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SCANNED MAY 1 5 2013

Form 990-PF

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

| | partment of the Treasury | I re Note. The foundation may be | ated as a-Private Fo | | ontina i | requirements | Open to Public Inspection |
|------------------------------|--|--|--|---|----------|---------------------------------------|--|
| | or calendar year 2012 o | or tax year beginning | | nd ending | orting i | теципентенто | ppen to Fublic Inspection |
| | ame of foundation | , tax year beginning | | | - E | | |
| | | | | RS. | A Er | mployer identification r | number |
| VA | S E OBERDORFER C | HAR TUW number if mail is not delivered to street | | <u> </u> | | 54-603 | |
| | | | | Room/suite | В | elephone number (see in | • |
| | ells Fargo Bank N.A 1 ty or town, state, and ZIP code | 01N Indepndence Mall E MAC | CY1372-062 | | | (888) 730 | 0-4933 |
| | | ; | | | Clfe | exemption application is j | pending, check here 🕨 🔝 |
| _ | uladelphia | | PA | 19106-2112 | | | |
| G | Check all that apply | | itial return of a former | public charity | D 1. | Foreign organizations, ci | heck here |
| | | | mended return | | 2. | Foreign organizations m | eeting the 85% test, |
| _ | | _ | ame change | | ' | check here and attach co | omputation ► |
| | | ation Section 501(c)(3) e | | | E If p | nvate foundation status | was terminated |
| <u>IX</u> | Section 4947(a)(1) no | nexempt charitable trust | | foundation | und | der section 507(b)(1)(A), | check here |
| 1 | Fair market value of all | | g method 💢 Casi | n | F Ift | ne foundation is in a 60-r | month termination |
| | of year (from Part II, co | | | | und | der section 507(b)(1)(B), | check here ▶ |
| D. | Ine 16) ▶ \$ | 1,953,123 (Part I, columi | | sis) | | | 1 2 |
| | | renue and Expenses (The total b), (c), and (d) may not necessarily equ | . (a) Horondo dila | (b) Net investm | ent | (c) Adjusted net | (d) Disbursements for charitable |
| | • | ь), (с), and (d) may not necessarily eqt n (a) (see instructions)) | expenses per books | income | | income | purposes |
| — | T. | | | \$ 1. A A A | 168 N | 7 | (cash basis only) |
| | | rants, etc., received (attach schedule) | San San Carabana Car | , | * 54 | | |
| | | undation is not required to attach Sch and temporary cash investments | | 15、101111111111111111111111111111111111 | Aller a | *** | Herein with the state of the st |
| | 4 Dividends and inter | ' ' | | 42 | 511 | · · · | |
| | 5 a Gross rents | rest nom securities | 43,390 | 42 | ,511 | *** | Cortex (10 the state of the |
| | h Not routel manne | or (loss) | AN SAMPLE AND A NO | 25 44 44 M | ر چه در | | |
| ī | 6 a Net gain or (loss) fr | rom sale of assets not on line 10 | 36,893 | ** * * * | 72 3 | र उस्के स्कूर कु स्वय 🛨 | **** |
| ē | b Gross sales price for a | | | A Section | | · · · · · · · · · · · · · · · · · · · | · ' (*) * · · · · · · · · · · |
| Revenue | 7 Capital gain net inc | come (from Part IV, line 2) | à an ao | | .893 | \$ & 12 E / 11 | |
| • | 8 Net short-term cap | , , | *************************************** | | | *** | N & 1.1 : P |
| | 9 Income modification | - | ************************************** | * ` | | | |
| | 10 a Gross sales less retur | ns and allowances | | 1,2 / 48. | | , | * |
| | b Less Cost of good | blos st | \$ 4 X | , , % | * | • ** | × 4, - |
| | c Gross profit or (loss | s) (attach schedule) | <u> </u> | 9 4 4 🕸 | ,ģs | | · / · * · · · · |
| | 11 Other income (attack | • | | _ | | | t . 2 4 4 \$ |
| | 12 Total. Add lines 1 | through 11 | 80,283 | 79 | ,404 | (|) c < < < & * |
| S | 13 Compensation of o | fficers, directors, trustees, etc | 21,421 | 16 | ,066 | | 5,355 |
| ış(| 14 Other employee sa | laries and wages | | | | | |
| penses | 15 Pension plans, emp | • • | | | | | |
| ŭ | 16 a Legal fees (attach | - | | | | | |
| è | b Accounting fees (at | • | 3,922 | | | | 3,922 |
| ä | C Other professional | fees (attach schedule) | 1,350 | | | <u> </u> | 1,350 |
| str | 17 Interest 18 Taxes (attach sche | odula) (aaa matmustuus) | 1 420 | | CEO | | |
| Ë | 19 Depreciation (attac | edule) (see instructions) th schedule) and depletion | 1,439 | | 653 | | |
| Ē | 20 Occupancy | in schedule) and depletion | | _ | | | <u> </u> |
| ¥ | 21 Travel, conferences | s and meetings | | | \dashv | | |
| pu | 22 Printing and publication | | - | | + | | |
| ā | 23 Other expenses (at | | | | 一甘 | | |
| Operating and Administrative | 24 Total operating ar | nd administrative expenses. | | | | | |
| ī | Add lines 13 through | · · · · · · · · · · · · · · · · · · · | 28,132 | 16 | ,719 | (| 10,627 |
| be | 25 Contributions, gifts, | , grants paid | 85,251 | | | | 85,251 |
| 0 | 26 Total expenses and d | lisbursements Add lines 24 and 25 | 113,383 | 16 | ,719 | (| |
| | 27 Subtract line 26 fro | m line 12 | ,000 | | • • • • | <u>`</u> | 30,570 |
| | | er expenses and disbursements | -33,100 | | _ 1 | | |
| | | come (if negative, enter -0-) | | | ,685 | | |
| | C Adjusted net inco | me (if negative, enter -0-) | | | | (| |

Form 990-PF (2012)

| Form | n 990-F | PF (2012) VA S E OBERDORFER CHAR TUW | | | | | | | 54-0 | 60330 |)96 | F | Page 2 |
|-------------------|---|--|-------------|------------|--------------|-------------|----------|--------------|----------|----------|--|----------------|----------------|
| Pa | rt II | Balance Sheets Attached schedules and amounts in the description column | Beginn | ing o | fyear | | | E | nd c | of year | | | · |
| | | should be for end-of-year amounts only (See instructions) | (a) B | ook Va | lue | (b) | Book | Value | | (c) F | aır M | arket \ | Value |
| | 1 | Cash—non-interest-bearing | | | 1,796 | | | 2, | 195 | | | | 2,195 |
| | 2 | Savings and temporary cash investments | _ | | 73,923 | | | 76, | 467 | | | 7 | 6,467 |
| | 3 | Accounts receivable | -/ 3k | - */- | %i | 0. | . 46. | . 44 | سد، | | eelika. | | aŭ. |
| | | Less allowance for doubtful accounts | | | | | | | | | - | | |
| | 4 | Pledges receivable ▶ | 3.4 - 19 | 6 2 | E | · */# | -49 | ₩ | 3 | Self o | * | 44p | |
| | | Less allowance for doubtful accounts | · | | | | | | | | | | |
| | 5 | Grants receivable | | | | | | - | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other | | | | | | | | | | | |
| | | disqualified persons (attach schedule) (see instructions) | 1 | | | | | | ĺ | | | | |
| | 7 | Other notes and loans receivable (attach schedule) | . * | 1-77 | 19.5 | 75 | 9 | 40% | 5.0 | 7 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | 141 4 |
| | | Less allowance for doubtful accounts | | | | | | | | | | | |
| S | 8 | inventories for sale or use | | | | | | | | | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | | | | - | | | | | |
| ŝ | _ | Investments—U.S. and state government obligations (attach schedule) | | | | | | | | | | | · |
| ~ | Ι | b Investments—corporate stock (attach schedule) | | | | | | | \dashv | | | | |
| | 1 | C Investments—corporate bonds (attach schedule) | | | | | | | - | _ | | | |
| | 11 | Investments lead buildings and assumed the second | | 1 | [8] 4 | Se 2. | 10)\$5 | A. | ₹. | 98° | ./// | 1Š | 幣 |
| | l | *************************************** | | . 2. | السائلسا | Z | Y. | - 72" | | E | - 38 | *25 | -13 |
| | 12 | Less accumulated depreciation (attach schedule) Investments—mortgage loans | - | | | | | | | | | | |
| | 13 | | | 1 0 | 20 200 | | 4 | 706 | 170 | - | | 4 07 | 4 400 |
| | 14 | Investments—other (attach schedule) Land, buildings, and equipment basis ▶ | | 1,0 | 28,308 | L X | <u></u> | 786 <u>,</u> | 179 | | ellet . | 1,074 | 4,462 |
| | ' ' | | | 11/4 | | Berri 1982. | مُدُولِس | | | سمنكشت | <u> </u> | 48Î | منطقان |
| | 15 | Less accumulated depreciation (attach schedule) | _ | | | | | | | | | | |
| | | Other assets (describe) | | | | | | | _ | | | | |
| | 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | | 4.0 | | | 4 | 004 | | | | | |
| | 17 | | <u> </u> | 1,9 | 04,027 | | ٦,١ | 864,8 | 341 | ~lb. | | 1,95 | 3,124 |
| | 18 | Accounts payable and accrued expenses | | | | | | | \dashv | 300 | | *(** | 799 |
| Liabilities | 19 | Grants payable Deferred revenue | | | | | | | | p4 1 1 1 | • | '3" × | * 1 |
| ≝ | 20 | | | | | | | | \dashv | | | ٠ | - Alle |
| ဋ္ဌ | 21 | Loans from officers, directors, trustees, and other disqualified persons | | | | | | | \dashv | | | | * |
| Ë | 22 | Mortgages and other notes payable (attach schedule) | | | | | | | \dashv | * | * | .* | × |
| | 23 | Other liabilities (describe Total liabilities (add lines 17 through 22) | | | | | | | _ | | • | 2. | |
| | 23 | | | | 0 | | _ | | 괵 | | . Alex | 77 | Î |
| S | | Foundations that follow SFAS 117, check here | | | | | | | | -300 | 1/2 | , | 460- 8 |
| Balances | ۱ | and complete lines 24 through 26 and lines 30 and 31. | | | | | | | | 30 | | | 2 |
| <u>a</u> | 24 | Unrestricted | | | | | | | _ | 25, | | ` | |
| Ba | 25 | Temporanly restricted | | | | | | | _ | 41 | | *** | 74 |
| Þ | 26 | Permanently restricted | | | | | | | _ | | | | |
| Net Assets or Fun | | Foundations that do not follow SFAS 117, check here | } | | | | | | j | | | ŧ | |
| | | and complete lines 27 through 31. | | | | | | | | ^ | | * | |
| S | 27 | Capital stock, trust principal, or current funds | | 1,9 | 04,027 | | 1,8 | 864,8 | 341 | 1 | | | |
| šet | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | | | | | \dashv | | | | |
| S | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | | | | | | | |
| , | 30 | Total net assets or fund balances (see instructions) | | 1,9 | 04,027 | | . 1, | 864,8 | 341 | | | | |
| Ž | 31 | Total liabilities and net assets/fund balances (see | | | | | | | | | | | |
| Do | 4 111 | Instructions) | l | 1,9 | 04,027 | | 1,8 | 864,8 | 341 | | | | |
| | rt III | Analysis of Changes in Net Assets or Fund Balances | 20 / | | | | | | | | | | |
| ' | | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with | | | | | | | | | | 4 00 | 4 007 |
| 2 | | of-year figure reported on prior year's return) | | | | | | | 1 | | | | 4,027 |
| | | amount from Part I, line 27a | nt. | | | | | | 2 | | | | 3,100 4,000 |
| | *************************************** | | | | | | | | 3 | | | | <u>1,636</u> |
| | 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► See Attached Statement | | | | | | _ | 4 | | | | 2,563 7,733 | |
| | | | olumn /L\ | | 20 | | | 🛏 | 5 | | | | 7,722 |
| | rotal | net assets or fund balances at end of year (line 4 minus line 5)—Part II, c | viumn (b) | , iine : | 3U | | | L | 6 | | | <u>1,86</u> 4 | <u>4,841</u> |

