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Form 990-PF

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

OMB No 1545-0052

2012

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Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_**

Name of foundation <b>CHARLOTTE BOATNER MILLER FUND</b>			A Employer identification number <b>58-2181060</b>																																																																																																																																																																																														
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062</b>		Room/suite <b>PA 19106-2112</b>	B Telephone number (see instructions) <b>(888) 730-4933</b>																																																																																																																																																																																														
<p><b>G Check all that apply</b></p> <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			C If exemption application is pending, check here ► <input type="checkbox"/>																																																																																																																																																																																														
<p><b>H Check type of organization:</b> <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</p>			D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>																																																																																																																																																																																														
<p><b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>737,731</b></b></p>		<p><b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash   <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____</p>	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>																																																																																																																																																																																														
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))																																																																																																																																																																																																	
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<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>
			(a) Book Value	(b) Book Value
<b>Assets</b>	1	Cash—non-interest-bearing	1,185	1,413
	2	Savings and temporary cash investments	18,557	29,367
	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)		
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►		
		Less accumulated depreciation (attach schedule) ►		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	690,171	667,759
	14	Land, buildings, and equipment basis ►		
		Less accumulated depreciation (attach schedule) ►		
	15	Other assets (describe ► )		
	16	<b>Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)</b>	709,913	698,539
				737,731
	17	Accounts payable and accrued expenses		
<b>Net Assets or Fund Balances</b>	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	<b>Total liabilities (add lines 17 through 22)</b>	0	0
<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	709,913	698,539
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>	30	<b>Total net assets or fund balances (see instructions)</b>	709,913	698,539
	31	<b>Total liabilities and net assets/fund balances (see instructions)</b>	709,913	698,539

**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	709,913
2	Enter amount from Part I, line 27a	2	-9,542
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	802
4	Add lines 1, 2, and 3	4	701,173
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,634
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	698,539

**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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> See Attached Statement				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>				<b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>12,549</b>
<b>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</b>			<b>3</b>	<b>0</b>

**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**

<b>(a) Base period years Calendar year (or tax year beginning in)</b>	<b>(b) Adjusted qualifying distributions</b>	<b>(c) Net value of noncharitable-use assets</b>	<b>(d) Distribution ratio (col (b) divided by col (c))</b>
2011	32,694	730,912	0.044730
2010	16,964	674,872	0.025137
2009	20,544	577,992	0.035544
2008	40,617	690,208	0.058847
2007			0.000000

**2 Total of line 1, column (d)****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****4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5****5 Multiply line 4 by line 3****6 Enter 1% of net investment income (1% of Part I, line 27b)****7 Add lines 5 and 6****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

**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 ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►

1	233	
2	0	
3	233	
4		
5	233	
6a	134	
6b		
6c		
6d		
7	134	
8		
9	99	
10	0	
11	0	

**Part VII-A Statements Regarding Activities**

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?

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*

c Did the foundation file Form 1120-POL for this year?

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*

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	Telephone no ► 888-730-4933 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.

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<b>5a</b> During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5b</b>	N/A	
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	X	
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
		<b>7b</b>	N/A	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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	10,591	
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				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
<b>1</b>	NONE	
	----- -----	
<b>2</b>		
	----- -----	
<b>All other program-related investments</b> See instructions		
<b>3</b>	NONE	
	----- -----	
<b>Total.</b> 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	708,515
b	Average of monthly cash balances	1b	20,967
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	729,482
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	729,482
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,942
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	718,540
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	35,927

**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	35,927
2a	Tax on investment income for 2012 from Part VI, line 5	2a	233
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	233
3	Distributable amount before adjustments Subtract line 2c from line 1	3	35,694
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35,694
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	35,694

**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	33,148
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,148
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	233
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	32,915

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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				35,694
<b>2</b> Undistributed income, if any, as of the end of 2012			21,051	
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years. 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ 33,148			21,051	
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				12,097
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:	0	0	0	
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013			0	
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				23,597
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

NA

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				
2 a	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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				0
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				0
(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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>				► 3a 30,000
<b>b Approved for future payment</b> NONE				
<b>Total</b>				► 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) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>				14	19,188
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	12,549
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>	+	+	+	0	31,737
<b>13 Total Add line 12, columns (b), (d), and (e)</b>	13				31,737

**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.)

Net Applicable

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of

**(1) Cash**

**(2) Other assets**

**b Other transactions:**

**Other Transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets . . . . .
- (4) Reimbursement arrangements . . . . .
- (5) Loans or loan guarantees . . . . .

