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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE SPOTTS TRUST CHARLES HERMES TRUSTEE

A Employer identification number
47-6126112

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 366

B Telephone number (see instructions)
(402) 462-4141

City or town, state, and ZIP code
HASTINGS, NE 68902

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)*▶$ 1,613,745

J Accounting method ☐ Cash ☐ Accrual
☑ Other (specify) MODIFIED CASH
(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.	38,336	38,336		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	48,449			
	b	Gross sales price for all assets on line 6a 944,423				
	7	Capital gain net income (from Part IV, line 2) . . .		48,449		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	663	663		
	12	**Total.** Add lines 1 through 11	87,448	87,448		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	9,597	9,597		0
	c	Other professional fees (attach schedule)	23,710	23,710		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	667	667		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	434	434		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,408	34,408		0
	25	Contributions, gifts, grants paid	75,585			75,585
	26	**Total expenses and disbursements.** Add lines 24 and 25	109,993	34,408		75,585
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-22,545			
	b	**Net investment income** (if negative, enter -0-)		53,040		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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	69,726	48,017	48,017
	2	Savings and temporary cash investments			
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)	24,547	31,807	35,739
	b	Investments—corporate stock (attach schedule)	991,526	1,003,960	1,103,258
	c	Investments—corporate bonds (attach schedule)	35,350	26,587	32,038
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	397,252	381,569	393,799
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	553	894	894
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,518,954	1,492,834	1,613,745
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	697,184	697,184	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	821,770	795,650	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,518,954	1,492,834	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,518,954	1,492,834	

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	1,518,954
2	Enter amount from Part I, line 27a	2	-22,545
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,496,409
5	Decreases not included in line 2 (itemize) ▶	5	3,575
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,492,834

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	POWERSHARES DB COMMODITY INDEX FUND	P		
c	POWERSHARES DB PRECIOUS METALS FUND	P		
d	POWERSHARES DB US DOLLAR INDEX BULLISH FUND	P		
e	CAPITAL GAINS DIVIDENDS	P		

	(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	938,748		895,974	42,774
b	819			819
c	202			202
d	304			304
e	4,350			4,350

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				42,774
b				819
c				202
d				304
e				4,350

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	48,449
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	75,646	1,651,219	0 045812
2010	68,119	1,539,355	0 044252
2009	86,890	1,363,248	0 063737
2008	116,219	1,738,683	0 066843
2007	107,627	2,782,434	0 038681

2	**Total** of line 1, column (d).	2	0 259325
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 051865
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,600,300
5	Multiply line 4 by line 3.	5	83,000
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	530
7	Add lines 5 and 6.	7	83,530
8	Enter qualifying distributions from Part XII, line 4.	8	75,585

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,061
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,061
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,061
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,480		
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	2,480
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,419
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,080	**Refunded** ▶		11	339

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MR CHARLES HERMES TRUSTEE Telephone no ▶(402) 462-4141

Located at ▶2ND ST JOSEPH AVE HASTINGS NE ZIP+4 ▶68901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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 page 20 of the instructions)?	1b		
	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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHARLES HERMES PO BOX 366 HASTINGS, NE 68902	TRUSTEE 5 00	0	0	0
STEPHANIE BLISS PO BOX 366 HASTINGS, NE 68902	TRUSTEE 5 00	0	0	0
DAVID BRANDT PO BOX 366 HASTINGS, NE 68902	TRUST ACCT 5 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 . . . . ▶		0

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	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
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	1,553,412
b	Average of monthly cash balances.	1b	71,258
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	1,624,670
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,624,670
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,370
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,600,300
6	**Minimum investment return.** Enter 5% of line 5.	6	80,015

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	80,015
2a	Tax on investment income for 2012 from Part VI, line 5. — 2a: 1,061		
b	Income tax for 2012 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	1,061
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	78,954
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	78,954
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	78,954

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	75,585
b	Program-related investments—total from Part IX-B.	1b	0
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	75,585
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	75,585

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					78,954
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___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	8,707				
c From 2009.	18,814				
d From 2010.					
e From 2011.					
f Total of lines 3a through e.		27,521			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 75,585					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					75,585
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		3,369			3,369
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		24,152			
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.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
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)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		24,152			
10 Analysis of line 9					
a Excess from 2008. . . .	5,338				
b Excess from 2009. . . .	18,814				
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .					

