



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 ROBERT AND RUTH K LEE FOUNDATION		A Employer identification number 56-6562309
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		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 735,108		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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	16,192	15,860		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	6,688			
	b Gross sales price for all assets on line 6a 233,391				
	7 Capital gain net income (from Part IV, line 2)		6,688		
	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	22,880	22,548	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	11,934	8,950		2,984
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,442			1,442
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	231	231		
	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	13,607	9,181	0	4,426
	25 Contributions, gifts, grants paid	35,000			35,000
26 Total expenses and disbursements. Add lines 24 and 25	48,607	9,181	0	39,426	
27 Subtract line 26 from line 12	-25,727				
a Excess of revenue over expenses and disbursements		13,367			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

20NE

Form 990-PF (2012) ROBERT AND RUTH K LEE FOUNDATION

56-6562309

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		556	556
	2	Savings and temporary cash investments	29,603	27,980	27,980
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments—U S and state government obligations (attach schedule)			
		b Investments—corporate stock (attach schedule)			
		c Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	690,741	664,654	706,573	
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)	720,344	693,190	735,109	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	720,344	693,190	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	720,344	693,190	
31	Total liabilities and net assets/fund balances (see instructions)	720,344	693,190		

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	720,344
2	Enter amount from Part I, line 27a	2	-25,727
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	1,515
4	Add lines 1, 2, and 3	4	696,132
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	2,942
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	693,190

Form 990-PF (2012)

Form 990-PF (2012)

ROBERT AND RUTH K LEE FOUNDATION

56-6562309 Page 3

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) FMV 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	6,688
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	34,433	746,702	0.046113
2010	33,304	709,684	0.046928
2009	37,875	629,460	0.060171
2008	41,325	772,411	0.053501
2007	40,750	899,585	0.045299

2 Total of line 1, column (d)	2	0.252012
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	0.050402
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5	4	726,777
5 Multiply line 4 by line 3	5	36,631
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	134
7 Add lines 5 and 6	7	36,765
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	39,426

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	134	
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	134	
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	134	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	247	
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	247	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	113	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 113 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

ROBERT AND RUTH K LEE FOUNDATION

56-6562309

Page 5

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 MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	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

Form 990-PF (2012)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	11,934		

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	709,710
b	Average of monthly cash balances	1b	28,135
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	737,845
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	737,845
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,068
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	726,777
6	Minimum investment return. Enter 5% of line 5	6	36,339

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	36,339
2a	Tax on investment income for 2012 from Part VI, line 5	2a	134
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	134
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,205
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,205
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	36,205

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	39,426
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	39,426
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	134
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	39,292

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				36,205
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			34,461	
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 ▶ \$ <u>39,426</u>				
a Applied to 2011, but not more than line 2a			34,461	
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				4,965
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				31,240
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				

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0

				0
--	--	--	--	---

				0
--	--	--	--	---

--	--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

--	--	--	--	--

					0
--	--	--	--	--	---

--	--	--	--	--

				0
--	--	--	--	---

--	--	--	--	--

--	--	--	--	--	--

					6
					2

--	--	--	--	--	--

1 Information Regarding Foundation Managers:

NONE

NONE

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.

1-888-234-1999 GRANTADMINISTRATION@WELLSFARGO.COM

APPLICATION FORM FOUND ONLINE AT WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/LEE

SEPTEMBER 1, 2013

501(c)(3) ORGANIZATION WITH INTERESTS IN HIGHER EDUCATION, ARTS, LITERARY ENDEAVORS, AND PROGRAMS FOR THE E

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	35,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	16,192	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	6,688	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		22,880	0
13	Total. Add line 12, columns (b), (d), and (e)				13	22,880

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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. Sulewski SVP Wells Fargo Bank N.A.

4/19/2013

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 _____

PTIN

JOSEPH J CASTRIANO

Alfred

4/19/2013

Check ☒ if
self-employed

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
----------	--------------

Account Name: Robert and Ruth K Lee Foundation

Account Number: 2019002426

EIN: 56-6562309

South Carolina does not require and prefers that a copy of the 990-PF is not filed with their office.