**(6) Performance of services or membership or fundraising solicitations**

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c

**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.

**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

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.

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

**Sign  
Here**

John S. Salant SVP Wells Fargo Bank N.A.

4/5/2013

► SVP Wells Fargo Bank N.A.

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**Signature of officer or trustee**

Das

5. **Title**

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> 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		

CHARLOTTE BOATNER MILLER FUND

58-2181060 Page 1 of 1

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

Recipient(s) paid during the year

Name  
 TULANE UNIVERSITY  
 Street

1430 TULANE AVE BOX EP12

City NEW ORLEANS	State LA	Zip Code 70112	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY	
----------------------	---	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 30,000
--	------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
--------------	-------------------	--

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
--------------	-------------------	--

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss
										Capital Gains/Losses Other Sales		Gross Sales	
										0	300,821	0	
<b>Totals</b>													
1 X	VANGUARD REIT VIPER	922908553			11/19/2012	11/27/2012	957	947	Depreciation	Adjustments		0	10
2 X	VANGUARD REIT VIPER	922908553			9/20/2011	8/8/2012	1,381	1,316			0	0	265
3 X	VANGUARD REIT VIPER	922908553			9/2/2011	2/10/2012	2,543	2,278			0	0	265
4 X	VANGUARD MSCI EMERGING	922042858			9/2/2011	11/27/2012	749	768			0	0	-19
5 X	TCW SMALL CAP GROWTH FUND	87234N849			9/2/2011	12/19/2012	9,703	9,219			0	0	484
6 X	TCW SMALL CAP GROWTH FUND	87234N849			9/2/2011	11/19/2012	6,480	6,462			0	0	18
7 X	TCW SMALL CAP GROWTH FUND	87234N849			8/10/2012	11/19/2012	474	503			0	0	-29
8 X	TCW SMALL CAP GROWTH FUND	87234N849			5/10/2012	11/19/2012	1,455	1,555			0	0	-100
9 X	SPDR DJ WILSHIRE INTERNAL	78463X863			9/2/2011	2/10/2012	1,413	1,224			0	0	189
10 X	SPDR DJ WILSHIRE INTERNAL	78463X863			9/2/2011	11/27/2012	732	661			0	0	71
11 X	SPDR DJ WILSHIRE INTERNAL	78463X863			9/2/2011	8/19/2012	764	697			0	0	67
12 X	TR WRE PRICE SHORT TERM	77957P105			9/2/2011	8/8/2012	775	734			0	0	41
13 X	TR WRE PRICE SHORT TERM	77957P105			2/14/2012	11/19/2012	10,277	10,256			0	0	21
14 X	MAINSTAY EQUITY-INS	560653J302			8/8/2012	9/2/2011	9,833	9,833			0	0	1,185
15 X	MAINSTAY EQUITY-INS	560653J302			9/2/2011	2/10/2012	10,898	9,985			0	0	913
16 X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012	8/8/2012	26,316	26,292			0	0	34
17 X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012	5/8/2012	8,385	8,368			0	0	18
18 X	T ROWE PRICE SHORT TERM	77957P105			9/2/2011	5/8/2012	9,244	9,244			0	0	0
19 X	RIDGEWORTH SIXTH BD-#1	768287845			9/2/2011	11/19/2012	3,393	3,256			0	0	137
20 X	PIMCO FOREIGN BD-FD US	392907945			9/2/2011	9/2/2011	1,574	1,523			0	0	51
21 X	PIMCO FOREIGN BD-FD US	392907945			3/9/2007	11/27/2012	111	99			0	0	12
22 X	PIMCO FOREIGN BD-FD US	392907945			3/25/2008	11/27/2012	617	561			0	0	56
23 X	PIMCO TOTAL RET BD-INST #	392907900			3/25/2008	8/6/2012	7,680	7,186			0	0	494