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization 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))

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

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 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 Additional Data Table				
Total . . . . ▶ **3a**				75,585
b *Approved for future payment*				
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	38,336	
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.			14	663	
8 Gain or (loss) from sales of assets other than inventory			18	48,449	
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		87,448	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 87,448

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-02 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ADAM V JACOBITZ CPA	ADAM V JACOBITZ CPA	2013-05-01		P00478076

Firm's name ▶ MCDERMOTT AND MILLER PC — Firm's EIN ▶ 47-0608676

Firm's address ▶ PO BOX 1317 HASTINGS, NE 689021317 — Phone no (402) 462-4154

Form 990PF Part XV Line 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*				
HASTINGS COLLEGE 800 TURNER AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	EDUCATION	8,559
HASTINGS SYMPHONY ORCHESTRA 2100 W 6TH HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	PROMOTION OF THE ARTS	3,000
SAINT MARK'S PRO-CATHEDRAL 422 N BURLINGTON HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	18,896
HASTINGS COMMUNITY FOUNDATION 800 W 3RD - RM 232 HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	7,684
SALVATION ARMY 400 S BURLINGTON HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	21,896
AMERICAN RED CROSS - MID RIVERS CHAPTER 415 N KANSAS AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HEARTLAND PET CONNECTION 1807 W J ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	350
CASA OF SOUTH CENTRAL NEBRASKA 2727 WEST 2ND ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	700
SPOUSAL ABUSESEXUAL ASSAULT CRISIS CENTER 220 S BURLINGTON AVE STE 4 HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HASTINGS PUBLIC SCHOOLS - OPPORTUNITY FUND 1924 W A HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
YWCA - THE ZONE AFTER SCHOOL PROGRAM 604 N ST JOSEPH AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
BIG BROTHERSBIG SISTERS 312 N LINCOLN AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	300
HASTINGS LIBRARY FOUNDATION 517 W 4TH HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	5,000
START OVER ROVER 504 EAST SIDE BLVD HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
CATHOLIC SOCIAL SERVICES - FOOD FOR THOUGHT BACKPACK PROGRAM 515 WEST 3RD ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500

Form 990PF Part XV Line 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*				
CROSSROADS CENTER RESCUE MISSION 702 W 14TH ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	1,000
MARY LANNING HEALTHCARE FOUNDATION 715 N DENVER AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HASTINGS COLLEGE FOUNDATION 1001 N 6TH AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	3,000
CASA OF SOUTH CENTRAL NEBRASKA - MARYLAND LIVING CENTER 2727 WEST 2ND ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	ROOM FURNISHINGS & APPLIANCES	1,000
HASTINGS PUBLIC SCHOOLS FOUNDATION 1924 W A HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HASTINGS LITERACY PROGRAM 123 N MARIAN RD HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	200
Total . . . . ▶ **3a**				75,585

TY 2012 Accounting Fees Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL ACCOUNTING FEES	7,097	7,097		0
BOOKKEEPING FEES	2,500	2,500		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128007163

TY 2012 General Explanation Attachment

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Identifier	Return Reference	Explanation
PURPOSE OF GRANT OR CONTRIBUTION	990-PF, PAGE 11, PART XV	TO SUPPORT AND FURTHER EACH ORGANIZATION'S TAX-EXEMPT PURPOSE.

