4/5/2013 3.55:26 PM - 1013003474 - 6428 - WWS - DAVENPORT FBO TIMMONSVILLE

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: DAVENPORT FBO TIMMONSVILLE	**A** Employer identification number: 57-6049255
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 — Room/suite:	**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 ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 885,081 — **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	23,002	22,657		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	17,040			
	b	Gross sales price for all assets on line 6a 359,802				
	7	Capital gain net income (from Part IV, line 2)		17,040		
	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	40,042	39,697	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	13,475	10,106		3,369
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	750			750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,304	226		
	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	15,529	10,332	0	4,119
	25	Contributions, gifts, grants paid	33,592			33,592
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,121	10,332	0	37,711
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-9,079			
	b	**Net investment income** (if negative, enter -0-)		29,365		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,417	1,683	1,683
	2	Savings and temporary cash investments	23,790	35,609	35,609
	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)	824,776	801,169	847,791
	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)	849,983	838,461	885,083
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	849,983	838,461	
	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)	849,983	838,461	
	31	**Total liabilities and net assets/fund balances** (see instructions)	849,983	838,461	

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	849,983
2	Enter amount from Part I, line 27a	2	-9,079
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITIONS	3	869
4	Add lines 1, 2, and 3	4	841,773
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,312
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	838,461

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	17,040
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	35,222	880,712	0.039993
2010	24,187	821,071	0.029458
2009	25,732	707,931	0 036348
2008	49,780	848,857	0 058644
2007			0 000000

2	**Total** of line 1, column (d)	2	0 164443
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 041111
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	862,215
5	Multiply line 4 by line 3	5	35,447
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	294
7	Add lines 5 and 6	7	35,741
8	Enter qualifying distributions from Part XII, line 4	8	37,711

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	294
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	294
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	294
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,049		
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	1,049
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	755
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 294 **Refunded** ▶	11	461

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6	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*	7	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*	8b		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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	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)? **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? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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 Indepndence Mall E MACY1372-062 Phil	Trustee 4 00	13,475		

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	849,255
b	Average of monthly cash balances	1b	26,090
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	875,345
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	875,345
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	13,130
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	862,215
6	**Minimum investment return.** Enter 5% of line 5	6	43,111

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	43,111
2a	Tax on investment income for 2012 from Part VI, line 5	2a	294		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	294
3	Distributable amount before adjustments Subtract line 2c from line 1			3	42,817
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	42,817
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	42,817

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	37,711
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	37,711
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	294
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,417

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				42,817
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			25,286	
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 ▶ $ 37,711				
a	Applied to 2011, but not more than line 2a			25,286	
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				12,425
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				30,392
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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	33,592
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(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	23,002	
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	17,040	
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		40,042	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 40,042

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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 N Schantz SVP Wells Fargo Bank N.A. | 4/5/2013 | ▶ 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 self-employed	PTIN
JOSEPH J. CASTRIANO		4/5/2013	☒	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

