			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 5,077				
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				5,077
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	10,910			10,910
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,251			
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	6,251			
10 Analysis of line 9				
a Excess from 2008	677			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	5,574			
e Excess from 2012				

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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	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)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	4,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name SOUTH DAKOTA STATE UNIVERSITY			
Street 414 E CLARK STREET			
City VERMILLION	State SD	Zip Code 57069	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 4,000

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	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis, and Expenses		Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions						Other sales	Depreciation				Adjustments		
1	WF ADV SHORT-TERM BOND	949917652	2,110	0			4/28/2011		8/28/2012	1,349	1,344	113,758	0	0	0	14,145	
2	WF ADV SHORT-TERM BOND	949917652					4/28/2011		8/28/2012	6,865	6,869	99,613	0	0	0	0	
3	WF ADV SHORT-TERM BOND	949917652					4/28/2011		2/23/2012	7,772	7,790	0	0	0	0	-18	
4	WF ADV SHORT-TERM BOND	949917652					8/19/2011		2/23/2012	987	899	0	0	0	0	-2	
5	WF ADV GOVT SECURITIES-I	949917578					8/30/2012		11/16/2012	3,452	3,262	0	0	0	0	190	
6	WF ADV GOVT SECURITIES-I	949917578					8/30/2012		11/16/2012	6,692	6,681	0	0	0	0	11	
7	WF ADV GOVT SECURITIES-I	949917578					10/19/2009		11/16/2012	961	944	0	0	0	0	17	
8	WF ADV GOVT SECURITIES-I	949917578					2/27/2012		6/5/2012	5,466	5,175	0	0	0	0	281	
9	WF ADV GOVT SECURITIES-I	949917578					2/27/2012		6/5/2012	3,895	3,848	0	0	0	0	47	
10	WELLS FARGO ADV HI INC-IN	949917538					9/20/2007		11/16/2012	1,038	1,022	0	0	0	0	16	
11	WELLS FARGO ADV HI INC-IN	949917538					6/30/2012		11/16/2012	38	38	0	0	0	0	0	
12	WELLS FARGO ADV HI INC-IN	949917538					4/28/2011		6/5/2012	77	76	0	0	0	0	1	
13	WELLS FARGO ADV HI INC-IN	949917538					4/28/2011		6/5/2012	118	123	0	0	0	0	-5	
14	WELLS FARGO ADV INTL	949917322					8/19/2011		2/23/2012	642	578	0	0	0	0	63	
15	WELLS FARGO ADV DIV INTL	949917322					11/19/2010		2/23/2012	2,021	2,048	0	0	0	0	-28	
16	WELLS FARGO ADV DIV INTL	949917322					2/5/2010		2/23/2012	250	216	0	0	0	0	34	
17	WELLS FARGO ADV DIV INTL	949917322					2/6/2009		2/23/2012	4,089	3,822	0	0	0	0	267	
18	WELLS FARGO ADV DIV INTL	949917322					8/19/2011		2/23/2012	15,621	10,791	0	0	0	0	4,830	
19	WF ADV CAPITAL GROWTH F	949915615					8/19/2011		2/23/2012	777	614	0	0	0	0	163	
20	WF ADV CAPITAL GROWTH F	949915615					7/23/2010		2/23/2012	3,123	2,416	0	0	0	0	707	
21	WF ADV CAPITAL GROWTH F	949915615					2/5/2010		2/23/2012	228	169	0	0	0	0	59	