Identifier	Return Reference	Explanation
DISTRIBUTIONS TO DONOR ADVISED FUNDS	990-PF, PAGE 5, PART VII-A, LINE 12	DISTRIBUTIONS TO THE HASTINGS COMMUNITY FOUNDATION HAVE BEEN PLACED INTO A DONOR ADVISED FUND IN WHICH THE SPOTTS TRUST HAS ADVISORY PRIVILEGES OVER THE DISTRIBUTION OF THESE FUNDS THE CURRENT YEAR DISTRIBUTION OF $7,684 TO THE HASTINGS COMMUNITY FOUNDATION HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION THE DONOR ADVISED FUNDS WILL BE USED TO SUPPORT ORGANIZATIONS THAT ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES

TY 2012 Investments Corporate Bonds Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CRD CORP 5.875% DUE 5/2/13	0	0
ANHEUSER BUSCH COS INC 6.45% DUE 9/1/37	703	1,367
AOL TIME WARNER INC 7.625% DUE 4/15/31	785	1,377
BANK OF AMERICA CORP 5.125%	1,017	1,066
BEAR STEARNS COS INC 5.300% DUE 10/30/15	0	0
CAPITAL ONE FINCL CORP NTS 6.150% DUE 9/1/16	1,022	1,144
CATERPILLAR FINL SVCS 4.850% DUE 12/7/12	0	0
CISCO SYSTEMS INC MW 5.500% DUE 2/22/16	1,067	1,143
CITIGROUP INC NTS B/E 6.125% DUE 5/15/18	1,097	1,198
COMCAST CORP NEW 6.500%	0	0
CONCOPHILLIPS CDA FDG 5.625% DUE 10/15/16	1,035	1,173
CVS CORP 6.125% DUE 8/15/16	0	0
DELL INC NTS B/E 2.300% DUE 9/10/15	974	1,028
DUKE ENERGY CORP 5.625% DUE 11/30/12	0	0
EMBARQ CORP NTS 7.995% DUE 6/1/36	905	1,105
ENERGY TRANSFER PARTNERS 5.950%	978	1,096
EQUITY RESIDENTIAL PPTYS 5.125% DUE 3/15/16	891	1,115
GENL ELEC CORP 5.625%	894	1,180
GOLDMAN SACHS GROUP INC 5.150%	0	0
J P MORGAN CHASE & CO 5.150% DUE 10/1/15	981	1,099
JOHN DEERE CAPITAL CORP 1.200%	1,006	1,002
JOHN DEERE CAPITAL CORP 4.500%	0	0
MCDONALDS CORP 5.000% DUE 2/1/19	1,031	1,165
MORGAN STANLEY NTS 4.750% DUE 4/1/14	943	1,035
MURPHY OIL CORP 2.500%	1,007	1,006
ONEOK PARTNERS 6.150% DUE 10/1/16	1,026	1,164
PAC GAS & ELEC CO NTS 4.800% DUE 3/1/14	1,002	1,048
PRUDENTIAL FINANCIAL INC NTS B/E 4.750% DUE 9/17/15	1,070	1,096
SBC COMMUNICATIONS INC 5.875% DUE 8/15/12	0	0
TELECOM ITALIA B/E 6.375%	1,824	2,015

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOTAL CAPITAL SA B/E 3.000% DUE 6/24/15	1,000	1,056
UNITEDHEALTH GROUP INC 5.800% DUE 3/15/36	803	1,206
VIACOM INC NTS 6.875%	779	1,354
VODAFONE GROUP PLC 6.150% DUE 2/27/37	1,704	2,647
XEROX CORP NTS B/E 6.350% 5/15/18	1,043	1,153