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

Recipient(s) paid during the year

Name TOWN OF TIMMONSVILLE ATTN JEONG MI PARK, TOWN CLERK				
Street POST OFFICE BOX 447				
City TIMMONSVILLE	**State** SC	**Zip Code** 29161	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(c)(3) Public Charity			
Purpose of grant/contribution General Support Grant				**Amount** 33,592
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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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	3,047		Capital Gains/Losses	359,802	342,762	17,040
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	MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		2/10/2012	12,994	12,216				0	778
2	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		11/28/2012	915	876				0	39
3	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/8/2012	1,701	1,654				0	47
4	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			9/7/2011		8/8/2012	8,380	8,938				0	-558
5	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		11/28/2012	1,797	1,620				0	177
6	X	KEELEY SMALL CAP VAL FD (	487300808			5/10/2012		8/13/2012	1,034	1,010				0	24
7	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/10/2012	2,629	2,542				0	87
8	X	ISHARES S & P 500 INDEX FU	464287200			9/2/2011		5/8/2012	12,244	10,625				0	1,619
9	X	ISHARES S & P 500 INDEX FU	464287200			9/2/2011		2/10/2012	1,884	1,653				0	231
10	X	HUSSMAN STRATEGIC GROW	448108100			9/7/2011		8/8/2012	15,326	17,502				0	-2,176
11	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		11/28/2012	885	815				0	70
12	X	HARBOR CAPITAL APRCTION	411511504			11/21/2012		11/28/2012	1,017	998				0	19
13	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		2/10/2012	2,298	2,181				0	117
14	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	12,344	7,802				0	4,542
15	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/9/2008		4/10/2012	4,781	2,371				0	2,410
16	X	GOLDMAN SACHS GRTH OPP	38142Y401			3/9/2009		4/10/2012	4,957	2,186				0	2,771
17	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/10/2012	1,914	1,221				0	693
18	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		11/28/2012	1,162	964				0	198
19	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/8/2012	1,216	1,058				0	158
20	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/8/2012	2,545	2,280				0	265
21	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/10/2012	1,160	1,081				0	79
22	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		11/28/2012	879	882				0	-3
23	X	DODGE & COX INCOME FD C(	256210105			3/17/2008		11/19/2012	12,901	11,651				0	1,250
24	X	DODGE & COX INCOME FD C(	256210105			8/10/2012		11/19/2012	17,242	17,069				0	173
25	X	DODGE & COX INCOME FD C(	256210105			5/10/2012		11/19/2012	10,281	10,104				0	177
26	X	DODGE & COX INCOME FD C(	256210105			3/17/2008		2/10/2012	7,017	6,486				0	531
27	X	DODGE & COX INCOME FD C(	256210105			8/26/2011		2/10/2012	21,445	21,114				0	331
28	X	DODGE & COX INCOME FD C(	256210105			2/4/2011		2/10/2012	2,160	2,100				0	60
29	X	DODGE & COX INT'L STOCK F	256206103			3/17/2008		11/28/2012	1,294	1,525				0	-231
30	X	DODGE & COX INT'L STOCK F	256206103			3/17/2008		11/19/2012	1,342	1,603				0	-261
31	X	DODGE & COX INT'L STOCK F	256206103			3/17/2008		8/8/2012	6,200	7,701				0	-1,501
32	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		11/28/2012	891	876				0	15
33	X	DIAMOND HILL LONG-SHORT	25264S833			9/7/2011		2/10/2012	1,561	1,424				0	137
34	X	CREDIT SUISSE COMM RET S	22544R305			9/7/2011		11/28/2012	867	992				0	-125
35	X	CREDIT SUISSE COMM RT ST	22544R305			9/7/2011		8/8/2012	1,569	1,786				0	-217
36	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		11/28/2012	917	913				0	4
37	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		11/28/2012	2,311	1,964				0	347
38	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	7,102	6,343				0	759
39	X	VANGUARD REIT VIPER	922908553			11/19/2012		11/28/2012	956	947				0	9
40	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/8/2012	790	628				0	162
41	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/8/2012	1,045	852				0	193
42	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/10/2012	3,845	3,311				0	534
43	X	VANGUARD MSCI EMERGING	922042858			12/17/2010		11/28/2012	874	989				0	-115
44	X	TCW SMALL CAP GROWTH FU	87234N849			8/10/2012		12/19/2012	602	609				0	-7
45	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		12/19/2012	11,025	11,958				0	-933
46	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		11/19/2012	8,351	9,507				0	-1,156
47	X	TCW SMALL CAP GROWTH FU	87234N849			5/10/2012		11/19/2012	1,720	1,838				0	-118
48	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/10/2012	1,649	1,630				0	19
49	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/28/2012	897	872				0	25
50	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/19/2012	885	872				0	13
51	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	2,481	2,537				0	-56
52	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	12,309	12,284				0	25
53	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	31,564	31,499				0	65
54	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	10,097	10,077				0	20
55	X	T ROWE PRICE SHORT TERM	77957P105			5/25/2011		5/8/2012	11,053	11,076				0	-23
56	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		11/19/2012	467	441				0	26
57	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		11/19/2012	3,630	3,451				0	179
58	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/24/2011		8/8/2012	1,781	1,707				0	74
59	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		11/28/2012	878	819				0	59
60	X	PIMCO FOREIGN BD FD USD	693390882			3/9/2007		8/8/2012	2,575	2,380				0	195
61	X	PIMCO FOREIGN BD FD USD	693390882			9/7/2011		8/8/2012	2,832	2,743				0	89
62	X	PIMCO FOREIGN BD FD USD	693390882			5/25/2011		8/8/2012	605	573				0	32
63	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		8/8/2012	3,081	2,900				0	181
64	X	PIMCO TOTAL RET FD-INST #	693390700			11/21/2012		11/28/2012	870	868				0	2
65	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		2/10/2012	26,030	25,702				0	328
66	X	PIMCO TOTAL RET FD-INST #	693390700			5/25/2011		2/10/2012	5,756	5,714				0	42
67	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		11/28/2012	1,412	1,467				0	-55
68	X	MERGER FD SH BEN INT #26(	589509108			9/7/2011		8/8/2012	4,338	4,292				0	46