ROBERT AND RUTH K LEE FOUNDATION

56-6562309 Page 1 of 2

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

Recipient(s) paid during the year

Name

DILIGENT HANDS GRACIOUS HEARTS

Street

PO BOX 2939

City

GREENVILLE

State

SC

Zip Code

29602

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

SOUTH CAROLINA CHILDRENS THEATRE

Street

153 AUGUSTA STREET

City

GREENVILLE

State

SC

Zip Code

29601

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

A CHILDS HAVEN

Street

1124 RUTHERFORD ROAD

City

GREENVILLE

State

SC

Zip Code

29609

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

EQUEST THERAPEUTIC RIDING CENTER

Street

65 DROWN LANE

City

LYMAN

State

ME

Zip Code

04002

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

PUBLIC EDUCATION PARTNERS GREENVILLE

Street

225 S. PLEASANTBURG DRIVE, SUITE B1

City

GREENVILLE

State

SC

Zip Code

29607

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CLEMENTS KINDNESS FUND THE CHILDREN

Street

27 CLEVELAND STREET, SUITE 101

City

GREENVILLE

State

SC

Zip Code

29601

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

ROBERT AND RUTH K LEE FOUNDATION

56-6562309 Page 2 of 2

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

Recipient(s) paid during the year

Name

SPECIALIZED ALTERNATIVES FOR FAMILIES AND YOUTH OF SC, INC

Street

5 CENTURY DRIVE, SUITE 130

City

GREENVILLE

State

SC

Zip Code

29607

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

YMCA JUDSON COMMUNITY CENTER

Street

2 EIGHTH STREET

City

GREENVILLE

State

SC

Zip Code

29611

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SENIOR ACTION, INC

Street

50 DIRECTORS DRIVE

City

GREENVILLE

State

SC

Zip Code

29615

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

		Amount				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
Long Term CG Distributions		1,972				Capital Gains/Losses		233,391		226,703		6,688		
Short Term CG Distributions		0				Other sales		0		0		0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FU	04314H204		10/18/2010		2/10/2012	1,737	1,746				0	-9
2	X	ARTISAN INTERNATIONAL FU	04314H204		10/18/2010		8/8/2012	5,315	5,062				0	253
3	X	ARTISAN INTERNATIONAL FU	04314H204		10/18/2010		11/28/2012	1,733	1,571				0	162
4	X	ARTISAN INTERNATIONAL FU	04314H204		10/18/2010		12/4/2012	1,136	1,026				0	110
5	X	ARTISAN MID CAP FUND-INS	04314H800		4/10/2012		12/4/2012	994	992				0	2
6	X	CREDIT SUISSE COMM RT ST	22544R305		8/12/2011		8/8/2012	1,328	1,484				0	-156
7	X	CREDIT SUISSE COMM RET S	22544R305		8/12/2011		12/4/2012	722	809				0	-87
8	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		11/28/2012	91	89				0	2
9	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		12/4/2012	906	894				0	12
10	X	DODGE & COX INTL STOCK F	256208103		11/14/2007		8/8/2012	5,004	7,748				0	-2,744
11	X	DODGE & COX INTL STOCK F	256208103		11/14/2007		11/18/2012	1,342	1,898				0	-556
12	X	DODGE & COX INTL STOCK F	256208103		11/14/2007		11/28/2012	664	979				0	-311
13	X	DODGE & COX INTL STOCK F	256208103		11/14/2007		12/4/2012	1,351	1,949				0	-598
14	X	DODGE & COX INCOME FD CI	256210105		2/4/2011		2/10/2012	9,773	9,500				0	273
15	X	DODGE & COX INCOME FD CI	256210105		4/28/2011		2/10/2012	1,711	1,687				0	24
16	X	DODGE & COX INCOME FD CI	256210105		10/24/2011		2/10/2012	1,759	1,719				0	40
17	X	DREYFUS EMG MKT DEBT LG	281880494		10/18/2010		12/4/2012	911	908				0	3
18	X	JP MORGAN MID CAP VALUE	339128100		10/18/2010		5/8/2012	2,283	1,911				0	372
19	X	JP MORGAN MID CAP VALUE	339128100		10/18/2010		8/8/2012	1,027	835				0	192
20	X	JP MORGAN MID CAP VALUE	339128100		8/12/2011		11/28/2012	822	839				0	-17
21	X	JP MORGAN MID CAP VALUE	339128100		8/12/2011		12/4/2012	732	573				0	159
22	X	GOLDMAN SACHS GRTH OPP	38142Y401		11/25/2008		4/10/2012	4,383	2,285				0	2,098