| Form 990-PF (2012) VA S E O | BERDORFER CHAR TUW | | | | | 54- | 6033096 | Page 3 |
|--|--|-------------|------------------------|--------------------------------|--------------------|------------------------------|--|--------------|
| Part IV Capital Gains an | nd Losses for Tax on Inve | stment | Incom | ne | | | | |
| (a) List and describe the | e kınd(s) of property sold (e g , real es ise, or common stock, 200 shs MLC (| tate, | | (b) How acquired P—Purchase | (c) Date ac | | (d) Date (mo , day | |
| 1a See Attached Statement | | | | D—Donation | | | | |
| b See Attached Statement | - | - | | <u> </u> | | | | |
| c See Attached Statement | | | | | | | | |
| d See Attached Statement | | | | | | | | |
| e See Attached Statement | | | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | | other basis ase of sale | | (h) Gain (e) plus (f) | | |
| a | | | | | | | | |
| b | | | | _ | | | | |
| _c | | | | | | | | C |
| <u>d</u> | | | | | | | | |
| е | | | | | | | | |
| Complete only for assets show | ving gain in column (h) and owne | d by the fo | oundatio | n on 12/31/69 | (I) G | ains (Col | (h) gaın mınus | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | (k) Excess over col | s of col (ı) (ı), ıf any | | k), but not l Losses (fro | less than -0-) o om col (h)) | r |
| _a | | | | · | | | | C |
| <u>b</u> | | | | | | | | |
| _c | | | | | | | | |
| _d | | | - | | | | | |
| <u>e</u> | (15 | | | | | | | |
| 2 Capital gain net income or | (net capital loss) { If (loss), | | - ın Part | I, line 7 | 2 | | | 36,893 |
| 3 Net short-term capital gain If gain, also enter in Part I. | or (loss) as defined in section line 8, column (c) (see instruc | | | | | | | |
| ın Part I, line 8 | | , | | } | 3 | | | C |
| Part V Qualification Und | der Section 4940(e) for Re | educed | Tax or | Net Investme | ent Income | e | | |
| If section 4940(d)(2) applies, le Was the foundation liable for the If "Yes," the foundation does no | ne section 4942 tax on the dis | | | | the base pe | riod? [| Yes X |] No |
| | ount in each column for each | year, see | the ins | tructions before | making any | <u>entries</u> | | |
| (a) Base period years Calendar year (or tax year beginning) | (b) Adjusted qualifying distribution | ons Ne | et value of | (c) f nonchantable-use a | ssets | | (d) bution ratio vided by col (d | -11 |
| 2011 | | 0,270 | | 1,947 | 452 | 1001 (0) (1) | | 046353 |
| 2010 | | 8,933 | | 1,828 | | | | 048635 |
| 2009 | | 9,926 | | 1,618 | | | | 061744 |
| 2008 | | 2,708 | | 2,018 | | | | 055845 |
| 2007 | 10 | 4,867 | | 2,359 | | | | 044444 |
| 2 Total of line 1, column (d) | | | | | 2 | | 0. | .257021 |
| 3 Average distribution ratio for the number of years the for | or the 5-year base period—div undation has been in existenc | | | | 3 | | 0 | 051404 |
| 4 Enter the net value of nonc | chantable-use assets for 2012 | from Par | rt X, line | e 5 | . 4 | | 1,8 | 894,493 |
| 5 Multiply line 4 by line 3 | | | | | 5 | | | 97,385 |
| 6 Enter 1% of net investment | t income (1% of Part I, line 27 | b) | - | | 6 | | | 627 |
| 7 Add lines 5 and 6 . | | | | | 7 | | | 98,012 |
| 8 Enter qualifying distribution If line 8 is equal to or great | ns from Part XII, line 4 er than line 7, check the box i | | , line 1b | o, and complete | 8 that part usi | ng a 1% | tax rate S | 95,878 ee |
| the Part VI instructions. | | | | • | • | - | | |

| Form | 990-PF (2012) VA S E OBERDORFER CHAR TUW | 3096 | Page 4 |
|----------|--|--------------------|-----------------|
| Pa | t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instru | ctions) | |
| | 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) | | |
| D | Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b | | 254 |
| C | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% | A-16 | · 🍄 🙅 · |
| • | of Part I, line 12, col (b) | | |
| 2 3 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) Add lines 1 and 2 | | 0 254 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 204 |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 1, | 254 |
| 6 | Credits/Payments | | |
| _ | | | |
| | Exempt foreign organizations—tax withheld at source Toy need with conference for extension of time to file (Form 9969) | | 學學 |
| | Tax paid with application for extension of time to file (Form 8868) Backup withholding erroneously withheld 6d | | . J. J. |
| 7 | Total credits and payments Add lines 6a through 6d | | 764 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here | | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 490 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 0 |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ Refunded ▶ 11 | | 0 |
| | t VII-A Statements Regarding Activities | ₩9%31. | . T. |
| 1 a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it | ~ ~ = | Yes No |
| | participate or intervene in any political campaign? Did it apped more than \$100 during the year (other directly) for political purposes (see | 1a | X |
| | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1ь | × |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials | 18 | r s right |
| | published or distributed by the foundation in connection with the activities | | <u> </u> |
| C | Did the foundation file Form 1120-POL for this year? | 1c | X |
| C | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | % | |
| _ | (1) On the foundation \$ (2) On foundation managers \$ \$ | 1 1 | 1 |
| • | 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? | 2 | X |
| | If "Yes," attach a detailed description of the activities | 1 1 1 E | - 1 1 |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles | . النفر | عالم أنب |
| _ | of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | X |
| _ | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X N/A |
| 5 | If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 4b | X |
| ~ | If "Yes," attach the statement required by General Instruction T | - 1 | 1 4 - 7 |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | , | |
| | By language in the governing instrument, or | _* , | |
| | By state legislation that effectively amends the governing instrument so that no mandatory directions | | |
| _ | that conflict with the state law remain in the governing instrument? | 6 | X — |
| 7 8 : | 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 Enter the states to which the foundation reports or with which it is registered (see instructions) | 7 | X |
| 0 6 | VA | | ; |
| t | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney | l l | L |
| | General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | Х |
| 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," | | |
| 10 | Complete Part XIV | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | X |
| _ | and remove and dear-outed | <u>,,,,,</u> | |