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

	Amount
Long Term CG Distributions	3,047
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	359,802	342,762	17,040
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
69	X	MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		8/8/2012	12,176	11,138				0	1,038
70	X	MAINSTAY EP US EQUITY-INS	56063J302			9/7/2011		5/8/2012	1,019	955				0	64

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

		750	0	0	750
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,304	226	0	0
	Description				
1	FOREIGN TAX PAID	226	226		
2	PY EXCISE TAXES PAID	29			
3	ESTIMATED EXCISE TAXES PAID	1,049			

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			824,776	801,169	847,791
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	33,411	40,156
3	DODGE & COX INCOME FD COM 147		0	39,271	43,426
4	HARBOR CAPITAL APRCTION-INST 2012		0	46,576	52,661
5	MERGER FD SH BEN INT 260		0	13,027	13,118
6	PIMCO TOTAL RET FD-INST 35		0	128,661	132,087
7	PIMCO FOREIGN BD FD USD H-INST 103		0	17,570	18,386
8	T ROWE PRICE SHORT TERM BD FD 55		0	6,970	6,984
9	ARTISAN MID CAP FUND-INSTL 1333		0	23,796	23,424
10	ISHARES RUSSELL 2000 GROWTH		0	21,534	22,207
11	ISHARES S & P 500 INDEX FUND		0	27,350	31,348
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	20,769	19,139
13	DODGE & COX INT'L STOCK FD 1048		0	33,811	41,006
14	MFS VALUE FUND-CLASS I 893		0	38,035	40,017
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	41,821	43,947
16	DRIEHAUS ACTIVE INCOME FUND		0	13,160	13,488
17	JP MORGAN MID CAP VALUE-I 758		0	16,363	19,481
18	HUSSMAN STRATEGIC GROWTH FUND 6(		0	19,808	16,849
19	VANGUARD REIT VIPER		0	25,299	31,387
20	VANGUARD EMERGING MARKETS ETF		0	28,323	27,653
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	26,662	27,127
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	28,283	30,847
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	19,576	21,804
24	RIDGEWORTH SEIX HY BD-I 5855		0	41,272	44,751
25	GATEWAY FUND - Y 1986		0	21,919	21,679
26	CREDIT SUISSE COMM RT ST-CO 2156		0	48,157	41,997
27	KEELEY SMALL CAP VAL FD CL I 2251		0	19,745	22,822

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	869
2	Total	2	869

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,875
2	PY RETURN OF CAPITAL ADJUSTMENT	2	370
3	COST BASIS ADJUSTMENT	3	67
4	Total	4	3,312