23	X	GOLDMAN SACHS GRTH OPP	38142Y401		10/31/2008		4/10/2012	14,012	8,857				0	5,155
24	X	GOLDMAN SACHS GRTH OPP	38142Y401		8/12/2011		4/10/2012	2,903	2,581				0	312
25	X	HARBOR CAPITAL APRCTON	411511504		10/18/2010		2/10/2012	2,462	2,081				0	401
26	X	HARBOR CAPITAL APRCTON	411511504		8/10/2012		11/28/2012	336	331				0	5
27	X	HARBOR CAPITAL APRCTON	411511504		11/21/2012		11/28/2012	1,226	1,205				0	21
28	X	HARBOR CAPITAL APRCTON	411511504		11/21/2012		12/4/2012	236	233				0	3
29	X	HARBOR CAPITAL APRCTON	411511504		10/18/2010		12/4/2012	1,194	975				0	219
30	X	HUSSMAN STRATEGIC GROV	448108100		10/18/2010		8/8/2012	9,193	10,788				0	-1,595
31	X	ISHARES S & P 500 INDEX FU	464287200		10/18/2010		2/10/2012	2,018	1,781				0	237
32	X	ISHARES S & P 500 INDEX FU	464287200		10/18/2010		5/8/2012	11,292	9,857				0	1,435
33	X	ISHARES CORE S & P 500 ET	464287200		8/8/2012		12/4/2012	851	844				0	7
34	X	ISHARES RUSSELL 2000 GRC	464287648		11/18/2012		12/4/2012	745	719				0	26
35	X	KEELEY SMALL CAP VAL FD C	487300808		10/18/2010		2/10/2012	2,216	1,905				0	311
36	X	KEELEY SMALL CAP VAL FD C	487300808		5/10/2012		8/8/2012	801	783				0	18
37	X	KEELEY SMALL CAP VAL FD C	487300808		5/10/2012		11/28/2012	585	534				0	51
38	X	TCW SMALL CAP GROWTH FI	87234N849		5/10/2012		11/19/2012	1,693	1,810				0	-117
39	X	TCW SMALL CAP GROWTH FI	87234N849		8/10/2012		11/19/2012	748	794				0	-46
40	X	TCW SMALL CAP GROWTH FI	87234N849		10/18/2010		11/18/2012	7,501	7,015				0	-414
41	X	TCW SMALL CAP GROWTH FI	87234N849		10/18/2010		12/4/2012	737	755				0	-18
42	X	TCW SMALL CAP GROWTH FI	87234N849		10/18/2010		12/19/2012	4,397	4,420				0	-23
43	X	TCW SMALL CAP GROWTH FI	87234N849		8/12/2011		12/18/2012	6,265	6,094				0	171
44	X	VANGUARD MSCI EMERGING	922042858		10/18/2010		2/10/2012	1,942	2,132				0	-190
45	X	VANGUARD MSCI EMERGING	922042858		10/18/2010		12/4/2012	1,055	1,184				0	-129
46	X	VANGUARD REIT VIPER	922085553		10/18/2010		2/10/2012	2,357	2,089				0	268
47	X	VANGUARD REIT VIPER	922085553		10/18/2010		8/8/2012	1,778	1,456				0	322
48	X	VANGUARD REIT VIPER	922085553		11/19/2012		11/28/2012	446	442				0	4
49	X	VANGUARD REIT VIPER	922085553		11/19/2012		12/4/2012	842	821				0	21
50	X	KEELEY SMALL CAP VAL FD C	487300808		8/12/2011		11/28/2012	852	894				0	-156
51	X	KEELEY SMALL CAP VAL FD C	487300808		8/12/2011		12/4/2012	783	831				0	-152
52	X	LAUDUS MONDRIAN INTL FHI	518550855		10/18/2010		8/8/2012	7,419	7,700				0	-281
53	X	MFS VALUE FUND-CLASS I B	552983694		2/4/2011		8/8/2012	1,176	1,119				0	57
54	X	MFS VALUE FUND-CLASS I B	552983694		2/4/2011		12/4/2012	1,268	1,190				0	78
55	X	MAINSTAY EP US EQUITY JNS	56063J302		10/18/2010		2/10/2012	12,239	12,746				0	-507
56	X	MAINSTAY EP US EQUITY JNS	56063J302		10/18/2010		5/8/2012	771	800				0	-29
57	X	MAINSTAY EP US EQUITY JNS	56063J302		10/18/2010		8/8/2012	11,486	11,840				0	-154
58	X	MERGER FD SH BEN INT 260	569509108		10/18/2010		8/8/2012	207	207				0	0
59	X	OPPENHEIMER DEVELOPING	883974505		10/18/2010		11/19/2012	892	928				0	-36
60	X	OPPENHEIMER DEVELOPING	883974505		10/18/2010		12/4/2012	1,082	1,100				0	-18
61	X	PIMCO TOTAL RET FD-INST	893390700		10/18/2010		2/10/2012	12,199	12,836				0	-637
62	X	PIMCO TOTAL RET FD-INST	893390700		10/18/2010		12/4/2012	733	736				0	-3
63	X	PIMCO FOREIGN BD FD USD	893390882		2/14/2012		8/8/2012	1,453	1,402				0	51
64	X	PIMCO FOREIGN BD FD USD	893390882		8/12/2011		8/8/2012	6,503	6,236				0	265
65	X	RIDGEMOUNT SEIX HY BD4	768281845		10/18/2010		11/18/2012	4,266	4,227				0	39
66	X	RIDGEMOUNT SEIX HY BD4	768281845		10/18/2010		12/4/2012	845	829				0	19
67	X	T ROWE PRICE SHORT TERM	77957P105		10/18/2010		5/8/2012	8,905	8,996				0	-91
68	X	T ROWE PRICE SHORT TERM	77957P105		10/18/2010		8/8/2012	7,772	7,852				0	-80