| Part VIIIA Statements Regarding Activities (continued) 1 | Form | 990-PF (2012) VA S E OBERDORFER CHAR TUW 54- | 3033096 | Pa | age 5 |
|--|----------|---|-------------|------------------|----------------------|
| The principle of the property of the proper | Par | t VII-A Statements Regarding Activities (continued) | | | |
| advasory privileges? If "Yes," attach statement (see instructions) Did the foundation comply with the public inseptention requirements for its annual returns and exemption application? Website address & NIA. The books are in care of \times \tim | 11 | | 11 | l | Х |
| 13 Mile foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X | 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had | | | |
| Webstein address ► N/A Telephone no ► 888-730.4933 Located at ► 101N Indeprofence Nall E MACY1372-662 Philadelphia PA | | • | | | Х |
| Located at 101M Independence Mell E MACY1372-982 Philadelpha PA. 21P+4 19195-2112 15 | 13 | | 13 | Х | |
| Located at 101N Independence Mall E MACY1372-062 Philadelphia PA 2IP+4 19105-2112 15 Section 4947(a)(1) nonexempt chariable trusts filing Form 990-FP inle of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authonity 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 if "Yes." enter the name of the foreign country? Part VIL® 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. 1a During the year did the foundation (either directly or indirectly) or indirectly or indir | | | | | |
| section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in let of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 16 Al any time during calendary 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 10 F 90-22 1 If "Yes," enter the name of the foreign country. ▶ Part VII-8 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. 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any) of either available for the benefit or use or di adiqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation of a disqualified person)? (7) Fars or faiture to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(jo) or 4942(j | 14 | | | | |
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| or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b N/A 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | L | | | | |
| 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 penod? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | U | | | | |
| the lapse of the 10-, 15-, or 20-year first phase holding penod? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | | | | | |
| f the foundation had excess business holdings in 2012) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | | | | | |
| Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | | | 3b | V/A | |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | 4a | • , | | | X |
| purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X | b | | | | |
| | | purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | Х |

| Fom | 990-PF (2012) VA S E OBERDORFER CHA | R TUW | | | 54-6033096 | Page 6 |
|------------|---|--|---|--|----------------------|---------------------|
| Pa | rt VII-B Statements Regarding Activiti | ies for Which Forn | n 4720 May Be R | equired (continued) | | |
| 5a | During the year did the foundation pay or incur any (1) Carry on propaganda, or otherwise attempt to a linfluence the outcome of any specific public on, directly or indirectly, any voter registratio (3) Provide a grant to an individual for travel, studies | to influence legislation (election (see section 49 in drive? | 955), or to carry | ☐ Yes | X No X No X No | |
| | (4) Provide a grant to an organization other than in section 509(a)(1), (2), or (3), or section 49 | | | Yes [| X No | |
| | (5) Provide for any purpose other than religious, educational purposes, or for the prevention of | of cruelty to children or | anımals? | | X No | |
| D | If any answer is "Yes" to 5a(1)–(5), did any of the Regulations section 53 4945 or in a current notice | • | • | | 5b | N/A |
| С | Organizations relying on a current notice regarding If the answer is "Yes" to question 5a(4), does the ftax because it maintained expenditure responsibiling "Yes," attach the statement required by Regulation | g disaster assistance ch foundation claim exemp ity for the grant? | neck here stion from the N/A | ► [| □ No | |
| | Did the foundation, during the year, receive any fu premiums on a personal benefit contract? | • | | | X No | |
| | Did the foundation, during the year, pay premiums If "Yes" to 6b, file Form 8870 | • | · | | 6b | X Z |
| | At any time during the tax year, was the foundation | | | | X No 75 | N/A |
| | If "Yes," did the foundation receive any proceeds of the state of the | | | <u>_</u> | | |
| | Information About Officers, and Contractors | , Directors, Truste | es, Foundation | managers, migrily r | alu Employe | ;es, |
| 1 | List all officers, directors, trustees, found | ation managers and | their compensat | ion (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 compensatio | (e) Expens | |
| | ls Fargo Bank, N A N Indepndence Mall E MACY1372-062 Phile | Trustee 4 00 | 21,421 | | | |
| | | | | <u> </u> | - | |
| | | | | | | |
| 2 | Compensation of five highest-paid employenter "NONE." | yees (other than the | ose included on li | | | |
| | Name and address of each employee paid more than \$50 | (b) Title, and avera ,000 hours per week devoted to position | (c) Compensate | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense | • |
| <u>_NO</u> | <u>NE.</u> | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| To | al number of other employees paid over \$50, | 000 . | | | F 00 | 0- PE (2012) |

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|--|---|--------------------------|
| Part VIII Information About Officers, Directors, Trustees, Foundat | ion Managers, Highly Pai | d Employees, |
| and Contractors (continued) | | • • |
| 3 Five highest-paid independent contractors for professional services (see instruction | ens), 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 chantable activities during the tax year. Include relevant statistical infi the number of organizations and other beneficiaries served, conferences convened, research papers produ | | Expenses |
| 1 NONE | | |
| | | |
| *************************************** | | |
| 2 | | |
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| 3 | | <u> </u> |
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| ••••••••••••••••••••••••••••••••••••••• | |) |
| Part IX-B Summary of Program-Related Investments (see instruction | ns) | L |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 | | Amount |
| 1 NONE | | |
| *************************************** | | |
| • | • | |
| 2 | | |
| | | |
| | | |
| All other program-related investments. See instructions | | |
| 3 NONE | | |
| | | |
| | | |
| Total. Add lines 1 through 3 | | 0 |
| | | |

Form **990-PF** (2012)

| | 990-PF (2012) VA S E OBERDORFER CHAR TUW | 54-6033096 | Page 8 |
|-----|---|-------------|-----------------|
| Pai | Minimum Investment Return (All domestic foundations must complete this part. Foreign for | oundations, | |
| | see instructions) | | |
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., | | |
| | purposes | . 2 | |
| а | Average monthly fair market value of securities | _ 1a | 365,641 |
| b | Average of monthly cash balances | _1b | 57,702 |
| C | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | | 923,343 |
| е | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | 1c (attach detailed explanation) | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 1,9 | 923,343 |
| 4 | Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see | | |
| | instructions) | 4 | 28,850 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | | <u> 394,493</u> |
| 6 | Minimum investment return. Enter 5% of line 5 | _6 | 94,725 |
| Par | | | |
| | foundations and certain foreign organizations check here 🕨 🔲 and do not complete this part.) | | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 94,725 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | | |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 1 | |
| С | Add lines 2a and 2b | _2c | 1,254 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | _3 | 93,471 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 93,471 |
| 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 | 93,471 |
| Par | XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | . 102 | |
| ·a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 | 1a | 95,878 |
| 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 | | |
| а | 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 | 95,878 |
| 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 | 95,878 |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundations | lation | |
| | qualifies for the section 4940(e) reduction of tax in those years | | |