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

	Amount
Long Term CG Distributions	3,047
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	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	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						356,755	0	0	342,762	13,993	0	0	0	13,993
1	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/7/2011	2/10/2012	12,994		0	12,216	778	0	0	0	778
2	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	11/28/2012	915		0	876	39	0	0	0	39
3	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	8/8/2012	1,701		0	1,654	47	0	0	0	47
4	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		9/7/2011	8/8/2012	8,380		0	8,938	-558	0	0	0	-558
5	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	11/28/2012	1,797		0	1,620	177	0	0	0	177
6	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	8/13/2012	1,034		0	1,010	24	0	0	0	24
7	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/10/2012	2,629		0	2,542	87	0	0	0	87
8	ISHARES S & P 500 INDEX FUND	464287200		9/2/2011	5/8/2012	12 244		0	10,625	1,619	0	0	0	1,619
9	ISHARES S & P 500 INDEX FUND	464287200		9/2/2011	2/10/2012	1,884		0	1,653	231	0	0	0	231
10	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/7/2011	8/8/2012	15,328		0	17 502	-2,176	0	0	0	-2,176
11	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	11/28/2012	885		0	815	70	0	0	0	70
12	HARBOR CAPITAL APRCTION-INST #20	411511504		11/21/2012	11/28/2012	1,017		0	998	19	0	0	0	19
13	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	2/10/2012	2,298		0	2,181	117	0	0	0	117
14	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	4/10/2012	12,344		0	7,802	4,542	0	0	0	4,542
15	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		12/9/2008	4/10/2012	4,781		0	2,371	2,410	0	0	0	2,410
16	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		3/9/2009	4/10/2012	4,957		0	2,186	2,771	0	0	0	2,771
17	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/10/2012	1,914		0	1,221	693	0	0	0	693
18	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	11/28/2012	1,162		0	964	198	0	0	0	198
19	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	8/8/2012	1,216		0	1,058	158	0	0	0	158
20	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/8/2012	2,545		0	2,280	265	0	0	0	265
21	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/10/2012	1,160		0	1,081	79	0	0	0	79
22	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/26/2011	11/28/2012	879		0	882	-3	0	0	0	-3
23	DODGE & COX INCOME FD COM #147	256210105		3/17/2008	11/19/2012	12,901		0	11,651	1,250	0	0	0	1,250
24	DODGE & COX INCOME FD COM #147	256210105		8/10/2012	11/19/2012	17 242		0	17,069	173	0	0	0	173
25	DODGE & COX INCOME FD COM #147	256210105		5/10/2012	11/19/2012	10 281		0	10,104	177	0	0	0	177
26	DODGE & COX INCOME FD COM #147	256210105		3/17/2008	2/10/2012	7,017		0	6,486	531	0	0	0	531
27	DODGE & COX INCOME FD COM #147	256210105		8/26/2011	2/10/2012	21,445		0	21,114	331	0	0	0	331
28	DODGE & COX INCOME FD COM #147	256210105		2/4/2011	2/10/2012	2,160		0	2,100	60	0	0	0	60
29	DODGE & COX INT'L STOCK FD #1048	256206103		3/17/2008	11/28/2012	1,294		0	1,525	-231	0	0	0	-231
30	DODGE & COX INT'L STOCK FD #1048	256206103		3/17/2008	11/19/2012	1,342		0	1,603	-261	0	0	0	-261
31	DODGE & COX INT'L STOCK FD #1048	256206103		3/17/2008	8/8/2012	6,200		0	7,701	-1,501	0	0	0	-1,501
32	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		8/10/2012	11/28/2012	891		0	876	15	0	0	0	15
33	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		9/7/2011	2/10/2012	1,561		0	1,424	137	0	0	0	137
34	CREDIT SUISSE COMM RET ST-I #2156	22544R305		9/7/2011	11/28/2012	867		0	992	-125	0	0	0	-125
35	CREDIT SUISSE COMM RT ST-CO #2156	22544R305		9/7/2011	8/8/2012	1,569		0	1,786	-217	0	0	0	-217
36	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	11/28/2012	917		0	913	4	0	0	0	4