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

										Totals:		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses:		233,391		228,703		6,688	
										Other sales:		0		0		0	

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

		1,442	0	0	1,442
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,442			1,442

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

		231	231	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	231	231		

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

		690,741	664,654	706,573	
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	DODGE & COX INCOME FD COM 147		0	43,126	45,734
3	ARTISAN INTERNATIONAL FUND 661		0	34,972	39,608
4	HARBOR CAPITAL APRCTION-INST 2012		0	39,274	48,615
5	MERGER FD SH BEN INT 260		0	14,715	14,640
6	PIMCO TOTAL RET FD-INST 35		0	41,294	41,703
7	PIMCO FOREIGN BD FD USD H-INST 103		0	7,014	7,140
8	T ROWE PRICE SHORT TERM BD FD 55		0	10,917	10,939
9	ARTISAN MID CAP FUND-INSTL 1333		0	23,261	22,907
10	ISHARES RUSSELL 2000 GROWTH		0	21,017	21,635
11	ISHARES S & P 500 INDEX FUND		0	24,966	28,485
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	7,373	7,116
13	DODGE & COX INT'L STOCK FD 1048		0	35,962	40,256
14	MFS VALUE FUND-CLASS I 893		0	34,764	37,018
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	39,871	41,143
16	JP MORGAN MID CAP VALUE-I 758		0	14,677	18,685
17	HUSSMAN STRATEGIC GROWTH FUND 6		0	20,736	17,613
18	VANGUARD REIT VIPER		0	24,442	29,610
19	VANGUARD EMERGING MARKETS ETF		0	29,840	30,013
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	27,890	29,100
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	28,276	28,986
22	DIAMOND HILL LONG-SHORT FD CL I 11		0	26,444	29,343
23	RIDGEWORTH SEIX HY BD-I 5855		0	39,496	41,025
24	GATEWAY FUND - Y 1986		0	18,338	18,138
25	CREDIT SUISSE COMM RT ST-CO 2156		0	39,026	35,121
26	KEELEY SMALL CAP VAL FD CL I 2251		0	16,963	22,000