24 X	PIMCO TOTAL RET BD-INST #	392907900			3/25/2008	2/10/2012	28,764	26,210			0	0	554
25 X	OPPENHEIMER DEVELOPING	6833974905			9/2/2011	11/27/2012	1,242	1,189			0	0	53
26 X	MERGER FUND BD-INT 256	6833974905			9/2/2011	8/8/2012	966	966			0	0	51
27 X	MFS VALUE FUND-C CLASS #18	5329836394			2/14/2012	11/27/2012	884	826			0	0	58
28 X	MFS VALUE FUND-C CLASS #18	5329836394			5/10/2012	11/27/2012	94	90			0	0	4
29 X	MFS VALUE FUND-C CLASS #18	5329836394			5/10/2012	8/8/2012	1,376	1,337			0	0	39
30 X	LAUDUS MONDRIAN INTL FUND	518585G655			9/2/2011	8/8/2012	6,980	7,479			0	0	-499
31 X	KEELEY SMALL CAP VALUED	4873008008			9/2/2011	11/27/2012	1,204	966			0	0	238
32 X	KEELEY SMALL CAP VALUED	4873008008			5/10/2012	11/27/2012	333	333			0	0	26
33 X	KEELEY SMALL CAP VALUED	4873008008			8/13/2012	8/13/2012	884	884			0	0	19
34 X	ISHARES CORE S & P 500 INDEX FUND	4642877200			9/2/2011	2/10/2012	1,804	1,541			0	0	233
35 X	ISHARES RUSSELL 2000 GROWTH	4642877448			1/17/2012	1/17/2012	738	719			0	0	9
36 X	ISHARES S & P 500 INDEX FUND	4642877200			8/8/2012	1/17/2012	847	844			0	0	3
37 X	ISHARES S & P 500 INDEX FUND	4642877200			9/2/2011	5/8/2012	10,203	8,954			0	0	1,349
38 X	ISHARES S & P 500 INDEX FUND	4642877200			9/2/2011	2/10/2012	1,749	1,535			0	0	214
39 X	HUSSMAN STRATEGIC GROWTH	448108100			9/2/2011	8/8/2012	12,766	14,613			0	0	-1,847
40 X	HARBOR CAPITAL APRTN	41151504			9/2/2011	1/17/2012	1,677	1,58			0	0	122
41 X	HARBOR CAPITAL APRTN	41151504			1/17/2012	1/17/2012	1,677	1,58			0	0	9
42 X	HARBOR CAPITAL APRTN	41151504			8/10/2012	1/17/2012	83	83			0	0	0
43 X	HARBOR CAPITAL APRTN	41151504			9/2/2011	2/10/2012	2,052	1,802			0	0	230
44 X	GOLDMAN SACHS GRTH OP	38112X901			4/10/2012	4/10/2012	16,154	16,154			0	0	0
45 X	GOLDMAN SACHS GRTH OP	38112X901			9/2/2011	1/17/2012	1,031	913			0	0	2,233
46 X	JP MORGAN MID CAP VALUE	339128100			9/2/2011	1/17/2012	882	760			0	0	118
47 X	JP MORGAN MID CAP VALUE	339128100			9/2/2011	1/17/2012	1,034	856			0	0	145
48 X	JP MORGAN MID CAP VALUE	339128100			9/2/2011	5/8/2012	1,784	1,493			0	0	222
49 X	JP MORGAN MID CAP VALUE	339128100			9/2/2011	2/10/2012	1,311	1,142			0	0	281
50 X	DREYFUS EMG Mkt DEBT	261980494			9/2/2011	1/17/2012	727	720			0	0	0
51 X	DODGE & COX INCOME FD C	256210105			9/2/2011	1/17/2012	19,286	18,732			0	0	554
52 X	DODGE & COX INCOME FD C	256210105			8/1/2012	1/17/2012	14,425	14,280			0	0	145
53 X	DODGE & COX INCOME FD C	256210105			9/2/2011	2/10/2012	25,737	25,865			0	0	75
54 X	DODGE & COX INTL STOCK F	256206103			9/2/2011	1/17/2012	1,250	1,227			0	0	-101
55 X	DODGE & COX INTL STOCK F	256206103			9/2/2011	1/19/2012	1,080	1,038			0	0	63
56 X	DODGE & COX INCOME FD C	256206103			9/2/2011	8/8/2012	5,150	5,126			0	0	42
57 X	DIAMOND HILL LONG-SHORT	2526458333			8/1/2012	1/17/2012	723	715			0	0	0
58 X	DIAMOND HILL LONG-SHORT	2526458333			9/2/2011	2/10/2012	745	670			0	0	0
59 X	CREDIT SUISSE COMM RETT S	22544R0105			9/2/2011	1/17/2012	731	632			0	0	0
60 X	CREDIT SUISSE COMM RETT S	22544R0105			9/2/2011	8/8/2012	1,286	1,466			0	0	-180
61 X	ARTISAN MID CAP FUND-INS	04314H600			4/1/2012	1/17/2012	750	754			0	0	4
62 X	ARTISAN INTERNATIONAL FUND	04314H204			9/2/2011	1/17/2012	1,916	1,954			0	0	264
63 X	ARTISAN INTERNATIONAL FUND	04314H204			9/2/2011	8/8/2012	5,338	4,818			0	0	520
64 X	ARTISAN INTERNATIONAL FUND	04314H204			9/2/2011	2/10/2012	1,693	1,613			0	0	80