TY 2012 Investments Corporate Stock Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AARON RENTS INC	1,313	1,669
ABB LTD SPON ADR	1,918	2,183
ABERCROMBIE & FITCH CO	0	0
ACI WORLDWIDE INC	391	350
ACTUANT CORP NEW CL A	1,470	1,842
ADT CORP	5,034	5,346
ADTRAN INC	0	0
ALEXANDRIA REAL ESTATE EQUITIES	1,071	1,178
ALLERGAN INC	5,289	5,229
ALLIANT TECHSYSTEMS INC	0	0
AMAZON.COM INC	14,580	18,303
AMCOR LTD ADR NEW AU ADR	779	1,183
AMERICAN ASSETS TRUST INC SBI	538	726
AMERICAN CAMPUS COMMUNITIES INC REITS	781	1,015
AMERICAN ELECTRIC POWER INC	0	0
AMERICAN EQUITY INVESTMENT LIFE HOLDING CO	668	696
AMERICAN EXPRESS COMPANY	0	0
AMERICAN INTL GROUP INC	10,489	10,555
ANHUESER BUSCH SA/NV SPONSORED ADR	10,050	10,314
APOLLO INVESTMENT CORP	0	0
APPLE INC	11,725	32,463
ARES CAPITAL CORP	2,399	2,678
ASML HOLDING NV-NY REG SHARES	0	0
ASML HOLDING NV-NY REGISTRY SHS NEW 2012	10,376	11,333
ASPEN INSURANCE HOLDINGS LTD	355	353
ASSOCIATED BANC CORP WISCONSIN	1,806	1,732
ASSOCIATED ESTATES REALTY CORP	792	870
ASTELLAS PHARMA INC ADR	1,767	2,243
ATLAS AIR WORLDWIDE HOLDINGS INC NEW	1,645	1,596
ATMOS ENERGY CORP	1,850	1,967

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AVALONBAY COMMUNITIES INC SBI	1,469	3,119
BANCO SANTANDER SA SPON ADR	1,368	1,160
BANK OF HAWAII CORP	0	0
BG GROUP PLC SPON ADR	804	1,671
BG GROUP PLC SPON ADR	0	0
BIOGEN IDEC INC	5,055	6,294
BIOMED REALTY TRUST INC REITS	737	1,198
BOEING CO	5,438	5,878
BORG WARNER INC	4,433	4,727
BOSTON PROPERTIES INC	1,357	3,068
BP PLC SPON ADR	4,264	2,832
BRE PROPERTIES INC CL A	188	203
BRISTOL MYERS SQUIBB CO	10,839	10,690
BROADRIDGE FINANCIAL SOLUTIONS INC	1,519	1,579
BROOKFIELD PROPERTIES CORP CAD	515	527
CACI INTL INC NEW	0	0
CALIX NETWORKS INC	0	0
CAMDEN PPTY TR SBI	655	1,569
CAMERON INTERNATIONAL CORP	2,633	2,654
CAMPUS CREST CMNTYS INC COM	0	0
CANON INC ADR JAPAN	3,067	3,450
CAPITAL FED FINL INC COM	0	0
CARREFOUR SA ADR	3,468	2,802
CERNER CORP	4,867	5,271
CHOICE HOTELS INTL INC NEW	1,276	1,412
CITRIX SYSTEM INC	0	0
CLECO CORP	0	0
CNO FINANCIAL GROUP INC COM	1,200	1,707
COACH INC	0	0
COCA-COLA COMPANY	14,711	15,443

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMERICA INC	0	0
CONSOLIDATED GRAPHICS INC	0	0
CORESITE RLTY CORP COM REIT	0	0
CORRECTIONS CORP OF AMERICA NEW	1,246	2,128
COVIDIEN LTD	0	0
CROWN CASTLE INTL CORP	10,397	13,422
CUBESMART SBI	405	597
CYMER INC	0	0
DANAHER CORP	7,572	7,882
DDR CORP REIT SBI	954	1,362
DEUTSCHE TELEKOM AG DE SPON ADR	3,551	2,272
DISCOVERY COMMUNICATIONS INC	5,057	6,094
DSW INC CL A	822	1,117
DUPONT FABROS TECHNOLOGY INC	257	942
EAGLE MATERIALS INC	0	0
EDWARDS LIFESCIENCE CORP	5,118	5,050
EL PASO ELECTRIC CO NEW	0	0
EMC CORP MASS	7,500	9,386
ENERGY SELECT SECTOR SPDR	14,014	14,284
ENI SPA IT SPON ADR	1,886	2,113
ENTERTAINMENT PROPERTIES TR	0	0
EOG RESOURCES INC	3,973	4,107
EPR PROPERTIES REIT	841	1,337
EQUITY LIFESTYLE PROPERTIES INC REIT	655	1,009
EQUITY RESIDENTIAL SBI	1,925	4,307
ESSEX PROPERTY TRUST INC	0	0
EXCEL TRUST INC REIT	830	862
EXPRESS SCRIPTS INC CL A	9,923	9,882
EXTRA SPACE STORAGE INC REITS	231	1,164
FACEBOOK INC	3,851	3,115

