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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

and ending

Name of foundation

VA S E OBERDORFER CHAR TUW

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

City or town, state, and ZIP code

Philadelphia

PA

19106-2112

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☒

Address change

☐

Name change

H Check type of organization

☐

Section 501(c)(3) exempt private foundation

☒ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

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

1,953,123

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

54-6033096

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	43,390	42,511		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	36,893			
b Gross sales price for all assets on line 6a 652,246				
7 Capital gain net income (from Part IV, line 2)		36,893		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	80,283	79,404	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	21,421	16,066		5,355
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,922			3,922
c Other professional fees (attach schedule)	1,350			1,350
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,439	653		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	28,132	16,719	0	10,627
25 Contributions, gifts, grants paid	85,251			85,251
26 Total expenses and disbursements. Add lines 24 and 25	113,383	16,719	0	95,878
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-33,100			
b Net investment income (if negative, enter -0-)		62,685		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) VA S E OBERDORFER CHAR TUW

54-6033096 Page 2

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	1,796	2,195	2,195
	2	Savings and temporary cash investments	73,923	76,467	76,467
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,828,308	1,786,179	1,874,462
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,904,027	1,864,841	1,953,124
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	1,904,027	1,864,841	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,904,027	1,864,841	
	31	Total liabilities and net assets/fund balances (see instructions)	1,904,027	1,864,841	

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	1,904,027
2	Enter amount from Part I, line 27a	2	-33,100
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,636
4	Add lines 1, 2, and 3	4	1,872,563
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,722
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,864,841

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	36,893
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

(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	90,270	1,947,452	0.046353
2010	88,933	1,828,573	0.048635
2009	99,926	1,618,379	0.061744
2008	112,708	2,018,232	0.055845
2007	104,867	2,359,514	0.044444

2 Total of line 1, column (d)	2	0.257021
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	0.051404
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,894,493
5 Multiply line 4 by line 3	5	97,385
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	627
7 Add lines 5 and 6	7	98,012
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	95,878

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,254
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	1,254
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,254
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	764
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	764
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	490
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	<input checked="" type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No	X

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

N/A

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

N/A

☐ Yes ☐ No

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

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

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b**

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	21,421		

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

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

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

☐

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,865,641
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)	1d	1,923,343
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,923,343
4	Cash deemed held for charitable activities. Enter 1 1/2 % 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	5	1,894,493
6	Minimum investment return. Enter 5% of line 5	6	94,725

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	94,725
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,254	
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	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	

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	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		
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	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 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				93,471
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			87,299	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 95,878				
a Applied to 2011, but not more than line 2a			87,299	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				8,579
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				84,892
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
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)**N/A**

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	85,251
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 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? | | Yes | No |
|--|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

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

**Sign
Here**

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

John A. Salentic SVP Wells Fargo Bank N.A.

4/18/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if

PTIN

JOSEPH J. CASTRIANO

4/18/2013

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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54-6033096 Page 1 of 1