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	500			500

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAXES PAID	188	188	0	0

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	
1				0	0	End of Year
2	ARTISAN INTERNATIONAL FUND 661		0	28,208	33,541	
3	DODGE & COX INCOME FD COM 147		0	35,527	36,292	
4	HARBOR CAPITAL APRCTN-INST 2012		0	37,109	43,769	
5	MERGER FD SH BEN INT 260		0	10,852	10,963	
6	PIMCO TOTAL RET FD-INST 35		0	111,096	111,085	
7	PIMCO FOREIGN BDFD USD H-INST 103		0	14,502	15,350	
8	TROWIE PRICE SHORT TERM BD FD 55		0	5,823	5,835	
9	ARTISAN MID CAP FUND-INSTL 1333		0	19,887	19,580	
10	ISHARES RUSSELL 2000 GROWTH		0	17,970	18,490	
11	ISHARES S & P 500 INDEX FUND		0	22,115	25,336	
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	17,405	15,973	
13	DODGE & COX INTL STOCK FD 1048		0	30,862	34,045	
14	MFS VALUE FUND-CLASS I 893		0	28,597	33,216	
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	35,515	36,693	
16	DRIEHAUS ACTIVE INCOME FUND		0	10,982	11,256	
17	JP MORGAN MID CAP VALUE-I 758		0	12,710	16,201	
18	HUSSMAN STRATEGIC GROWTH FUND 60		0	16,576	14,069	
19	VANGUARD REIT VIPER		0	21,955	26,057	
20	VANGUARD EMERGING MARKETS ETF		0	21,989	23,067	
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	20,801	22,566	
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	22,864	25,761	
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	16,172	18,220	
24	RIDGEWORTH SEIX HY BD-I 5855		0	35,011	37,394	
25	GATEWAY FUND - Y 1986		0	18,311	18,111	
26	CREDIT SUISSE COMM RT ST-CO 2156		0	40,380	35,058	
27	KEELEY SMALL CAP VAL FD CL I 2251		0	14,540	19,023	

**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	727
2	FEDERAL EXCISE TAX REFUND	2	75
3	Total	3	802

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

1	COST BASIS ADJUSTMENT	1	63
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	2,403
3	PY RETURN OF CAPITAL ADJUSTMENT	3	168
4	Total	4	2,634