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FAMILY DOLLAR STORES INC	9,330	9,765
FEDERAL RLTY INV TR BI MD	785	1,664
FEDEX CORPORATION	4,818	4,953
FIRST CASH FINANCIAL SERVICES	1,051	1,935
FIRST POTOMAC REALTY TRUST SBI	744	705
FIRST TRUST TECHNOLOGY ALPHADEX FUND	11,920	11,231
FIRSTMERIT CORPORATION	2,251	1,930
FOREST CITY ENTERPRISES INC CL A	668	840
FRANCE TELECOM SA SPON ADR	3,898	2,232
FULTON FINANCIAL CORP PA	363	336
GDF SUEZ SPON ADR	1,496	926
GENERAL ELECTRIC COMPANY	7,824	7,661
GILEAD SCIENCES INC	4,864	4,848
GLAXO SMITHKLINE PLC ADR	3,479	2,826
GLOVE SPECIALTY METALS INC	1,140	1,059
GOOGLE INC CL A	13,324	16,270
GOVERNMENT PROPERTIES INCOME TRUST REIT SBI	0	0
GRAFTECH INTL LTD	339	357
GREAT PLAINS ENERGY INC	0	0
GROUP 1 AUTOMOTIVE INC	1,378	1,612
GUGGENHEIM ENHANCED SHORT DURATION BOND	8,823	8,859
GUGGENHEIM S&P 500 EQUAL WEIGHTED INDEX FUND	26,128	26,767
HANCOCK HOLDING CO	1,358	1,333
HARMAN INTL INDS INCE NEW	1,482	1,562
HCC INSURANCE HLDGS INC	1,260	1,898
HCP INC	1,834	3,252
HEALTH CARE REIT INC	621	735
HEALTH MANAGEMENT ASSN INC NEW CL A	368	391
HERSHA HOSPITALITY TRUST SBI	633	655
HIGHWOODS PROPERTIES INC	1,692	1,840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HITTITE MICROWAVE CORP	786	931
HOST HOTELS & RESORTS INC	1,035	2,131
IBERDOLA SA SPON ADR	3,816	3,091
ICF INTL INC	459	563
ILLUMINA INC	7,767	8,505
INDUSTRIAL SELECT SECTOR SPDR	14,305	14,705
ING GROEP N V NL SPON ADR	0	0
INTEL CORP	0	0
INTERNATIONAL BUSINES MACHINE CORP	9,141	8,811
ISHARES BARCLAYS 1-3 TREASURY BOND FUND	26,634	26,592
ISHARES BARCLAYS 7-10 YR TREASURY BOND FUND	0	0
ISHARES BARCLAYS AGGREGATE BOND FUND	0	0
ISHARES CORE S&P 500 INDEX FUND	33,946	33,638
ISHARES CORE S&P TOTAL US STOCK MARKET FUND	26,141	26,560
ISHARES CORE TOTAL US BOND MARKET FUND	34,243	34,879
ISHARES HIGH DIVIDEND EQUITY FUND	17,464	17,275
ISHARES IBOXX $ YIELD CORP BOND FUND	17,187	18,110
ISHARES IBOXX INV GRADE CORP BOND FUND	24,638	26,739
ISHARES TR-DOW JONES US FINCL SECTOR INDEX FUND	17,787	18,271
ISHARES TR-DOW JONES US REAL ESTATE INDEX FUND	13,961	14,292
JACK IN THE BOX INC	483	486
JOHNSON & JOHNSON	6,857	6,660
JOY GLOBAL INC	11,624	9,121
JP MORGAN CHASE & CO	0	0
JUNIPER NETWORK INC	0	0
KAO CORP REPSTG 10 SHS COM SPON ADR	2,809	2,701
KAR AUCTION SVCS INC	1,597	1,963
KILROY REALTY CORP	927	1,942
KIMBERLY-CLARK CORP	0	0
KINDER MORGAN INC	7,614	7,384