22	WF ADV CAPITAL GROWTH F	949915615					2/6/2008		2/23/2012	11,580	7,017	0	0	0	0	4,563	
23	WELLS FARGO ADV INTL BON	949950582					2/27/2012		8/28/2012	381	379	0	0	0	0	2	
24	WELLS FARGO ADV INTL BON	949950582					11/19/2010		8/28/2012	2,033	2,079	0	0	0	0	-46	
25	WELLS FARGO ADV INTL BON	949950582					11/19/2010		6/5/2012	147	154	0	0	0	0	-7	
26	WELLS FARGO ADV TOT RT E	949750581					2/27/2012		6/5/2012	3,936	3,894	0	0	0	0	42	
27	WF ADV C & B LARGE CAP VA	949752688					8/19/2011		6/5/2012	68	62	0	0	0	0	6	
28	WF ADV C & B LARGE CAP VA	949752688					7/23/2010		6/5/2012	1,113	1,014	0	0	0	0	99	
29	WF ADV C & B LARGE CAP VA	949752688					7/23/2010		2/23/2012	968	833	0	0	0	0	138	
30	WF ADV C & B LARGE CAP VA	949752688					2/4/2011		2/23/2012	1,002	1,000	0	0	0	0	2	
31	WF ADV INDEX FUND-ADMIN	949750688					2/5/2010		2/23/2012	184	156	0	0	0	0	28	
32	WF ADV INDEX FUND-ADMIN	949750688					7/23/2010		2/23/2012	369	325	0	0	0	0	44	
33	VANGUARD REIT VIPER	922908553					2/4/2009		8/28/2012	265	116	0	0	0	0	149	
34	VANGUARD REIT VIPER	922908553					2/4/2009		2/23/2012	304	150	0	0	0	0	154	
35	TEMPLETON FOREIGN FD - A	860186506					2/27/2012		8/28/2012	3,186	3,386	0	0	0	0	-200	
36	SPDR DJ WILSHIRE INTERNA	764630863					2/22/2011		8/28/2012	39	39	0	0	0	0	0	
37	SPDR DJ WILSHIRE INTERNA	764630863					4/26/2011		8/28/2012	193	204	0	0	0	0	-11	
38	SPDR DJ WILSHIRE INTERNA	764630863					4/26/2011		8/28/2012	231	244	0	0	0	0	-13	
39	PIMCO FOREIGN BD FD USD	693390882					8/19/2011		8/28/2012	2,478	2,378	0	0	0	0	99	
40	PIMCO FOREIGN BD FD USD	693390882					8/19/2011		6/5/2012	728	716	0	0	0	0	13	
41	PIMCO FOREIGN BD FD USD	693390882					2/27/2012		6/5/2012	118	116	0	0	0	0	2	
42	HUSSMAN STRATEGIC GROV	448108100					7/23/2009		8/28/2012	3,613	4,362	0	0	0	0	-749	
43	HUSSMAN STRATEGIC GROV	448108100					7/23/2009		6/5/2012	334	374	0	0	0	0	-40	
44	GOLDMAN SACHS GRTH OPP	38142401					8/19/2011		4/10/2012	2,444	2,006	0	0	0	0	438	
45	GOLDMAN SACHS GRTH OPP	38142401					7/23/2010		4/10/2012	173	147	0	0	0	0	26	
46	GOLDMAN SACHS GRTH OPP	38142401					5/2/2010		4/10/2012	669	607	0	0	0	0	62	
47	GOLDMAN SACHS GRTH OPP	38142401					2/5/2010		4/10/2012	2,487	1,952	0	0	0	0	535	
48	GOLDMAN SACHS GRTH OPP	38142401					5/2/2010		8/28/2012	505	449	0	0	0	0	56	
49	JP MORGAN MID CAP VALUE	339128100					5/2/2010		6/5/2012	272	221	0	0	0	0	51	
50	JP MORGAN MID CAP VALUE	339128100					5/2/2010		6/5/2012	550	487	0	0	0	0	63	
51	JP MORGAN MID CAP VALUE	339128100					3/31/2010		2/23/2012	252	218	0	0	0	0	34	
52	JP MORGAN MID CAP VALUE	339128100					11/19/2010		2/23/2012	106	100	0	0	0	0	6	
53	JP MORGAN MID CAP VALUE	339128100					4/28/2011		2/23/2012	179	157	0	0	0	0	22	
54	DRIEHAUS ACTIVE INCOME F	262028855					8/19/2011		8/28/2012	1,250	1,350	0	0	0	0	-100	
55	CREDIT SUISSE COMM RT ST	22544R305					8/19/2011		8/28/2012	865	863	0	0	0	0	-98	
56	ARTISAN MID CAP FUNDING	04314H600					4/10/2012		8/28/2012	80	79	0	0	0	0	1	
57	INVESCO INTL GROWTH-Y #8	008882532					2/27/2012		8/28/2012	2,953	2,951	0	0	0	0	2	