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	332
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	573
3	FEDERAL EXCISE TAX REFUND	3	610
4	Total	4	1,515

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,602
2	PY RETURN OF CAPITAL ADJUSTMENT	2	340
3	Total	3	2,942

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

Long Term CG Distributions		Amount		231.419		0		3		226.708		4.718		0		0		4.718	
Short Term CG Distributions		0		0		0		0		0		0		0		0		0	
	Description of Property Sold	CLUSTIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses					
1	ARTISAN INTERNATIONAL FUND 661	04314H204		10/18/2010	2/10/2012	1.737		0	1.746	8	0	0	0	8					
2	ARTISAN INTERNATIONAL FUND 661	04314H204		10/18/2010	8/8/2012	5.315		0	5.062	253	0	0	0	253					
3	ARTISAN INTERNATIONAL FUND 661	04314H204		10/18/2010	11/28/2012	1.733		0	1.571	162	0	0	0	162					
4	ARTISAN INTERNATIONAL FUND 661	04314H204		10/18/2010	12/4/2012	1.136		0	1.028	110	0	0	0	110					
5	ARTISAN MID CAP FUND-INS 1133	04314H600		4/10/2012	12/4/2012	994		0	992	2	0	0	0	2					
6	CREDIT SUISSE COMM RT ST CO 2156	22544R305		8/12/2011	8/8/2012	1.338		0	1.462	124	0	0	0	124					
7	CREDIT SUISSE COMM RET ST 4 2156	22544R305		8/12/2011	12/4/2012	722		0	805	83	0	0	0	83					
8	DIAMOND HILL LONG-SHORT FD CL I	22584S833		8/10/2012	11/28/2012	91		0	89	2	0	0	0	2					
9	DIAMOND HILL LONG-SHORT FD CL I	22584S833		8/10/2012	12/4/2012	906		0	894	12	0	0	0	12					
10	DODGE & COX INTL STOCK FD 1048	256206103		11/14/2007	8/8/2012	5.004		0	7.748	2.744	0	0	0	2.744					
11	DODGE & COX INTL STOCK FD 1048	256206103		11/14/2007	11/19/2012	1.342		0	1.098	244	0	0	0	244					
12	DODGE & COX INTL STOCK FD 1048	256206103		11/14/2007	11/28/2012	664		0	875	211	0	0	0	211					
13	DODGE & COX INTL STOCK FD 1048	256206103		11/14/2007	12/4/2012	1.351		0	1.849	498	0	0	0	498					
14	DODGE & COX INCOME FD COM 147	256210105		2/4/2011	2/10/2012	9.773		0	9.500	273	0	0	0	273					
15	DODGE & COX INCOME FD COM 147	256210105		4/28/2011	2/10/2012	1.711		0	1.687	24	0	0	0	24					
16	DODGE & COX INCOME FD COM 147	256210105		10/24/2011	2/10/2012	1.758		0	1.719	40	0	0	0	40					
17	DREYFUS EMG MKT DEBT LOC CL 608	339128100		10/18/2010	12/4/2012	9.11		0	9.008	3	0	0	0	3					
18	JP MORGAN MID CAP VALUE-4 758	339128100		10/18/2010	5/8/2012	2.283		0	1.911	372	0	0	0	372					
19	JP MORGAN MID CAP VALUE-4 758	339128100		10/18/2010	8/8/2012	1.027		0	839	188	0	0	0	188					
20	JP MORGAN MID CAP VALUE-4 758	339128100		8/12/2011	11/28/2012	822		0	839	17	0	0	0	17					
21	JP MORGAN MID CAP VALUE-4 758	339128100		8/12/2011	12/4/2012	734		0	573	161	0	0	0	161					
22	GOLDMAN SACHS GRTH OPP FDI 113	38142Y401		11/25/2008	4/10/2012	4.38		0	2.285	2.095	0	0	0	2.095					
23	GOLDMAN SACHS GRTH OPP FDI 113	38142Y401		10/31/2008	4/10/2012	14.012		0	8.857	5.155	0	0	0	5.155					