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KITE REALTY GROUP TRUST REITS	0	0
KOHLS CORP	0	0
KONINKLIJKE AHOLD NV NEW 2007	2,402	2,557
KRAFT FOODS GROUP	6,255	6,502
KRATON PERFORMANCE POLYMERS INC	922	1,033
KROGER COMPANY COMMON	0	0
LAS VEGAS SANDS CORP	0	0
LASALLE HOTEL PROPERTIES SBI	791	838
LAUDER ESTEE COS INC CL A	0	0
LENNOX INTL INC	1,323	1,523
LIBERTY PROPERTY TRUST	702	1,145
LIFEPOINT HOSP INC	784	793
LINKEDIN CORP CL A	6,130	6,660
LITHIA MOTORS INC CL A	475	748
LITTLEFUSE INC	1,294	1,358
LORILLARD INC	0	0
LPL FINL HOLDINGS INC COM	1,513	1,549
MACERICH COMPANY	752	2,507
MANHATTAN ASSOC INC	1,068	1,388
MASTEC INC	1,363	1,745
MCDONALD'S CORP	0	0
MCGRATH RENTCORP	1,274	1,368
MEAD JOHNSON NUTRITION CO CL A	0	0
MEDICAL PROPERTIES TRUST INC REIT	0	0
MICROSEMI CORP	1,487	1,725
MICROSOFT CORP	18,195	17,602
MKS INSTRUMENTS INC	1,105	1,083
MONDELEZ INTL INC	6,513	6,465
MONSANTO CO NEW	12,283	15,617
MYR GROUP INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL GRID TRANSCO PLC SPON ADR	1,884	1,953
NATIONAL OILWELL VARCO INC	0	0
NATIONAL RETAIL PROPERTIES INC REIT	581	718
NETFLIX.COM INC	0	0
NEXTERA ENERGY INC	6,598	6,504
NORTHWESTERN CORP NEW	0	0
NOVARTIS AG SPON ADR	3,655	4,241
OASIS PETROLEUM INC	1,624	2,162
OIL STATES INTL INC	1,393	1,789
OLIN CORP	0	0
OMEGA HEALTHCARE INV INC	610	1,073
ORACLE CORPORATION	0	0
O'REILLY AUTOMOTIVE INC	7,756	7,422
OWENS & MINOR INC NEW	0	0
PACKAGING CORP OF AMERICA	1,286	1,808
PEBBLEBROOK HOTEL TR	0	0
PENSKE AUTOMOTIVE GROUP INC	0	0
PEPSICO INCORPORATED	0	0
PFIZER INC	7,542	8,251
PHILIP MORRIS INTERNATIONAL INC	6,355	6,189
PIEDMONT OFFICE RLTY TR INC CL A	468	523
POST HOLDINGS INC	1,430	1,576
POWERSHARES DB BASE US DOLLAR INDEX BULLISH FUND	8,934	8,768
POWERSHARES DB COMMODITY INDEX TRACKING FUND	10,750	10,751
POWERSHARES DB PRECIOUS METALS FUND	6,663	6,680
PRAXAIR	0	0
PRECISION CASTPARTS CORP	9,526	13,638
PRECISION DRILLING CORP CAD	884	853
PROCTER & GAMBLE CO	10,880	10,998
PROLOGIS INC COM	2,023	3,175