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

		660	0	0	660
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	660			660

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

		60	60	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	60	60		

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			284,932	297,862	316,257
2	MERGER FD SH BEN INT 260		0	6,124	6,162
3	PIMCO FOREIGN BD FD USD H-INST 103		0	16,082	16,263
4	T ROWE PRICE BLUE CHIP GRWTH 93		0	16,923	17,794
5	TEMPLETON FOREIGN FD - ADV 604		0	10,130	10,832
6	WF ADV INDEX FUND-ADMIN 88		0	7,448	10,036
7	ARTISAN MID CAP FUND-INSTL 1333		0	6,501	6,437
8	CITIGROUP CAP VII		0	16,670	16,497
9	AIM INTERNATIONAL GROWTH-Y 8516		0	9,745	10,329
10	DREYFUS EMG MKT DEBT LOC C-I 6083		0	14,444	15,030
11	DRIEHAUS ACTIVE INCOME FUND		0	8,345	7,933
12	JP MORGAN MID CAP VALUE-I 758		0	3,958	5,497
13	HUSSMAN STRATEGIC GROWTH FUND 60		0	5,315	4,507
14	WELLS FARGO INTL ADV FUND-IS 4705		0	16,368	16,974
15	WELLS FARGO ADV TOT RT BD FD-IN 944		0	62,608	64,328
16	WF ADV C & B LARGE CAP VAL-I 1868		0	8,691	13,125
17	VANGUARD REIT VIPER		0	2,048	4,606
18	WF ADV GOVT SECURITIES- I 3101		0	31,132	32,601
19	WF ADV SHORT-TERM BOND FUND-I3102		0	18,922	19,262
20	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,403	4,962
21	WELLS FARGO ADV HI INC-INS 3110		0	17,027	18,034
22	GATEWAY FUND - Y 1986		0	6,201	6,134
23	CREDIT SUISSE COMM RT ST-CO 2156		0	9,777	8,914

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

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

1	COST BASIS ADJUSTMENT	1	144
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	439
3	FEDERAL EXCISE TAX REFUND	3	138
4	Total	4	721