| _ | 990-PF (2012) VA S E OBERDORFER CHAR TU | | | | | | | | | | | | | 5 | 54-6 | 0330 | 96 | Pa | ige 9 |
|----|--|-----------|------------------------------|---------------------|--------------|-------------|-----------|---|---------------|-------------------|---------------|---------------------------------------|-------------|----------|-----------------|------------------------|------------|----------|-----------------------|
| Pa | t XIII Undistributed Income (see instruction | ıs) | | | | | | | | | | | | | | | | | |
| 1 | Distributable amount for 2012 from Part XI, | | | (а) Согри | ıs | | Yea | ırs pre | b) or to 2 | 2011 | | | (c) 2011 | | | | (d 201 | | |
| | line 7 | * | 4 | . 3 | s) | ż,, | 3- | Ø; | 7 | <i>₹</i> , | 14 | :\$ | k? | €), | 髩 | | | 93 | ,471 |
| 2 | Undistributed income, if any, as of the end of 2012 | Г | | | | | | , | ./ | *4 | 200 | | | <i>á</i> | 4 | est. | ~ | | . 1/2 |
| | Enter amount for 2011 only | | *** | v5' | | | - 12 | | ž | <u> </u> | | | | 87,2 | 299 | | | | ** |
| _ | Total for prior years 20, 20, 20 | <u>).</u> | *\$ | ~4 | | * | | | | | Vir | 養 | r#for | ** | ->- | * | | * | ₹ |
| 3 | Excess distributions carryover, if any, to 2012 | | . 3. | . % | dis | ê | * | 4 | 4 | 2 | 1 | <i>y</i> ; | 為 | 17 | ø. | * | 1154 | ĝ, | A. |
| | From 2007 | -ľ | Ĺ | 4 | \$/ 4: | | 7 | χ. | | | * | | 1 | | | · 1 | 7 | | |
| | From 2008 | - 12 | a distribution of the second | * | & | , 3 | Ą. | | , | * | dist. | \$3. | 151 | 44 | * | 43 | ** | ¥ | Л |
| | From 2009 | | * | * | 5% | * | * | र्थ र | <i>9</i> (i) | * | •4 | | G. | M | 38 ₄ | 湯 | * | Say | \mathcal{H}_{i}^{*} |
| | From 2011 | - | 1 | | ųš. | 4. | , Š× | ¥ | ų. | | sá. | ú. | Ş | á | 35 | Âs. | * | , | * |
| 1 | | - | | | | <u> </u> | | ·Φ | | | , A | * | | | | 3 | | | |
| 4 | Qualifying distributions for 2012 from Part | 7 | | | * | _ | | | | - 2 4. | 18. | | * | * | 4/4 | <u> </u> | | , | */ |
| - | XII, line 4 ► \$ 95,878 | je | 44 | | Ker | ^, | 48 | | * | * | 4. | 3 | 5 | | څ | ٦, | | * | 14 |
| | Applied to 2011, but not more than line 2a | | * | · | | | 9 | | - Marie | | | | | 87,2 | 99 | 75 | 20 | <i>M</i> | • 6 |
| | Applied to undistributed income of prior years | - 100 A | | ···· | | 7 | × | | *880* | · | - | | | 07,2 | - | */- | | 795 | |
| | (Election required—see instructions) | | 29 | , | ** | 4 | | | | | ₩′ | <i>ì</i> 4. | * | * | 44 | ** | * | ø | E. |
| (| Treated as distributions out of corpus (Election | | | | | | , j | "Á» | ٠ ، ، ، | | XI. | W. | 390 | 4. | ą, | , in the second | , 'à | 絮 | žį,s |
| | required—see instructions) | | | | | | ás. | | <i>*</i> | 1 | ľ | | | | , | € | | 4. | چ مورد |
| (| Applied to 2012 distributable amount | ź, | * | ** | ₩. | ***** ** | 7 | 3. | * | * | 14 | ¥ | × | * | ¥ , | | | 8. | 579 |
| (| Remaining amount distributed out of corpus | \perp | | | | | ., ¥ | | -Å. | \$ | , | ٨٠ | ~@.v | | Š | . 🐎 | · 4.5 | ·滋. | 160 |
| 5 | Excess distributions carryover applied to 2012 | | | | | | | | % | -4 | 75 | å: | | š., | ¥ | | | | |
| | (If an amount appears in column (d), the | | √Ø₹″ | ~ ^ , . | | ₩,; | y 2, 2, 4 | *************************************** | - pa | *** } | , T | 1 4" | - | 1 | 45 | . 4 | 7 | . alle | 1,11 |
| _ | same amount must be shown in column (a)) | | · | - April 1 | | unt, ' | · 4 | ~##.~ | 4 | - | 39 | . ~ | 1/200 | | ` - 3 | * | ~ | W., . | . 15 |
| 6 | Enter the net total of each column as indicated below: | 2 | 4 | À. | É | J. | | | - Sagar | · « | 3, -′, | . & | ŝ | #G | | * | A. | | 4 |
| | | - | <u> </u> | | ,- | | | £. | 7 | | | . fs. | , | | × | , | | S | . ~ |
| | Corpus Add lines 3f, 4c, and 4e Subtract line 5 Prior years' undistributed income Subtract | - | | | | _0 | * ` | 4 in | x i | % , | 14% | - W- | Alla | i,fs | | ، _گ ومبر ۳۰ | . 3,, | 3.00 ~ | · 34 |
| | line 4b from line 2b | +%. | | | M | į. | | | | 0 | . 🌞 | 4 | | 24 | 4 | š, | Á. | , | *** |
| | Enter the amount of prior years' undistributed | <u> </u> | à | | ls. | | | | | | 觩 | , , , , , , , , , , , , , , , , , , , | | ì | | | | , | ₩, |
| | income for which a notice of deficiency has | " | Á | | "* | * | | | | | ' | | | | ľ | | | | |
| | been issued, or on which the section 4942(a) | *\$* | Ą | | Ş | 4 | | | | | (*** | 3, | | ď. | * | ٠ | થ | * | , |
| | tax has been previously assessed | 1 | 4 | | | è | | | | | €. | Ą | 2 | * | < | | % - | 121 | |
| | Subtract line 6c from line 6b Taxable | | | | | ヿ | | | | | * | | ٠ | <u> </u> | _ | ······ | 4 | • | 2. |
| | amount—see instructions | | * | | د | | | | | | Ж. | •• | , | 9% | | | 4 | | |
| • | Undistributed income for 2011 Subtract line | ₩ | | | siĝi | | | 8% | | ·\$.~ | | | | | \neg | ħ | 7 | * | 7.2 |
| | 4a from line 2a Taxable amount—see | .* | | | * | | | | | ş | | | | | ١ | . * | | | ź |
| | instructions | L | | | | | | | | | | | | | 0 | | | | |
| f | Undistributed income for 2012 Subtract | | | | | | ` | | | | | | | | | | | | |
| | lines 4d and 5 from line 1. This amount must | | | | | | | | | | | | | | | | | | |
| _ | be distributed in 2013 | <u> </u> | | | | _ | | | | | | | | | | | | 84, | 892 |
| 7 | Amounts treated as distributions out of | 1 | | | | | | | | | | | | | | | | | |
| | corpus to satisfy requirements imposed by | | | | | | | | | | | | | | | | | | |
| | section 170(b)(1)(F) or 4942(g)(3) (see instructions) | \vdash | | | | \dashv | | | | | | | | | _ | | | | |
| 8 | Excess distributions carryover from 2007 | | | | | | | | | | | | | | | | | | |
| 9 | not applied on line 5 or line 7 (see instructions) | \vdash | | - | | \dashv | | | | | | | | | \dashv | · · · · · · | | | |
| 3 | Excess distributions carryover to 2013. | | | | | | | | | | | | | | | | | | |
| 10 | Subtract lines 7 and 8 from line 6a Analysis of line 9 | \vdash | | | | | | | | | | | | | | | | | |
| _ | Excess from 2008 | | | | | l | | | | | | | | | | | | | |
| _ | Excess from 2009 | \dashv | | | | | | | | | | | | | | | | | |
| | Excess from 2010 | Η . | | | | | | | | | | | | | - 1 | | | | |
| | Excess from 2011 | ٦ | | | | | | | | | | | | | - 1 | | | | |
| | Excess from 2012 | ┨ . | | | | | | | | | | | | | - [| | | | |

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|----------------|--|-----------------------|-----------------------|---|----------------|-------------|
| | rt XIV Private Operating Foundations (s | | | question 9) | | N/A |
| 1 a | If the foundation has received a ruling or determin foundation, and the ruling is effective for 2012, en | | , , , , , , , | ▶ | | |
| | Check box to indicate whether the foundation is a | private operating for | undation described | in section | 4942(J)(3) or | 4942(J)(5) |
| 2 a | Enter the lesser of the adjusted net income from Part I or the minimum | Tax year | | Prior 3 years | | (e) Total |
| | investment return from Part X for each | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) 10tai |
| | year listed | | | | | 0 |
| t | 85% of line 2a | | | | | 0 |
| C | Qualifying distributions from Part XII, | | | | | |
| | line 4 for each year listed | | | | | 0 |
| C | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| | Qualifying distributions made directly | <u></u> | | | | 0 |
| • | for active conduct of exempt activities | | | | | |
| | Subtract line 2d from line 2c | | İ | | | 0 |
| 3 | Complete 3a, b, or c for the | | | · - | | |
| a | alternative test relied upon "Assets" alternative test—enter | | | ì | | |
| | (1) Value of all assets | | | | | 0 |
| | (2) Value of assets qualifying | | | | | |
| | under section 4942(j)(3)(B)(i) | | | | | 0 |
| t | "Endowment" alternative test—enter 2/3 | | | | | |
| | of minimum investment return shown in Part X, line 6 for each year listed | | | | | 0 |
| | "Support" alternative test—enter | <u> </u> | | | | |
| Ĭ | (1) Total support other than gross | | | | | |
| | investment income (interest, | | | | | |
| | dividends, rents, payments on securities loans (section | | 1 | | | |
| | 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 |
| Б. | (4) Gross investment income | <u> </u> | 1 1 1541 5 | 1 | | 0 |
| | rt XV Supplementary Information (Co | - | = | indation nad \$5, | out or more in | |
| 1 | assets at any time during the ye Information Regarding Foundation Manag | | suons.) | | | |
| - | List any managers of the foundation who have co | | 2% of the total cont | ributions received by | the foundation | |
| | before the close of any tax year (but only if they ha | | | | the loundation | |
| NC | NE_ | | | | | |
| t | List any managers of the foundation who own 10% | | | | ortion of the | |
| | ownership of a partnership or other entity) of whic | h the foundation has | s a 10% or greater in | nterest | | |
| <u>NC</u> 2 | <u>NE</u> Information Regarding Contribution, Grar | t Cift Loop Col | halambin etc. D | | | <u></u> |
| 2 | Check here (a) if the foundation only makes | | • | - | or not accept | |
| | unsolicited requests for funds. If the foundation man | | | | | |
| | other conditions, complete items 2a, b, c, and d | | | | | |
| ā | The name, address, and telephone number or e-n | nail of the person to | whom applications | should be addressed | | · |
| | | | | | | |
| | The form in which applications should be submitted | ed and information a | nd materials they sh | nould include | | |
| | | | · | | | |
| _ | Any submission deadlines | | | | | |
| | | | | | | |
| _ | Any restrictions or limitations on awards, such as | by geographical are | as, chantable fields | , kinds of institutions, | or other | |
| | factors | | | | | |
| | | | | | | |

Form 990-PF (2012)

VA S E OBERDORFER CHAR TUW

Part XV Supplementary Information (continued)