24	GOLDMAN SACHS GRTH OPP FDI 113	38142Y401		8/12/2011	4/10/2012	2.803		0	2.591	212	0	0	0	212					
25	HARBOR CAPITAL APRICTION-INST 20	411511504		10/18/2010	2/10/2012	2.452		0	2.061	401	0	0	0	401					
26	HARBOR CAPITAL APRICTION-INST 20	411511504		8/10/2012	11/28/2012	336		0	331	5	0	0	0	5					
27	HARBOR CAPITAL APRICTION-INST 20	411511504		11/21/2012	11/28/2012	1.226		0	1.205	21	0	0	0	21					
28	HARBOR CAPITAL APRICTION-INST 20	411511504		11/21/2012	12/4/2012	236		0	233	3	0	0	0	3					
29	HARBOR CAPITAL APRICTION-INST 20	411511504		10/18/2010	12/4/2012	1.194		0	975	219	0	0	0	219					
30	HUSSEMAN STRATEGIC GROWTH FUND	448108100		10/18/2010	8/8/2012	9.193		0	10.788	1.595	0	0	0	1.595					
31	ISHARES S & P 500 INDEX FUND	464287200		10/18/2010	2/10/2012	2.018		0	1.781	237	0	0	0	237					
32	ISHARES S & P 500 INDEX FUND	464287200		10/18/2010	5/8/2012	11.292		0	9.857	1.435	0	0	0	1.435					
33	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	12/4/2012	851		0	844	7	0	0	0	7					
34	ISHARES RUSSELL 2000 GROWTH	464287645		11/19/2012	12/4/2012	745		0	719	26	0	0	0	26					
35	KEELEY SMALL CAP VAL FD CL I 2251	487300808		10/18/2010	2/10/2012	2.216		0	1.905	311	0	0	0	311					
36	KEELEY SMALL CAP VAL FD CL I 2251	487300808		5/10/2012	8/8/2012	801		0	783	18	0	0	0	18					
37	KEELEY SMALL CAP VAL FD CL I 2251	487300808		5/10/2012	11/28/2012	585		0	534	51	0	0	0	51					
38	TCW SMALL CAP GROWTH FUND-I 47287234N849			5/10/2012	11/19/2012	1.693		0	1.610	83	0	0	0	83					
39	TCW SMALL CAP GROWTH FUND-I 47287234N849			8/10/2012	11/19/2012	748		0	794	46	0	0	0	46					
40	TCW SMALL CAP GROWTH FUND-I 47287234N849			10/18/2010	11/19/2012	7.501		0	7.915	414	0	0	0	414					
41	TCW SMALL CAP GROWTH FUND-I 47287234N849			10/18/2010	12/4/2012	737		0	759	22	0	0	0	22					
42	TCW SMALL CAP GROWTH FUND-I 47287234N849			10/18/2010	12/19/2012	4.387		0	4.420	33	0	0	0	33					
43	TCW SMALL CAP GROWTH FUND-I 47287234N849			8/12/2011	12/19/2012	8.265		0	8.094	171	0	0	0	171					
44	VANGUARD MSCI EMERGING MARKET	922042856		10/18/2010	2/10/2012	1.942		0	2.132	190	0	0	0	190					
45	VANGUARD MSCI EMERGING MARKET	922042856		10/18/2010	12/4/2012	1.055		0	1.184	129	0	0	0	129					
46	VANGUARD REIT VIPER	922908553		10/18/2010	2/10/2012	2.357		0	2.068	289	0	0	0	289					
47	VANGUARD REIT VIPER	922908553		10/18/2010	8/8/2012	1.778		0	1.456	322	0	0	0	322					
48	VANGUARD REIT VIPER	922908553		11/19/2012	11/28/2012	448		0	442	6	0	0	0	6					
49	VANGUARD REIT VIPER	922908553		11/19/2012	12/4/2012	842		0	821	21	0	0	0	21					
50	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/12/2011	11/28/2012	852		0	804	48	0	0	0	48					
51	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/12/2011	12/4/2012	783		0	631	152	0	0	0	152					
52	LAUDUS MONDRIAN INTL FI INST 2940	518590655		10/18/2010	8/8/2012	7.419		0	7.700	281	0	0	0	281					