37	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	11/28/2012	2,311		0	1,964	347	0	0	0	347
38	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	8/8/2012	7,102		0	6,343	759	0	0	0	759
39	VANGUARD REIT VIPER	922908553		11/19/2012	11/28/2012	956		0	947	9	0	0	0	9
40	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012	790		0	628	162	0	0	0	162
41	VANGUARD REIT VIPER	922908553		12/17/2010	5/8/2012	1 045		0	852	193	0	0	0	193
42	VANGUARD REIT VIPER	922908553		12/17/2010	2/10/2012	3,845		0	3,311	534	0	0	0	534
43	VANGUARD MSCI EMERGING MARKETS	922042858		12/17/2010	11/28/2012	874		0	989	-115	0	0	0	-115
44	TCW SMALL CAP GROWTH FUND-I #472	87234N849		8/10/2012	12/19/2012	602		0	609	-7	0	0	0	-7
45	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	12/19/2012	11,025		0	11,958	-933	0	0	0	-933
46	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	11/19/2012	8,351		0	9,507	-1,156	0	0	0	-1,156
47	TCW SMALL CAP GROWTH FUND-I #472	87234N849		5/10/2012	11/19/2012	1 720		0	1,838	-118	0	0	0	-118
48	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/10/2012	1,649		0	1,630	19	0	0	0	19
49	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	11/28/2012	897		0	872	25	0	0	0	25
50	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	11/19/2012	885		0	872	13	0	0	0	13
51	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	8/8/2012	2,481		0	2,537	-56	0	0	0	-56
52	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	11/19/2012	12 309		0	12,284	25	0	0	0	25
53	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	8/8/2012	31,564		0	31,499	65	0	0	0	65
54	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	5/8/2012	10,097		0	10,077	20	0	0	0	20
55	T ROWE PRICE SHORT TERM BD FD #5	77957P105		5/25/2011	5/8/2012	11,053		0	11,076	-23	0	0	0	-23
56	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	11/19/2012	467		0	441	26	0	0	0	26
57	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/24/2011	11/19/2012	3,630		0	3,451	179	0	0	0	179
58	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/24/2011	8/8/2012	1,781		0	1,707	74	0	0	0	74
59	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	11/28/2012	878		0	819	59	0	0	0	59
60	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2007	8/8/2012	2,575		0	2,380	195	0	0	0	195
61	PIMCO FOREIGN BD FD USD H-INST #1	693390882		9/7/2011	8/8/2012	2,832		0	2,743	89	0	0	0	89
62	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/25/2011	8/8/2012	605		0	573	32	0	0	0	32
63	PIMCO FOREIGN BD FD USD H-INST #1	693390882		2/4/2011	8/8/2012	3 081		0	2,900	181	0	0	0	181
64	PIMCO TOTAL RET FD-INST #35	693390700		11/21/2012	11/28/2012	870		0	868	2	0	0	0	2
65	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	2/10/2012	26,030		0	25,702	328	0	0	0	328
66	PIMCO TOTAL RET FD-INST #35	693390700		5/25/2011	2/10/2012	5,756		0	5,714	42	0	0	0	42
67	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	11/28/2012	1,412		0	1,467	-55	0	0	0	-55
68	MERGER FD SH BEN INT #260	589509108		9/7/2011	8/8/2012	4,338		0	4,292	46	0	0	0	46
69	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/7/2011	8/8/2012	12,176		0	11,138	1,038	0	0	0	1,038
70	MAINSTAY EP US EQUITY-INS #1204	56063J302		9/7/2011	5/8/2012	1,019		0	955	64	0	0	0	64

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

										13,475	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112			4 00	13,475	0	0
2												

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

		Date		Amount
1	Credit from prior year return	12/31/2011	1	0
2	First quarter estimated tax payment	6/5/2012	2	262
3	Second quarter estimated tax payment	7/2/2012	3	262
4	Third quarter estimated tax payment	10/2/2012	4	262
5	Fourth quarter estimated tax payment	1/4/2013	5	263
6	Other payments		6	0
7	Total		7	1,049

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	25,286
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	25,286