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

Recipient(s) paid during the year

Name

HEBREW FUND FOR THE AGED

Street

ATTN NEIL S KESSLER TROUTMAN SANDERS LLP PO BOX 1122

City

RICHMOND

State

VA

Zip Code

23218-1122

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,656

Name

SHELTERING ARMS HOSPITAL

Street

8254 ATLEE ROAD

City

MECHANICSVILLE

State

VA

Zip Code

23116

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

21,313

Name

CHILDRENS HOSPITAL

Street

C/O SAM WEIDMAN 2924 BROOK ROAD

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

21,313

Name

JEWISH FAMILY SERVICES

Street

TREASURER 6718 PATTERSON AVE

City

RICHMOND

State

VA

Zip Code

23226

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,656

Name

THE VIRGINIA HOME

Street

ATTENTION TREASURER 1101 HAMPTON ST

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

21,313

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Check "X" to include in Part IV	Long Term CG Distributions	Short Term CG Distributions	Amount	CUSIP #	Description	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals				Net Gain or Loss		
												Capital Gains/Losses					Other sales	
												Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements			Depreciation
1	X				ARTISAN INTERNATIONAL FU			12/28/2010		2/10/2012	4,950	4,900			50	36,893		
2	X		6,282		ARTISAN INTERNATIONAL FU			12/28/2010		8/8/2012	14,777	13,861			916	0		
3	X				ARTISAN INTERNATIONAL FU			12/28/2010		10/16/2012	5,072	4,534			538	0		
4	X				ARTISAN MID CAP FUND-INS			4/10/2012		10/16/2012	1,602	1,588			14	0		
5	X				CREDIT SUISSE COMM RT ST			8/12/2011		8/8/2012	3,528	3,889			-361	0		
6	X				CREDIT SUISSE COMM RT ST			12/3/2010		10/16/2012	2,181	2,441			-260	0		
7	X				DIAMOND HILL LONG-SHORT			8/10/2012		10/16/2012	3,689	3,540			149	0		
8	X				DODGE & COX INTL STOCK F			2/8/2011		8/8/2012	6,865	8,064			-1,199	0		
9	X				DODGE & COX INTL STOCK F			12/28/2010		8/8/2012	6,919	7,777			-858	0		
10	X				DODGE & COX INTL STOCK F			12/28/2010		10/16/2012	6,787	7,145			-358	0		
11	X				DODGE & COX INCOME FD C			10/24/2011		2/10/2012	166	163			3	0		
12	X				DODGE & COX INCOME FD C			4/3/2011		2/10/2012	1,539	1,513			26	0		
13	X				DODGE & COX INCOME FD C			8/28/2007		2/10/2012	31,884	29,401			2,483	0		
14	X				DODGE & COX INCOME FD C			8/10/2012		10/16/2012	514	510			4	0		
15	X				DODGE & COX INCOME FD C			5/10/2012		11/19/2012	13,183	12,956			227	0		
16	X				DODGE & COX INCOME FD C			8/10/2012		11/19/2012	8,580	8,494			86	0		
17	X				DODGE & COX INCOME FD C			8/28/2007		11/19/2012	47,330	42,641			4,689	0		
18	X				DREYFUS EMG MKT DEBT LO			7/18/2011		10/16/2012	2,002	2,016			-14	0		
19	X				DREYFUS EMG MKT DEBT LO			8/12/2011		10/16/2012	120	119			1	0		
20	X				JP MORGAN MID CAP VALUE			2/4/2011		5/8/2012	4,499	4,135			364	0		
21	X				JP MORGAN MID CAP VALUE			12/28/2010		8/8/2012	3,321	2,977			344	0		
22	X				JP MORGAN MID CAP VALUE			12/28/2010		10/16/2012	2,757	2,399			358	0		
23	X				JP MORGAN MID CAP VALUE			12/28/2010		4/10/2012	2,715	2,258			457	0		
24	X				GOLDMAN SACHS GRTH OPP			6/18/2009		4/10/2012	46,004	29,505			16,499	0		
25	X				GOLDMAN SACHS GRTH OPP			8/12/2011		2/10/2012	15,257	13,618			1,639	0		
26	X				HARBOR CAPITAL APRTION			12/28/2010		10/16/2012	4,227	3,789			438	0		