53	MFS VALUE FUND-CLASS I 893	552983694		2/4/2011	8/8/2012	1.176		0	1.119	57	0	0	0	57					
54	MFS VALUE FUND-CLASS I 893	552983694		2/4/2011	12/4/2012	1.268		0	1.190	78	0	0	0	78					
55	MAINSTAY EP US EQUITY-INS 1204	560633302		10/18/2010	2/10/2012	12.239		0	12.748	509	0	0	0	509					
56	MAINSTAY EP US EQUITY-INS 1204	560633302		10/18/2010	5/8/2012	771		0	800	29	0	0	0	29					
57	MAINSTAY EP US EQUITY-INS 1204	560633302		10/18/2010	8/8/2012	11.486		0	11.840	354	0	0	0	354					
58	MERGER FD SH BEN INT 260	589509108		10/18/2010	8/8/2012	207		0	207	0	0	0	0	0					
59	OPPENHEIMER DEVELOPING MKT Y 7	683974505		10/18/2010	11/19/2012	892		0	828	64	0	0	0	64					
60	OPPENHEIMER DEVELOPING MKT Y 7	683974505		10/18/2010	12/4/2012	1.062		0	1.100	38	0	0	0	38					
61	PIMCO TOTAL RET FD INST 35	693390700		10/18/2010	2/10/2012	12.199		0	12.836	637	0	0	0	637					
62	PIMCO TOTAL RET FD INST 35	693390700		10/18/2010	12/4/2012	733		0	736	3	0	0	0	3					
63	PIMCO FOREIGN BD FD USD H-INST 10	693390882		2/14/2012	8/8/2012	1.443		0	1.402	41	0	0	0	41					
64	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/12/2011	8/8/2012	6.503		0	6.238	265	0	0	0	265					
65	RIDGEWORTH SEIX HY BD-I 5855	766287645		10/18/2010	11/19/2012	4.266		0	4.227	39	0	0	0	39					
66	RIDGEWORTH SEIX HY BD-I 5855	766287645		10/18/2010	12/4/2012	845		0	826	19	0	0	0	19					
67	T ROWE PRICE SHORT TERM BD FD	577957P105		10/18/2010	5/8/2012	8.905		0	8.895	10	0	0	0	10					
68	T ROWE PRICE SHORT TERM BD FD	577957P105		10/18/2010	8/8/2012	7.772		0	7.852	80	0	0	0	80					
69	T ROWE PRICE SHORT TERM BD FD	577957P105		2/14/2012	8/8/2012	8.899		0	8.885	14	0	0	0	14					
70	T ROWE PRICE SHORT TERM BD FD	577957P105		2/14/2012	11/19/2012	11.068		0	11.045	23	0	0	0	23					
71	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	5/8/2012	1.773		0	1.441	332	0	0	0	332					
72	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	8/8/2012	969		0	1.029	968	0	0	0	968					
73	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	8/8/2012	853		0	896	43	0	0	0	43					
74	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	11/19/2012	885		0	896	11	0	0	0	11					
75	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	12/4/2012	1.978		0	1.958	19	0	0	0	19					
76	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		10/18/2010	12/4/2012	249		0	244	5	0	0	0	5					
77	TCW SMALL CAP GROWTH FUND-I 47287234N849			10/18/2010	2/10/2012	1.737		0	1.591	146	0	0	0	146					

[illegible]

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

	Date	Amount
1 Credit from prior year return	12/31/2011	247
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		247

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	<u>34,461</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>34,461</u>