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PROSHARES SHORT S&P 500	0	0
PROSPERITY BANCSHARES INC	1,569	1,722
PUBLIC STORAGE INC	2,029	3,769
PVH CORP COM	0	0
QBE INS GROUP LTD SPON ADR	819	766
QLOGIC CORP	0	0
QUALCOMM INC	11,715	12,001
RAMCO-GERSHENSON PROPERTIES MD NEW SBI	436	492
RANGE RESOURCES CORP	9,808	11,875
REED ELSEVIER NV NEW REPSTG 2 ORD SHS SPON ADR	2,518	2,278
REGENCY CENTERS CORP	898	1,366
RELIANCE STEEL & ALUMINUM CO	1,356	1,553
RETAIL OPPORTUNITY INVTS CORP COM	589	707
RETAIL PROPERTIES AMER INC REIT CL A	414	539
RF MICRO DEVICES INC	0	0
RLJ LODGING TRUST SBI	615	717
ROCKWELL AUTOMATION INC	0	0
ROYAL DUTCH SHELL PLC CL A SPON ADR	1,874	1,931
RWE AG ADR	3,930	3,081
RYLAND GROUP INC	880	986
SALESFORCE.COM	0	0
SANDISK CORPORATION	5,003	4,437
SANOFI-AVENTIS SA SPON ADR	2,822	4,027
SCANSOURCE INC	409	413
SCHLUMBERGER LTD	8,326	7,415
SCOTTS MIRACLE GRO CO CL A	0	0
SELECT INCOME REIT	335	372
SELECT SECTOR SPDR FD	7,707	8,966
SEMTECH CORP	1,207	1,332
SENSIENT TECHNOLOGIES CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEVEN & I HLDGS CO LTD ADR	2,109	2,536
SHERWIN WILLIAMS CO	5,197	5,691
SHORT QQQ PROSHARES	0	0
SIGMA ALDRICH CORP	0	0
SILGAN HOLDINGS INC	1,638	2,160
SILICON LABORATORIES INC	0	0
SIMON PPTY GROUP INC SBI	2,868	8,695
SINGAPORE TELECOM LTD NEW 2006 SPON ADR	1,448	1,934
SIRONA DENTAL SYSTEMS INC	1,136	1,547
SKYWORKS SOLUTIONS INC	858	832
SMITH A O CORP	522	946
SOCIETE GENERALE FRANCE SPONS ADR ADR	2,906	1,095
SOUTH JERSEY IND INC	0	0
SPDR PHARMACEUTICALS	0	0
SPDR S&P DIVIDEND	0	0
SS&C TECHNOLOGIES HOLDINGS INC COM	1,347	1,247
STARBUCKS CORP	9,344	13,837
STARWOOD HOTELS & RESORTS WORLDWIDE INC	0	0
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW	338	975
STERICYCLE INC	0	0
SUPER MICRO COMPUTER INC	0	0
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	1,387	2,317
TAKEDA PHARMACEUTICAL CO	3,462	3,064
TELEFLEX INC	1,504	2,139
TELEFONICA S A SPON ADR	2,957	2,590
TELSTRA CORP LTD (FINAL) ADR	0	0
TERADATA CORP	5,394	4,889
TESCO PLC SPONS ADR UNITED KINGDOM	3,730	3,250
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	2,024	1,643
THOMAS & BETTS CORP TENN	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIME WARNER INC NEW	0	0
TOKIO MARINE HOLDINGS INC CPON ADR	3,299	3,007
TOKYO ELECTRON LTD ADR	1,373	1,276
TOTAL SA FRANCE SPON ADR	3,691	3,121
TOWER GROUP INC	1,555	1,245
TOWERS WATSON & CO CL A	1,551	1,743
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	1,933	2,518
TPC GROUP INC COM	0	0
TREASURY WINE ESTATES LTD SPON ADR	0	0
TYCO INTERNATIONAL LTD	0	0
TYSON FOODS INC CL A	0	0
UNILEVER NV ADR	5,301	5,439
UNILEVER PLC AMER SHS NEW SPON ADR	2,068	3,446
UNION PACIFIC CORP	7,470	9,429
UNIT CORP	0	0
UNITED RENTALS INC	1,609	2,276
UNITED TECHNOLOGIES CORP	0	0
UNITEDHEALTH GROUP INC	2,647	3,851
UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	1,435	1,840
V F COPRORATION	2,405	4,378
VALMONT INDUSTRIES INC	1,119	1,775
VANGUARD MATERIAL	14,403	14,568
VEECO INSTRUMENTS INC	0	0
VENTAS INC	2,105	3,365
VERIFONE SYSTEMS INC	0	0
VERINT SYSTEMS INC	1,591	1,497
VERIZON COMMUNICATIONS COM	18,089	18,779
VERTEX PHARMACEUTICALS INC	11,841	9,511
VINCI SA ADR	2,300	2,304
VODAFONE GROUP PLC NEW SPON ADR	1,998	2,292