54-6033096

Page 11

| 3 Grants and Contributions Paid During th | e Year or Approved | for Future I | Payment | |
|---|--|----------------------|----------------------------------|--------------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | Contribution | |
| a Paid during the year | | | | |
| See Attached Statement | | | | |
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| Total | · · · · · · · · · · · · · · · · · · · | 1 | ▶ 3a | 85,251 |
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Form 990-PF (2012) VA S E OBERDORFER CHAR TUW

| Part XV | I-A Analysis of Income-Producing Act | ivities | | | | | |
|----------------|---|---------------------------------------|----------------|-----------------------|---------------|---|--|
| Enter gro | oss amounts unless otherwise indicated | Unrelated bus | siness income | Excluded by section | (e) | | |
| 1 Progr | am service revenue | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exemp function income (See instructions) | |
| | ani service revenue | | | L | | | |
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| f _ | | | | | | | |
| g Fe | ees and contracts from government agencies | | | | | | |
| 2 Mem | pership dues and assessments | | | | | | |
| 3 Intere | st on savings and temporary cash investments | | | | | | |
| 4 Divide | ends and interest from securities | | | 14 | 43,390 | | |
| 5 Net re | ental income or (loss) from real estate | | Fig. L. Const. | Marka Milita | / 第1362第68 | | |
| a D | ebt-financed property | | ļ | <u></u> | | | |
| b N | ot debt-financed property | | | | | | |
| 6 Net re | ental income or (loss) from personal property | | | | | | |
| 7 Other | investment income | | | | | | |
| 8 Gain | or (loss) from sales of assets other than inventory | | | 18 | 36,893 | | |
| | come or (loss) from special events | | | | | | |
| | s profit or (loss) from sales of inventory | | | | | | |
| | revenue a | | | | | | |
| ь _ | | - | | | | | |
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| е | 11.411.4 | | | 2675 47 843 | 00.000 | ļ . | |
| | otal Add columns (b), (d), and (e) | EN MARCHARITA | <u> </u> | <u> </u> | | 80,283 | |
| | . Add line 12, columns (b), (d), and (e) ssheet in line 13 instructions to verify calculations) | | | | 13 | 00,203 | |
| _ | I-B Relationship of Activities to the Ac | complishment | of Exampt D | urnosos | | | |
| Line No. | | | | | montantly to | | |
| ▼ | the accomplishment of the foundation's exempt | | | | | ictions) | |
| <u>·</u> | Not Applicable | · · · · · · · · · · · · · · · · · · · | <u> </u> | | | ; | |
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54-6033096 Page **12**

VASE OBERDORFER CHARTUW

Form 990-PF (2012)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described Yes No in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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 (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no (b) Amount involved Not Applicable Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations Yes X No described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship Under penalties of penjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Sign May the IRS discuss this return John 1 S. Lentie SVP Wells Fargo Bank N.A. with the preparer shown below (see Here 4/18/2013 SVP Wells Fargo Bank N A instructions)? X Yes No Signature of officer or trustee Date Print/Type preparer's name Date Paid Check X if self-employed JOSEPH J. CASTRIANO 4/18/2013 P01251603 Preparer Firm's EIN > 13-4008324 PricewaterhouseCoopers, LLP **Use Only** Firm's address F 600 GRANT STREET, PITTSBURGH, PA 15219-2777 Phone no 412-355-6000

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| VA S E OBERDORFER CHAR TUV | <u> </u> | | | 54-603 | 33096 Page | 1 of 1 |
|---|--------------------|----------|-------------------|----------------|-------------|---------------|
| Continuation of Part XV, Lin | ie 3a (990-PF) - | Gran | ts and Conti | ributions Paid | d During th | ne Year |
| Recipient(s) paid during the year | | | | | | |
| Name HEBREW FUND FOR THE AGED | | | | | | |
| Street | | | | | | |
| ATTN NEILS KESSLER TROUTMAN | SANDERS LLP PO | | | | | |
| City | | | Zip Code | Foreign Cour | ntry | |
| RICHMOND | Foundation Status | VA | 23218-1122 | | | |
| Relationship NONE | 501(C)(3) PUBLIC C | HADIT | v | | | |
| Purpose of grant/contribution | TOUTCHO) FOREIC C | FIARIT | <u> </u> | | Amount | |
| GENERAL SUPPORT GRANT | | | | | | 10,656 |
| Name SHELTERING ARMS HOSPITAL | | | | | | |
| Street | | | | - | | |
| 8254 ATLEE ROAD | <u></u> | | | | | |
| City | | | Zip Code | Foreign Cour | ntry | |
| MECHANICSVILLE | <u> </u> | VA | 23116 | L | | |
| Relationship NONE | Foundation Status | LIADIT | V | | | |
| Purpose of grant/contribution | 501(C)(3) PUBLIC C | HARII | Υ | - | Amount | |
| GENERAL SUPPORT GRANT | | | | | Amount | 21,313 |
| Name | | | | | | |
| CHILDRENS HOSPITAL | | | | | | |
| Street | • • | | | | | |
| C/O SAM WEIDMAN 2924 BROOK RO | AD | Ctoto | 7:- Code | Faraign Cour | | |
| RICHMOND | | | Zip Code 23220 | Foreign Cour | itry | |
| Relationship | Foundation Status | VA | 123220 | | · · · · | |
| NONE | 501(C)(3) PUBLIC C | CHARIT | Y | | | |
| Purpose of grant/contribution GENERAL SUPPORT GRANT | | | | | Amount | 21,313 |
| Name | | | | | | |
| JEWISH FAMILY SERVICES Street | | | | | | |
| TREASURER 6718 PATTERSON AVE | | | | | | |
| City | | State | Zip Code | Foreign Cour | ntry | |
| RICHMOND | | VA | 23226 | | | |
| Relationship | Foundation Status | | | | | |
| NONE Purpose of grant/contribution | 501(C)(3) PUBLIC C | HARIT | <u>Y</u> | | Amount | |
| GENERAL SUPPORT GRANT | | | | | Amount | 10,656 |
| | | | | | | 10,030 |
| Name | | | | | | |
| THE VIRGINIA HOME Street | | | - | | | |
| ATTENTION TREASURER 1101 HAM | PTON ST | | | | | |
| City | 101101 | State | Zip Code | Foreign Cour | itry | |
| RICHMOND | | VA | 23220 | | | _ |
| Relationship | Foundation Status | | | | | |
| NONE | 501(C)(3) PUBLIC (| CHARIT | Υ | | | |
| Purpose of grant/contribution | | | | | Amount | |
| GENERAL SUPPORT GRANT | | | | | | <u>21,313</u> |
| Name | | | | | | |
| Street | | - | | | | |
| City | | State | Zip Code | Foreign Cour | ntry | |
| Relationship | Foundation Status | <u> </u> | <u> </u> | | | |
| Purpose of grant/contribution | | | | | Amount | |