27	X				HARBOR CAPITAL APRTION			8/10/2012		10/16/2012	1,512	1,446			66	0		
28	X				HARBOR CAPITAL APRTION			12/28/2010		10/16/2012	4,399	3,724			675	0		
29	X				HUSSMAN STRATEGIC GROW			2/14/2012		8/8/2012	9,294	9,920			-626	0		
30	X				HUSSMAN STRATEGIC GROW			2/8/2011		8/8/2012	14,959	15,913			-954	0		
31	X				HUSSMAN STRATEGIC GROW			2/8/2011		11/19/2012	2,353	2,498			-145	0		
32	X				ISHARES S & P 500 INDEX FU			12/28/2010		2/10/2012	3,094	2,907			187	0		
33	X				ISHARES S & P 500 INDEX FU			12/28/2010		5/8/2012	31,835	29,578			2,257	0		
34	X				ISHARES CORE S & P 500 ETH			8/9/2012		10/16/2012	2,919	2,812			107	0		
35	X				KEELEY SMALL CAP VAL FD C			2/4/2011		2/10/2012	445	445			0	0		
36	X				KEELEY SMALL CAP VAL FD C			12/28/2010		2/10/2012	3,266	3,190			76	0		
37	X				KEELEY SMALL CAP VAL FD C			12/28/2010		8/8/2012	2,171	2,114			57	0		
38	X				KEELEY SMALL CAP VAL FD C			12/28/2010		10/16/2012	4,707	4,279			428	0		
39	X				LAUDUS MONDRIAN INTL FFI			12/28/2010		8/8/2012	17,651	17,264			387	0		
40	X				MFS VALUE FUND-CLASS I 84			2/4/2011		8/8/2012	3,128	2,975			153	0		
41	X				MFS VALUE FUND-CLASS I 84			2/4/2011		10/16/2012	4,501	4,117			384	0		
42	X				MAINSTAY EP US EQUITY-INS			12/28/2010		2/10/2012	32,576	32,101			475	0		
43	X				MAINSTAY EP US EQUITY-INS			12/28/2010		5/8/2012	2,117	2,078			39	0		
44	X				MAINSTAY EP US EQUITY-INS			12/28/2010		8/8/2012	29,136	27,938			1,198	0		
45	X				MAINSTAY EP US EQUITY-INS			8/12/2011		8/8/2012	3,072	2,753			319	0		
46	X				OPPENHEIMER DEVELOPING			6/3974505		10/16/2012	5,029	5,176			-147	0		
47	X				PIMCO TOTAL RET FD-INST 3			693390700		2/10/2012	722	699			23	0		
48	X				PIMCO TOTAL RET FD-INST 3			693390700		2/10/2012	1,669	1,648			21	0		
49	X				PIMCO TOTAL RET FD-INST 3			693390700		2/10/2012	32,139	29,854			2,285	0		
50	X				PIMCO FOREIGN BD FD USD			693390882		10/16/2012	1,828	1,808			20	0		
51	X				PIMCO FOREIGN BD FD USD			693390882		8/8/2012	16,365	15,699			666	0		
52	X				RIDGEMOUNT SEIX HY BD-1 4			766287645		10/16/2012	2,254	2,228			26	0		
53	X				RIDGEMOUNT SEIX HY BD-1 4			766287645		11/19/2012	1,280	1,277			3	0		
54	X				RIDGEMOUNT SEIX HY BD-1 4			766287645		11/19/2012	8,392	8,291			101	0		
55	X				T ROWE PRICE SHORT TERM			77957P105		5/8/2012	8,303	8,269			34	0		
56	X				T ROWE PRICE SHORT TERM			77957P105		5/8/2012	18,988	18,949			39	0		
57	X				T ROWE PRICE SHORT TERM			77957P105		8/8/2012	34,657	34,785			72	0		
58	X				T ROWE PRICE SHORT TERM			77957P105		11/19/2012	10,010	9,990			20	0		
59	X				SPDR DJ WILSHIRE INTERNA			78463X863		5/8/2012	1,127	1,287			-160	0		
60	X				SPDR DJ WILSHIRE INTERNA			78463X863		8/8/2012	2,328	2,634			-306	0		
61	X				SPDR DJ WILSHIRE INTERNA			78463X863		8/8/2012	3,682	3,910			-228	0		
62	X				SPDR DJ WILSHIRE INTERNA			78463X863		10/16/2012	1,124	1,181			-57	0		
63	X				SPDR DJ WILSHIRE INTERNA			78463X863		11/19/2012	2,824	2,647			-23	0		
64	X				TCW SMALL CAP GROWTH FU			87234N849		2/10/2012	1,931	1,955			-24	0		
65	X				TCW SMALL CAP GROWTH FU			87234N849		2/10/2012	420	428			-8	0		
66	X				TCW SMALL CAP GROWTH FU			87234N849		2/10/2012	4,408	4,409			-1	0		
67	X				TCW SMALL CAP GROWTH FU			87234N849		10/16/2012	4,086	4,211			-125	0		
68	X				TCW SMALL CAP GROWTH FU			87234N849		11/19/2012	4,895	5,232			-337	0		