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

1	MUTUAL FUND & CTF SUBTRACTIONS	1	763
2	PY RETURN OF CAPITAL ADJUSTMENT	2	53
3	Total	3	816

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

CUIP#	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	12,035		Gain Minus Excess of FMV Over Adjusted Basis of Losses
										F M V as of 12/31/89	Adjusted Basis as of 12/31/89	
1	WFS ADV SHORT-TERM BOND FUND-#3		8/28/2012	8/28/2012	1,349			1,344	5	0	0	5
2	WFS ADV SHORT-TERM BOND FUND-#3		8/28/2012	8/28/2012	6,985			6,969	16	0	0	16
3	WFS ADV SHORT-TERM BOND FUND-#3		8/28/2012	8/28/2012	7,772			7,790	-18	0	0	-18
4	WFS ADV SHORT-TERM BOND FUND-#3		8/18/2011	2/23/2012	987			989	-2	0	0	-2
5	WFS ADV GOVT SECURITIES-#3101		2/5/2010	1/16/2012	3,452			3,262	190	0	0	190
6	WFS ADV GOVT SECURITIES-#3101		8/20/2012	1/16/2012	6,692			6,681	11	0	0	11
7	WFS ADV GOVT SECURITIES-#3101		2/27/2012	1/16/2012	981			944	37	0	0	37
8	WFS ADV GOVT SECURITIES-#3101		10/19/2009	1/16/2012	5,486			5,175	291	0	0	291
9	WFS ADV GOVT SECURITIES-#3101		2/27/2012	6/5/2012	3,895			3,828	67	0	0	67
10	WFS ADV GOVT SECURITIES-#3101		8/20/2007	1/16/2012	1,038			1,022	16	0	0	16
11	WFS ADV GOVT SECURITIES-#3101		8/30/2012	1/16/2012	38			38	0	0	0	0
12	WFS ADV GOVT SECURITIES-#3101		4/28/2011	1/16/2012	77			76	1	0	0	1
13	WFS ADV GOVT SECURITIES-#3101		4/28/2011	6/5/2012	118			123	-5	0	0	-5
14	WFS ADV GOVT SECURITIES-#3101		8/18/2011	2/23/2012	578			578	0	0	0	0
15	WFS ADV GOVT SECURITIES-#3101		1/19/2010	2/23/2012	642			633	9	0	0	9
16	WFS ADV GOVT SECURITIES-#3101		5/4/2010	2/23/2012	2,021			2,048	-28	0	0	-28
17	WFS ADV GOVT SECURITIES-#3101		5/6/2010	2/23/2012	4,089			4,089	0	0	0	0
18	WFS ADV GOVT SECURITIES-#3101		2/6/2008	2/23/2012	15,621			10,701	4,920	0	0	4,920
19	WFS ADV CAPITAL GROWTH FUND-#312		8/19/2011	2/23/2012	777			614	163	0	0	163
20	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2010	2/23/2012	3,123			2,416	707	0	0	707
21	WFS ADV CAPITAL GROWTH FUND-#312		2/6/2008	2/23/2012	228			169	59	0	0	59
22	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	2/23/2012	11,580			7,017	4,563	0	0	4,563
23	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	8/28/2012	381			378	3	0	0	3
24	WFS ADV CAPITAL GROWTH FUND-#312		1/19/2010	8/28/2012	2,033			2,078	-46	0	0	-46
25	WFS ADV CAPITAL GROWTH FUND-#312		1/19/2010	6/5/2012	147			154	-7	0	0	-7
26	WFS ADV CAPITAL GROWTH FUND-#312		2/7/2012	6/5/2012	3,936			3,894	42	0	0	42
27	WFS ADV CAPITAL GROWTH FUND-#312		8/19/2011	6/5/2012	1,113			1,014	99	0	0	99
28	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2010	6/5/2012	1,113			853	260	0	0	260
29	WFS ADV CAPITAL GROWTH FUND-#312		2/4/2011	2/23/2012	1,002			1,000	2	0	0	2
30	WFS ADV CAPITAL GROWTH FUND-#312		2/5/2010	2/23/2012	184			196	-12	0	0	-12
31	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2010	2/23/2012	369			325	44	0	0	44
32	WFS ADV CAPITAL GROWTH FUND-#312		2/4/2009	8/28/2012	265			118	149	0	0	149
33	WFS ADV CAPITAL GROWTH FUND-#312		2/4/2009	2/23/2012	304			150	154	0	0	154
34	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	8/28/2012	3,186			3,386	-200	0	0	-200
35	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	8/28/2012	39			39	0	0	0	0
36	WFS ADV CAPITAL GROWTH FUND-#312		4/27/2011	8/28/2012	183			204	-21	0	0	-21
37	WFS ADV CAPITAL GROWTH FUND-#312		4/28/2011	8/28/2012	231			244	-13	0	0	-13
38	WFS ADV CAPITAL GROWTH FUND-#312		8/19/2011	8/28/2012	2,478			2,378	100	0	0	100
39	WFS ADV CAPITAL GROWTH FUND-#312		8/19/2011	6/5/2012	729			718	11	0	0	11
40	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	6/5/2012	1,118			1,118	0	0	0	0
41	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2009	8/28/2012	3,613			4,362	-749	0	0	-749
42	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2009	8/28/2012	448,108,100			4,362	443,746	0	0	443,746
43	WFS ADV CAPITAL GROWTH FUND-#312		8/19/2011	4/10/2012	334			374	-40	0	0	-40
44	WFS ADV CAPITAL GROWTH FUND-#312		7/23/2010	4/10/2012	2,444			2,006	438	0	0	438
45	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	4/10/2012	173			147	26	0	0	26
46	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	4/10/2012	4,487			607	3,880	0	0	3,880
47	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	2/23/2012	272			1,952	-1,680	0	0	-1,680
48	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	2/23/2012	505			449	56	0	0	56
49	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	6/5/2012	272			221	51	0	0	51
50	WFS ADV CAPITAL GROWTH FUND-#312		5/3/2010	2/23/2012	252			218	34	0	0	34
51	WFS ADV CAPITAL GROWTH FUND-#312		2/4/2011	2/23/2012	108			100	8	0	0	8
52	WFS ADV CAPITAL GROWTH FUND-#312		1/19/2010	2/23/2012	178			157	21	0	0	21
53	WFS ADV CAPITAL GROWTH FUND-#312		4/28/2011	8/28/2012	1,250			1,350	-100	0	0	-100
54	WFS ADV CAPITAL GROWTH FUND-#312		8/18/2011	8/28/2012	885			963	-78	0	0	-78
55	WFS ADV CAPITAL GROWTH FUND-#312		4/10/2012	8/28/2012	80			78	2	0	0	2
56	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	8/28/2012	2,853			2,951	-98	0	0	-98
57	WFS ADV CAPITAL GROWTH FUND-#312		2/27/2012	8/28/2012	2,853			2,951	-98	0	0	-98

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

	Date	Amount
1 Credit from prior year return	1	166
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	5	
6 Other payments	6	0
7 Total	7	166