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| | | • | Amount | | | | | | Totals | Gross | | Cost Basis and | Cost Other Basis and Expenses | Net or L | Net Gain or Loss |
|-----------|---------------------------------------|--|-----------|---|---|------------------|-------------|--------------|-------------------------------------|------------------------|-----------|---|----------------------------------|-------------|---------------------|
| | 2 K | Long Term CG Distributions Short Term CG Distributions | 6,262 | | | | | ర | Capital Gains/Losses Other sales | | 652,246 | | 615,353 | | 36,893 |
| L | Check "X" to include in Part IV | Description | | Purchaser | Check "X" if Purchaser is a Business | Date Acquired | Acquisition | Date Sold | Gross Sales Price | Cost or Other Basis | Valuation | Expense of Sale and Cost of Improve-ments | Depreciation | Adrustments | Net Gain or Loss |
| Ŀſ | X ARTIS | AN INTERNATIONAL FU | 1 1 | | | 12/28/2010 | ++ | 2/10/2012 | 4,950 | | | | | 0 | 50 |
| ~ | X ARTIS | ARTISAN INTERNATIONAL FU | 04314H204 | | | 12/28/2010 | | 8/8/2012 | 14,777 | 13,861 | 1 | | | 0 | 916 |
| 4 | X ARTIS | AN MID CAP FUND-INS | | | | 4/10/2012 | | 10/16/2012 | 1,602 | | | | | 0 | 14 |
| 2 | 1 | IT SUISSE COMM RT ST | | | | 8/12/2011 | | 8/8/2012 | 3,528 | | | | | 0 | -361 |
| ۰ | X CREDI | IT SUISSE COMM RT ST | 22544R305 | | | 12/3/2010 | ľ | 10/16/2012 | 2,181 | | | | | 0 | -260 |
| - 8 | N X | E & COX INTL STOCK F | | | | 2/8/2011 | | 8/8/2012 | 5,669 | | | | | | 149 |
| a | isaca × | E & COX INTL STOCK F | | | | 12/28/2010 | | 8/8/2012 | 6,919 | | | | | 0 | -858 |
| 2 | y Dong | E & COX INTL STOCK F | 256206103 | | | 12/28/2010 | | 10/16/2012 | 6,787 | | | | | 0 | -358 |
| === | ×× | E & COX INCOME FD CO | | | | 10/24/2011 | | 2/10/2012 | 166 | | | | | 0 | 9 |
| 13 | SOCO X | F & COX INCOME FD CO | | | | 8/28/2007 | | 2/10/2012 | 1,539 | | | | | 0 | 2 26 |
| 14 | 11 | DODGE & COX INCOME FD CO | | | | 8/10/2012 | | 10/16/2012 | 514 | | | | | | 493 |
| 12 | x pope | E & COX INCOME FD CO | | | | 5/10/2012 | | 11/19/2012 | 13,183 | | | | | 0 | 227 |
| 2 5 | ×× | E & COX INCOME FD CO | | | | 8/10/2012 | | 11/19/2012 | 8,580 | | | | | 0 | 98 |
| - 2 | X DREYF | US EMG MKT DEBT LO | | | | 7/18/2011 | | 10/16/2012 | 2 002 | | | | | | 4,003 |
| ē | X DREYF | US EMG MKT DEBT LO | 261980494 | | | 8/12/2011 | | 10/16/2012 | 120 | | | | | 0 | - |
| 20 | X JP MO | RGAN MID CAP VALUE- | | | | 2/4/2011 | | 5/8/2012 | 4,499 | | | | | 0 | 364 |
| 7 | X X | RGAN MID CAP VALUE | | | | 12/28/2010 | | 5/8/2012 | 3,321 | | | | | 0 | 344 |
| 3 5 | ON ON ON | POAN MID CAP VALUE | | | | 12/28/2010 | | 8/8/2012 | 2,757 | | | | | 0 | 358 |
| 7 | YOU SOLD | AAN SACHS GRITH OPP | 381427401 | | | 6/18/2009 | | 4/10/2012 | 46.004 | | | | | 0 | 457 |
| 78 | X | AAN SACHS GRITH OPP | 1 | | | 8/12/2011 | | 4/10/2012 | 15 257 | | | | | | 16,499 |
| 8 | X HARBC | OR CAPITAL APRCTION | ıι | , | | 12/28/2010 | | 2/10/2012 | 4,227 | | | | | 0 | 438 |
| 2 | X HARBC | OR CAPITAL APRCTION | | | | 8/10/2012 | | 10/16/2012 | 1,512 | | | | | 0 | 99 |
| 2 2 | X HAKBC | AN STRATEGIC CROSS | | | | 12/28/2010 | | 10/16/2012 | 4,399 | | | | | 0 | 675 |
| \$ R | ASSUH X | AAN STRATEGIC GROW | 448108100 | | | 2/14/2012 | | 8/8/2012 | 14 959 | | | | | 0 | -626 |
| 3 | X HUSSIA | AAN STRATEGIC GROW | | | | 2/8/2011 | | 1/19/2012 | 2,353 | | | | | | -145 |
| 32 | X ISHAR | ES S & P 500 INDEX FU | | | | 12/28/2010 | | 2/10/2012 | 3,094 | | | | | 0 | 187 |
| ន | X ISHAR | ES S & P 500 INDEX FU | | | | 12/28/2010 | | 5/8/2012 | 31,835 | | | | | 0 | 2,257 |
| , , | X ISHAR | ES CORE S & P 500 ETH | 464287200 | | | 8/8/2012 | | 10/16/2012 | 2,919 | | | | | 0 | 107 |
| នុង | X KEELE X KEELE | Y SMALL CAP VAL FOR | - | | | 12/2011 | | 2/10/2012 | 2 266 | | | | | 0 | 0 |
| 37 | X KEELE | Y SMALL CAP VAL FD C | 487 | | | 12/28/2010 | | 8/8/2012 | 2.171 | | | | | 0 | 75 |
| æ | X KEELE | Y SMALL CAP VAL FD (| 1 3 | | | 12/28/2010 | | 0/16/2012 | 4 707 | | | | | 0 | 428 |
| g | X | IS MONDRIAN INTL FI-II | 11 | | | 12/28/2010 | | 8/8/2012 | 17,651 | | | | | 0 | 387 |
| 왕 ; | X MFS V | ALUE FUND-CLASS 1 89 | 552983694 | - | | 2/4/2011 | , | 8/8/2012 | 3,128 | | | | | 0 | 153 |
| \$ 63 | X MAINS | TAY FP US FOLLTY-INS | - 1 | | | 12/28/2011 | | 2102/91/2 | 32 575 | | | | | 0 | 384 |
| 5 | X MAINS | TAY EP US EQUITY-INS | 1 1 | - minimum - findinger | | 12/28/2010 | | 5/8/2012 | 2,117 | | | | | | 30 |
| 4 | X MAINS | TAY EP US EQUITY-INS | 1 1 | | | 12/28/2010 | | 8/8/2012 | 29,136 | | | | | 0 | 1,198 |
| \$ 5 | X MAINS | TAY EP US EQUITY-INS | - 1 | | | 8/12/2011 | | 8/8/2012 | 3,072 | | | | | 0 | 319 |
| \$ 2 | X | TOTAL RET FOLINST | 693390700 | | | 10/2/26/2010 | | 2/10/2012 | 5,029 | | + | | | 0 | -147 |
| 48 | X PIMCO | TOTAL RET FD-INST 3 | 1 1 | | | 4/3/2011 | | 2/10/2012 | 1.669 | | 1 | | | P | 21 |
| \$ | N | TOTAL RET FD-INST 3 | - 1 | | | 11/25/2008 | | 2/10/2012 | 32,139 | | | | | 0 | 2,285 |
| 2 2 | X FIMCO | PIMCO FORFIGN BD FD USD I | 693390700 | | | 8/10/2012 | | 10/16/2012 | 1,828 | | | | | 0 | 20 |
| 25 | X RIDGE | WORTH SEIX HY BD-1 | | | | 12/3/2010 | | 0/16/2012 | 2 254 | | | | | 3 | 960 |
| S | X RIDGE | RIDGEWORTH SEIX HY BD-1 5 | 1 1 | | | 12/3/2010 | | 1/19/2012 | 1,280 | | | | | | 3 |
| 3 | | WORTH SEIX HY BD-1 | - 1 | | | 12/28/2010 | 7- | 1/19/2012 | 8,392 | | | | | 0 | 101 |
| S | X T ROW | E PRICE SHORT TERM | - 1 | | | 12/28/2010 | | 5/8/2012 | 8,303 | | | | | 0 | 34 |
| 8 6 | X T BOW | T PRICE SHORT TERM | | | | 2/14/2012 | 1 | 5/8/2012 | 18,988 | | | | | 0 | 39 |
| ŝ | X T ROW | E PRICE SHORT TERM | | | | 2/14/2012 | | 1/19/2012 | 10,010 | | - | | | 0 | 200 |
| ŝ | X SPDR L | JJ WILSHIRE INTERNAT | 1 2 | | | 4/29/2011 | | 5/8/2012 | 1,127 | | | | | 0 | -160 |
| 8 | X SPOR I | DJ WILSHIRE INTERNA | - 1 | | | 4/28/2011 | | 5/8/2012 | 2,328 | | | | | 0 | -306 |
| 2 5 | X SPOR | O WILSHIRE IN ERNA | 1 | *************************************** | | 4/28/2011 | | 8/8/2012 | 3,682 | | | | | 0 | -228 |
| 3 2 | X SPDR C | J. WILSHIRE INTERNAT | 78463X863 | | | 4/27/2011 | | 10/16/2012 | 2 624 | | | | | 00 | -57 |
| 표 | X SPDR C | J. WILSHIRE INTERNAT | | | | 4/27/2011 | - | 1/19/2012 | 1,931 | | | | | 0 | -24 |
| 8 | X TCW SI | MALL CAP GROWTH FU | | | | 2/4/2011 | | 2/10/2012 | 420 | | | | | 0 | æ |
| 2 2 | 1 | MALL CAP GROWTH FU | | | | 12/28/2010 | | 2/10/2012 | 4,408 | 4.409 | | | | 0 | 1- |
| 89 | X X | WALL CAP GROWTH FU | 87234N849 | | | 5/10/2012 | | 1/19/2012 | 4,086 | 4,211 | 1 | | | 0 | -125 |
| 3 | 1 | מערב כטו כווכנות אויים | | | | 3/10/40/4 | | 1113/5016 | TOOD'A | 1363,6 | - | T | 7 | ī | -33/1 |

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

| | 26 903 | | · | | | ě | | 9 | 3 5 | 1 2 | 316 | 857 |
|-------------|----------------------------|-----------------------------|---------------------|-------------|--------------|-------------------------|-------------------------|-------------------------|-------------------------|------------------------|---------------------|---------------------|
| aın | | 8 | | Z de C | orloss | | 1. | 7 | | | | |
| Net Gain | Or LOSS | | | | Adjustments | - | | | | | | 0 |
| Other | Apenses 615 353 | 0 | | | Depreciation | | | | | | | |
| Cost, Other | Dasis allo | | Expense of Sale and | lmprove- | ments | | | | | | | |
| | 652 246 | 0 | | Valuation | Method | | | | | | | |
| Gross | 2000 | | | Cost or | Other Basis | 23.427 | 13.158 | 16.395 | 2.250 | 2 302 | 5.019 | 3,950 |
| Totals | Capital Gains/Losses | Other sales | | Gross Sales | Price | 20,333 | 11.987 | 16,854 | 2.226 | 2.069 | 5,644 | 4,807 |
| | ö | i | | Date | Sold | 11/19/2012 | 12/19/2012 | 12/19/2012 | 12/19/2012 | 10/16/2012 | 2/10/2012 | 8/8/2012 |
| | | | | Acquisition | Method | | | | | | | |
| | | | | Oate | Acquired | 12/28/2010 | 12/28/2010 | 8/12/2011 | 8/10/2012 | 12/28/2010 | 12/28/2010 | 12/28/2010 |
| | | | Check "X" if | 13 13 | Business | | | | | | | |
| | | | | | Purchaser | | | | | | | |
| Amount | ı | 0 | | | CUSIP # | 87234N849 | 87234N849 | 87234N849 | 87234N849 | 922042858 | 922908553 | 922908553 |
| | Long Term CG Distributions | Short Term CG Distributions | | | Description | TCW SMALL CAP GROWTH FU | TCW SMALL CAP GROWTH FU | TCW SMALL CAP GROWTH FL | TCW SMALL CAP GROWTH FU | VANGUARD MSCI EMERGING | VANGUARD REIT VIPER | VANGUARD REIT VIPER |
| | | | Chack "Y | to include | in Part IV | × | X | × | × | × | × | × |