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

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Cost, Other Basis and Expenses		Net Gain or Loss	
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation		Adjustments
69	TCW SMALL CAP GROWTH FUND	87234N849			12/28/2010		11/19/2012	20,333	23,427			0	-3,094	
70	TCW SMALL CAP GROWTH FUND	87234N849			12/28/2010		12/19/2012	11,987	13,158			0	-1,171	
71	TCW SMALL CAP GROWTH FUND	87234N849			8/12/2011		12/19/2012	16,854	16,395			0	459	
72	TCW SMALL CAP GROWTH FUND	87234N849			8/10/2012		12/19/2012	2,226	2,250			0	-24	
73	VANGUARD MSCI EMERGING	922042858			12/28/2010		10/16/2012	2,069	2,302			0	-233	
74	VANGUARD REIT VIPER	922908553			12/28/2010		2/10/2012	5,644	5,019			0	625	
75	VANGUARD REIT VIPER	922908553			12/28/2010		8/8/2012	4,807	3,950			0	857	
Long Term CG Distributions		Amount		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
Short Term CG Distributions		6,262		Other sales		652,246		615,353		36,893				
		0				0		0		0				

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

		3,922	0	0	3,922
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	3,922			3,922

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

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

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
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1			0	
2	ARTISAN INTERNATIONAL FUND 661		99,595	114,367
3	DODGE & COX INCOME FD COM 147		25,272	27,910
4	HARBOR CAPITAL APRCION-INST 2012		122,595	140,960
5	MERGER FD SH BEN INT 260		39,164	38,802
6	PIMCO TOTAL RET FD-INST 35		181,557	185,037
7	PIMCO FOREIGN BD FD USD H-INST 103		16,667	16,966
8	T ROWE PRICE SHORT TERM BD FD 55		9,332	9,351
9	ARTISAN MID CAP FUND-INSTL 1333		66,613	65,577
10	ISHARES RUSSELL 2000 GROWTH		59,287	61,094
11	ISHARES S & P 500 INDEX FUND		74,912	81,876
12	LAUDUS MONDRIAN INTL FI-INST 2940		16,978	16,906
13	DODGE & COX INT'L STOCK FD 1048		117,433	116,031
14	MFS VALUE FUND-CLASS I 893		96,963	103,241
15	DREYFUS EMG MKT DEBT LOC C-I 6083		91,421	96,734
16	JP MORGAN MID CAP VALUE-I 758		44,770	54,163
17	HUSSMAN STRATEGIC GROWTH FUND 60		48,904	44,236
18	VANGUARD REIT VIPER		66,022	79,289
19	VANGUARD EMERGING MARKETS ETF		85,612	85,498
20	OPPENHEIMER DEVELOPING MKT-Y 788		80,206	82,588
21	SPDR DJ WILSHIRE INTERNATIONAL REA		73,205	77,738
22	DIAMOND HILL LONG-SHORT FD CL I 11		71,173	76,487
23	RIDGEWORTH SEIX HY BD-I 5855		92,278	95,872
24	GATEWAY FUND - Y 1986		48,401	47,872
25	CREDIT SUISSE COMM RT ST-CO 2156		104,116	92,481
26	KEELEY SMALL CAP VAL FD CL I 2251		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	2	830
3	Total	3	7,722

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

[illegible]

[illegible]

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

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

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	87,299
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	87,299