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VORNADO REALTY TRUST	1,369	2,482
WAL-MART STORES INC	0	0
WASHINGTON FEDERAL INC	0	0
WASTE CONNECTIONS INC	0	0
WATERS CORPORATION	0	0
WD-40 CO	1,030	1,084
WEBSTER FINANCIAL CORP	1,803	1,665
WERNER ENTERPRISES INC	0	0
WESCO INTL INC	1,225	2,090
WEST PHARMACEUTICAL SERVICES INC	238	383
WILEY JOHN & SONS INC CL A	0	0
WOLVERINE WORLD WIDE INC	758	984
YUM BRANDS INC	0	0
ZURICH FINANCIAL SVCS SPON ADR	1,804	2,198

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TY 2012 Investments Government Obligations Schedule

Name:	THE SPOTTS TRUST CHARLES HERMES TRUSTEE
EIN:	47-6126112
US Government Securities - End of Year Book Value:	31,807
US Government Securities - End of Year Fair Market Value:	35,739
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2012 Investments - Other Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKROCK EQUITY DIVIDEND FD CL C	AT COST	33,393	33,979
BLACKROCK FDS II HIGH YIELD BOND PT INVESTOR CL C	AT COST	33,579	34,814
BLACKROCK GLOBAL ALLOCATION FD INC CL C	AT COST	0	0
BLACKROCK US OPPORTUNITIES PORTFOLIO CLASS C	AT COST	0	0
BRANDES INSTITUTIONAL EMERGING MARKETS FUND S	AT COST	14,678	12,837
EATON VANCE EMERGING MARKETS LOCAL INC FUND A	AT COST	7,858	7,499
EUROPACIFIC GROWTH FUND CL C	AT COST	26,734	25,600
FIDELITY ADVISOR II STRAT INCOME CL C	AT COST	9,899	10,062
FIDELITY ADVISOR LEVERAGED COMPANY STOCK FD CL C	AT COST	0	0
FIRST EAGLE GLOBAL FUND CL C	AT COST	49,575	58,311
ISHARES TRUST RUSSELL 2000 VALUE INDEX FD	AT COST	0	0
LOOMIS SAYLES HIGH INCOME OPOORTUNITIES	AT COST	50,856	55,909
LOOMIS SAYLES SECURITIZED ASSET	AT COST	65,056	71,197
MAINSTAY LARGE CAP GROWTH FD CL C	AT COST	9,106	9,046
MUTUAL SERIES FD INC QUEST CL C	AT COST	31,129	25,916
OPPENHEIMER DEVELOPING MARKETS FUND CL A	AT COST	23,053	21,965
OPPENHEIMER INTL BOND FD CL A	AT COST	26,653	26,664

TY 2012 Other Assets Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS RECEIVABLE	553	894	894

TY 2012 Other Decreases Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Amount
2011 FEDERAL INCOME TAX EXPENSE	1,095
2012 FEDERAL ESTIMATED TAX PAID	2,480

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TY 2012 Other Expenses Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	147	147		0
MISCELLANEOUS	287	287		0

TY 2012 Other Income Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	194	194	194
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	31	31	31
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	424	424	424
WELLS FARGO ADVISORS	14	14	14

TY 2012 Other Professional Fees Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT BROKER AND MONEY MANAGER FEES	23,710	23,710		0

TY 2012 Taxes Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	667	667		0