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

| | 3,922 | 0 | 0 | 3,922 |
|-----------------|--------------|----------------|---------------|-------------------|
| | | | | Disbursements |
| | Revenue and | | } | for Charitable |
| | Expenses per | Net Investment | Adjusted Net | Purposes |
| Description | Books | Income | <u>Income</u> | (Cash Basis Only) |
| 1 TAX PREP FEES | 3,922 | | | 3,922 |

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Part I, Line 16c (990-PF) - Other Professional Fees

| | 1,350 | 0 | 0 | 1,350 |
|--------------|--------------|----------------|--------------|-------------------|
| | | | | Disbursements |
| ļ | Revenue and | | | for Charitable |
| | Expenses per | Net Investment | Adjusted Net | Purposes |
| Description | Books | Income | Income | (Cash Basis Only) |
| 1 CLERK FEES | 1,350 | | | 1,350 |

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

| | | 1,439 | 653 | | 0 0 |
|---|---------------------------|--------------------------------------|--------------------------|------------------------|---|
| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | FOREIGN TAXES PAID | 653 | 653 | | |
| 2 | PY EXCISE TAX DUE | 22 | | | |
| 3 | ESTIMATED EXCISE PAYMENTS | 764 | | | |

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

| | | | 1,828,308 | 1,786,179 | 1,874,462 |
|------------|------------------------------------|-----------|-------------|-------------|-------------|
| L | | Basis of | Book Value | Book Value | FMV |
| | Asset Description | Valuation | Beg of Year | End of Year | End of Year |
| _ | | | | 0 | |
| 7 | ARTISAN INTERNATIONAL FUND 661 | | 0 | 99,595 | 114,367 |
| ٣ | DODGE & COX INCOME FD COM 147 | | 0 | 25,272 | 27,910 |
| 4 | HARBOR CAPITAL APRCTION-INST 2012 | | 0 | 122,595 | 140,960 |
| 2 | MERGER FD SH BEN INT 260 | | 0 | 39,164 | 38,802 |
| ဖ | PIMCO TOTAL RET FD-INST 35 | | 0 | 181,557 | 185,037 |
| _ | PIMCO FOREIGN BD FD USD H-INST 103 | | 0 | 16,667 | 16,966 |
| 8 | T ROWE PRICE SHORT TERM BD FD 55 | | 0 | 9,332 | 9,351 |
| 6 | ARTISAN MID CAP FUND-INSTL 1333 | | 0 | 66,613 | 65,577 |
| 우 | ISHARES RUSSELL 2000 GROWTH | | 0 | 59,287 | 61,094 |
| 7 | ISHARES S & P 500 INDEX FUND | | 0 | 74,912 | 81,876 |
| 12 | LAUDUS MONDRIAN INTL FI-INST 2940 | | 0 | 16,978 | 16,906 |
| 13 | DODGE & COX INT'L STOCK FD 1048 | | 0 | 117,433 | 116,031 |
| 14 | MFS VALUE FUND-CLASS I 893 | | 0 | 96,963 | 103,241 |
| 15 | DREYFUS EMG MKT DEBT LOC C-1 6083 | | 0 | 91,421 | 96,734 |
| 16 | JP MORGAN MID CAP VALUE-I 758 | | 0 | 44,770 | 54,163 |
| 17 | HUSSMAN STRATEGIC GROWTH FUND 60 | | 0 | 48,904 | 44,236 |
| 82 | Н | | 0 | 66,022 | 79,289 |
| 19 | VANGUARD EMERGING MARKETS ETF | | 0 | 85,612 | 85,498 |
| 20 | OPPENHEIMER DEVELOPING MKT-Y 788 | | 0 | 80,206 | 82,588 |
| 7 | SPDR DJ WILSHIRE INTERNATIONAL REA | | 0 | 73,205 | 77,738 |
| 22 | DIAMOND HILL LONG-SHORT FD CL I 11 | | 0 | 71,173 | 76,487 |
| 23 | RIDGEWORTH SEIX HY BD-1 5855 | | 0 | 92,278 | 95,872 |
| 24 | GATEWAY FUND - Y 1986 | | 0 | 48,401 | 47,872 |
| 25 | CREDIT SUISSE COMM RT ST-CO 2156 | | 0 | 104,116 | 92,481 |
| 5 6 | KEELEY SMALL CAP VAL FD CL I 2251 | | 0 | 53,703 | 63,386 |
| | | | | | |

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 | 222 |
| 2 MUTUAL FUND & CTF INCOME ADDITIONS | 2 | 1,414 |
| 3 Total | . 3 | 1,636 |
| Line 5 - Decreases not included in Part III, Line 2 1 MUTUAL FUND & CTF INCOME SUBTRACTION | 1 | 6,892 |
| 2 PY RETURN OF CAPITAL ADJUSTMENT | | 830 |
| 3 Total | | 7,722 |

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

| 30,631 | Gains Minus Excess of FMV Over Adjusted | SSIS OF LOSSES | 916 | 538 | -361 | -260 | -1,199 | 958 | 330 | 26 | 2,483 | 227 | 88 | 4,689 | + | 384 | 358 | 457 | 16,499 | 1,639 | 99 | 675 | 929 | -145 | ľ | 107 | 0 | 47 | 428 | 387 | 153 | 475 | 39 | 1,198 | -147 | 23 | 2.285 | 20 | 999 | 3 6 | 101 | 34 | 72 | 20 | 306 | -228 | -57 | -23 | 8- | - | 788. | -3,094 | -1,171 | -24 | -233 | 857 |
|---|--|------------------------|-------------------------|------------------------|---------------------------|---------------------------|--------------------------|------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------------|----------------------------|-------------------------|-------------------------|-------------------------|----------------------------|---------------------------|---------------------------|---------------------------|-------------------------|-------------------------|----------------------|--------------------|----------------------------|----------------------------|----------------------------|----------------------------|-----------------------|-------------------------|--------------------------|------------------------|---------------------------|---------------------|---------------------|---------------------|----------------------------|------------------------|------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|----------------------------|---------------------------|---------------------------|----------------------------|----------------------------|---------------------------|--------------------------|----------------------------------|
| 0 | Of FM | 0 | 0 | 000 | 0 | 000 | o | 0 0 | 0 | 0 | 0 | - | 0 | 0'0 | 0 | 0 | - | 0 | 0 | - | 0 | 0 | 5 6 | | | 0 | 0 | 5 C | 0 | 0 (| 000 | 0 | 0 | 2 0 | 20 | 0 | 0 | 0 | 0 | 0 | 0 | 0 0 | 0 | 0 | 0 0 | , 0 | 0 | 0 0 | , 0 | 0 | 5 0 | 0 | 00 | 0 | 0 | 90 |
| | Excess of FMV | Over Adj Dusis | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 0 | Adjusted Basis as of | | 0 | 0 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 0 | 0 | 0 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | 0 | . | 0 0 | 0 | | 0 | 0 | 0 | 0 | 0 | | 0 | 0 | 0 | 0 | 0 | | 0 | 0 | 0 | o | 0 | | 0 | 0 | 0 | 0 | 5 0 | 0 | 0 | | 0 | |
| 0 | F.M.V. as of | 6 | 0 | 0 0 | o | 0 | 0 | 0 | 0 | 0 | 000 | 0 | 0 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 6 | 0 | 0 | 0 | 0 | 5 | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | o | 0 | 50 | О | 0 | 0 | 0 | | 0 | 0 | 0 | 0 | 0 | 500 | 0 | 0 | | 0 | |
| 30,631 | | Gain or Loss 50 | 916 | 538 | -361 | 149 | 1,199 | -858 | 6000 | 26 | 2 483 | 227 | 98 | 4,689 | | 364 | 358 | 457 | 16,499 | 1,639 | 99 | 675 | 979 | -145 | 187 | 107. | 0 | 9/ 22 | 428 | 387 | 153 | 475 | 39 | 1,198 | -147 | 23 | 2 285 | 20 | 999 | 3 | 101 | 34 | 72 | 20 | -160 | -228 | -57 | -23 | , P | - | -337 | -3,094 | -1,171 | -24 | -233 | 857 |
| 615,353 | Cost or Other Basis Plus | 4,900 | 13,861 | 4 534 | 3,889 | 3,540 | 8,064 | 7,177 | 163 | 1,513 | 29,401 | 12,956 | 8,494 | 42,641 | 119 | 4,135 | 2 399 | 2,258 | 29,505 | 3 789 | 1,446 | 3,724 | 15 913 | 2,498 | 2,907 | 2,812 | 445 | 3,190 | 4,279 | 17,264 | 2,975 | 32,101 | 2,078 | 27,938 | 5,178 | 669 | 29,854 | 1,808 | 15,699 | 1,277 | 8,291 | 8,269 | 34,785 | 066'6 | 1,287 | 3,910 | 1,181 | 2,647 | 428 | 4,409 | 5.232 | 23,427 | 13,158 | 2,250 | 2,302 | 3,950 |
| 0 | 1 | O 0 | 0 | 0 0 | 0 | 0 | 0 | 0 | 0 | О | 0 | 0 | 0 | o c | 0 | 0 | 0 | 0 | 0 | | 0 | 0 | | | | | 0 | | | 0 | | 0 | 0 | 5 | 0 | 0 | 0 | О | 0 | 0 | 0 | 0 | 10 | 0 | 0 | 0 | О | 0 | 0 | 0 | | 0 | 0 | 0 | 0 | 30 |
| 0 | Depreciation | Allowed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 645,984 | Gross | 34les Frice 4,950 | 14,777 | 5,072 | 3,528 | 3,181 | 8,865 | 6,919 | 168 | 1,539 | 31,884 | 13,183 | 8,580 | 47,330 | 120 | 4 499 | 2,757 | 2,715 | 46 004 | 15,257 | 1,512 | 4,399 | 9,294 | 2,353 | - | 2,919 | 445 | 3,266 | 4 707 | 17,651 | 3,128 | 32,576 | 2,117 | 307.36 | 5,029 | 722 | 32,139 | 1,828 | 16,365 | 1 280 | 8,392 | 8,303 | 34,857 | 10,010 | 1,127 | 3,682 | 1,124 | 2,624 | 420 | 4 408 | 4 895 | 20,333 | 11,987 | 2,226 | 2,069 | 4,807 |
| | Date | 2/10/2012 | 8/8/2012 | 0/16/2012 | 8/8/2012 | 0/18/2012 | 8/8/2012 | 8/8/2012 | 2/10/2012 | 2/10/2012 | 2/10/2012 | 1/19/2012 | 1/19/2012 | 1/19/2012 | 0/18/2012 | 5/8/2012 | 8/8/2012 | 0/16/2012 | 4/10/2012 | 10/201/2 | 0/16/2012 | 0/16/2012 | 8/8/2012 | 1/19/2012 | 2/10/2012 | 0/18/2012 | 2/10/2012 | 210201/2 | 0/16/2012 | 8/8/2012 | 8/8/2012 0/18/2012 | 2/10/2012 | 5/8/2012 | 2102/8/8 | 10/18/2012 | 2/10/2012 | 2/10/2012 | 0/18/2012 | 8/8/2012 | 1/19/2012 | 1/19/2012 | 5/8/2012 | 8/8/2012 | 1/19/2012 | 5/8/2012 | 8/8/2012 | 8/8/2012 | 011 10/16/2012 | 2/10/2012 | 210/2012 | 1/19/2012 | 1/19/2012 | 2/19/2012 | 2/19/2012 | 0/16/2012 | 8/8/2012 |
| : | Date | 12/28/2010 | 2/28/2010 | 2/28/2010 | /12/2011 | 12/3/2010 | 2/8/2011 | 2/28/2010 | 0/24/2011 | 4/3/2011 | 728/2007 | /10/2012 | /10/2012 | 7872007 | 8/12/2011 | 2/4/2011 | 12/28/2010 | 2/28/2010 | /18/2009 | 1102/21/ | 8/10/2012 | 2/28/2010 | 2/14/2012 | 2/8/2011 | 12/28/2010 | 3/8/2012 | 2/4/2011 | 0102/82/2 | 12/28/2010 | 2/28/2010 | 2/4/2011 | 9/28/2010 | 2/28/2010 | 0102/82/2 | 12/28/2010 | 24/2011 | 11/25/2008 | /10/2012 1 | /12/2011 | 2/3/2010 | 12/28/2010 | 12/28/2010 | /14/2012 | /14/2012 1 | 78/2011 | 4/28/2011 | 110212 | 4/27/2011 1 | 2/4/2011 | 12/28/2010 | /10/2012 | 2/28/2010 1 | 120010 | /10/2012 | 128/2010 | 12/28/2010 |
| | How | Mulled | | | | | | | | | | | | | | | | | | | | | | | | | | | | | T | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amount 6,262 0 | | 04314H204 | 04314H204 | 04314H204 | 22544R305 | 22544R305 | 256206103 | 258208103 | 256210105 | 256210105 | 256210105 | 256210105 | 256210105 | 256210105 | 261980494 | 339128100 | 338128100 | 339128100 | 381427401 | 411511504 | 411511504 | 411511504 | 448108100 | 448108100 | 464287200 | 464287200 | 487300808 | 487300808 | 487300808 | 518550855 | 552983894 | 56063J302 | 56063.1302 | 560633302 | 683974505 | 693380700 | 693390700 | 693390700 | 893390882 | 78828T845 | 78828T845 | 77857P105 | 77957P105 | 77957P105 | 78463X863 | 78463×863 | 78463X863 | 78463X863 | 87234N849 | 87234N849 | 87234N849 | 87234N849 | 87234N849 | 87234N849 | 922042858 | 922908553 |
| Long Term CG Distributions Short Term CG Distributions | | INTERNATIONAL FUND 881 | VINTERNATIONAL FUND 661 | INTERNATIONAL FUND 661 | SUISSE COMM RT ST-CO 2158 | SUISSE COMM RT ST.CO 2156 | S COX INTL STOCK FD 1048 | COX INTL STOCK FD 1048 | S COX INCOME FD COM 147 | & COX INCOME FD COM 147 | & COX INCOME FD COM 147 | S COX INCOME FD COM 147 | & COX INCOME FD COM 147 | S EMB MICT DEBT OC C. 808 | S EMG MKT DEBT LOC C-1 608 | 3AN MID CAP VALUE-I 758 | SAN MID CAP VALUE-1 758 | SAN MID CAP VALUE-I 758 | IN SACHS GRTH OPP FD-1 113 | CAPITAL APROTION-INST 201 | CAPITAL APRCTION-INST 201 | CAPITAL APRCTION-INST 201 | N STRATEGIC GROWTH FUND | N STRATEGIC GROWTH FUND | S & P 500 INDEX FUND | CORE S & P 500 ETF | SMALL CAP VAL FD CL 1 2251 | SMALL CAP VAL FD CL 2251 | SMALL CAP VAL FD CL 2251 | MONDRIAN INTL FI-INST 2940 | DE FUND-CLASS 883 | V EP US EQUITY-INS 1204 | IY EP US EQUITY-INS 1204 | VED US EQUITY INS 1204 | EIMER DEVELOPING MKT-Y 74 | OTAL RET FD-INST 35 | OTAL RET FD-INST 35 | OTAL RET FD-INST 35 | OREIGN BD FD USD H-INST 10 | ORTH SEIX HY BD-1 5855 | ORTH SEIX HY BD-I 5855 | PRICE SHORT TERM BD FD 55 | PRICE SHORT TERM BD FD 55 | PRICE SHORT TERM BD FD 54 | WILSHIRE INTERNATIONAL RE | WILSHIRE INTERNATIONAL RE | WILSHIRE INTERNATIONAL RE | WILSHIRE INTERNATIONAL RE | ALL CAP GROWTH FUND-1 472k | ALL CAP GROWTH FUND-I 472 | ALL CAP GROWTH FUND-1 472 | ALL CAP GROWTH FUND-1 4728 | ALL CAP GROWTH FUND-1 4728 | ALL CAP GROWTH FUND-1 472 | RD MSCI EMERGING MARKETS | 75 VANGUARD REIT VIPER 922808553 |
| | | 1 ARTISAN | 2 ARTISAN | 3 ARTISAN | SCREDIT | 6 CREDIT | 8 DODGE | a DODGE | 11 DODGE | 12 DODGE | 13 DODGE | 15 DODGE | 18 DODGE & | 17 DODGE | 19 DREYFU | 20 JP MORC | 22 UP MORG | 23 JP MORG | 24 GOLDMA | 25 GOLDMA | 27 HARBOR | 28 HARBOR | 29 HUSSMA | 31 HUSSMA | 32 SHARES | 34 ISHARES | 35 KEELEY | 36 KEELEY | 38 KEELEY | 39 LAUDUS | 40 MFS VAL | 42 MAINSTA | 43 MAINSTA | ALE MAINSTA | 46 OPPENH | 47 PIMCO T | 49 PIMCO T | 50 PIMCO TO | 51 PIMCO F | 53 RIDGEWG | 54 RIDGEW | SS T ROWE | 57 T ROWE | 58 T ROWE | 69 SPOR D | 61 SPDR DJ | 62 SPDR DJ | 63 SPDR DJ | 65 TCW SMA | 68 TCW SM | SS TCW SW | 69 TCW SMA | 70 TCW SM | 72 TCW SMA | 73 VANGUA | 75 VANGUA |

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

| - | | To - | , - |
|--------|------------------------------------|--|-----|
| | Expense | | |
| 0 | Benefits | 0 | |
| 21,421 | Avg Hrs Tite Per Week Compensation | 21,421 | |
| | Avg Hrs Per Week | 4 00 | |
| | | TRUSTEE | |
| | Foreign Country | | |
| | State Zip Code | 9106-2112 | |
| | State | PA | |
| | Cıty | hiladelphia | |
| | Street | 101N Indepndence Mall E MACY1374Philadelphia | |
| | Check "X" | | |
| | Мате | Wells Fargo Bank N.A. Trust Tax C. | |

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

| | | | | | Date | | Amount |
|---|--------------------------------------|--|---|------|------------|-----|--------|
| | Credit from prior year return | | | | | 1 | 0 |
| 2 | First quarter estimated tax payment | | | | 5/9/2012 | 2 | 191 |
| | Second quarter estimated tax payment | | • | | 6/11/2012 | 3 _ | 191 |
| | Third quarter estimated tax payment. | | | | 9/11/2012 | 4 | 191 |
| 5 | Fourth quarter estimated tax payment | | | | 12/11/2012 | 5 - | 191 |
| 6 | Other payments | | | | | 6 | 0 |
| | Total | | | | | 7 | 764 |

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| Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income | | 07.000 |
|--|------------------|--------|
| 1 Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year | 1 | 87,299 |
| 2 | 2 | |
| 3 | | |
| 4 | — ₄ — | |
| | 5 | |
| | ₆ | |
| | ₇ | |
| | ₈ | |
| | 9 | |
|) Total | 10 | 87.299 |