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

Long Term CG Distributions										Short Term CG Distributions										Amount									
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus		FMV as of 12/31/09		FMV as of 12/31/09		Excess of FMV Over Adj Basis		Excess of FMV Over Adj Basis as of 12/31/09		Gains Minus Losses Basis or Lessee			
1 VANGUARD RETI VIPER	922805533	11/19/2012	11/21/2012	9/2/2011	9/8/2012	1,581	0	0	957	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
2 VANGUARD RETI VIPER	922805533	9/2/2011	9/2/2012	9/2/2011	9/2/2012	2,543	0	0	2,543	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
3 VANGUARD M&T MERGING MARKETS	922642858	9/2/2011	11/21/2012	9/2/2011	11/21/2012	749	0	0	749	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
4 TICM SMALL CAP GROWTH FUND #477	872249549	9/2/2011	11/19/2012	9/2/2011	11/19/2012	6,480	0	0	6,480	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
5 TICM SMALL CAP GROWTH FUND #477	872249549	9/10/2012	11/19/2012	9/10/2012	11/19/2012	474	0	0	474	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
6 TICM SMALL CAP GROWTH FUND #477	872249549	5/10/2012	11/19/2012	5/10/2012	11/19/2012	1,455	0	0	1,455	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
7 TICM SMALL CAP GROWTH FUND #477	872249549	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,413	0	0	1,413	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
8 TCM SMALL CAP GROWTH FUND #477	872249549	9/2/2011	11/19/2012	9/2/2011	11/19/2012	784	0	0	784	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
9 TCM SMALL CAP GROWTH FUND #477	872249549	9/2/2011	9/2/2012	9/2/2011	9/2/2012	777	0	0	777	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
10 SPDR DJ WIN SHIRE INTERNATIONAL	RT78433X883	9/2/2011	11/19/2012	9/2/2011	11/19/2012	6,881	0	0	6,881	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
11 SPDR DJ WIN SHIRE INTERNATIONAL	RT78433X883	9/2/2011	9/2/2012	9/2/2011	9/2/2012	6,971	0	0	6,971	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
12 SPDR DJ WIN SHIRE INTERNATIONAL	RT78433X883	9/2/2011	9/2/2012	9/2/2011	9/2/2012	734	0	0	734	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
13 T ROWE PRICE SHORT TERM FD #5	779478705	2/14/2012	11/19/2012	2/14/2012	11/19/2012	10,277	0	0	10,277	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
14 MAINSTAY EP US EQUITY INS #11204	550633302	9/2/2011	9/2/2012	9/2/2011	9/2/2012	11,028	0	0	11,028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
15 T ROWE PRICE SHORT TERM FD #5	779478705	2/14/2012	11/19/2012	2/14/2012	11/19/2012	10,898	0	0	10,898	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
16 T ROWE PRICE SHORT TERM FD #5	779478705	2/14/2012	9/2/2012	2/14/2012	9/2/2012	26,316	0	0	26,316	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
17 T ROWE PRICE SHORT TERM FD #5	779478705	2/14/2012	9/2/2012	2/14/2012	9/2/2012	26,316	0	0	26,316	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
18 T ROWE PRICE SHORT TERM FD #5	779478705	9/2/2011	11/19/2012	9/2/2011	11/19/2012	9,244	0	0	9,244	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
19 T RIDGEWORTH S&P 500 INDEX FD #5	459855	9/2/2011	11/19/2012	9/2/2011	11/19/2012	3,321	0	0	3,321	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
20 RIDGEWORTH S&P 500 INDEX FD #5	459855	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,573	0	0	1,573	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
21 PIMCO FOREIGN BD USD HINST #1	659339882	3/9/2007	11/21/2012	3/9/2007	11/21/2012	111	0	0	111	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
22 PIMCO FOREIGN BD USD HINST #1	659339882	3/25/2008	11/21/2012	3/25/2008	11/21/2012	617	0	0	617	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
23 PIMCO FOREIGN BD USD HINST #1	659339882	3/25/2008	9/2/2012	3/25/2008	9/2/2012	7,680	0	0	7,680	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
24 PIMCO FOREIGN BD USD HINST #1	659339882	9/2/2011	11/21/2012	9/2/2011	11/21/2012	2,054	0	0	2,054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
25 OPPENHEIMER DEVELOPING MKT Y-7	6883974505	9/2/2011	11/21/2012	9/2/2011	11/21/2012	1,242	0	0	1,242	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
26 MERGER FUND SH BEN #1260	6883974505	9/2/2011	9/2/2012	9/2/2011	9/2/2012	3,688	0	0	3,688	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
27 MFS VALUE FUND-CLASS #4893	5528232694	2/14/2012	11/21/2012	2/14/2012	11/21/2012	824	0	0	824	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
28 MFS VALUE FUND-CLASS #4893	5528232694	5/10/2012	11/21/2012	5/10/2012	11/21/2012	1,376	0	0	1,376	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
29 LAUDI MUNDIRN INTL FUND #284051855	872249549	9/2/2011	9/2/2012	9/2/2011	9/2/2012	6,980	0	0	6,980	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
30 LAUDI MUNDIRN INTL FUND #284051855	872249549	9/2/2011	11/21/2012	9/2/2011	11/21/2012	1,204	0	0	1,204	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
31 KEELEY SMALL CAP VAL FD CL 1	48172251	9/2/2011	11/21/2012	9/2/2011	11/21/2012	333	0	0	333	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
32 KEELEY SMALL CAP VAL FD CL 1	48172251	9/2/2011	9/2/2012	9/2/2011	9/2/2012	927	0	0	927	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
33 KEELEY SMALL CAP VAL FD CL 1	48172251	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,024	0	0	1,024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
34 KEELEY SMALL CAP VAL FD CL 1	48172251	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,024	0	0	1,024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
35 ISHARES RUSSELL 2000 GROWTH	48287200	8/8/2012	11/21/2012	8/8/2012	11/21/2012	738	0	0	738	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
36 ISHARES S&P 500 INDEX FUND	48287200	8/8/2012	11/21/2012	8/8/2012	11/21/2012	10,203	0	0	10,203	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
37 ISHARES S&P 500 INDEX FUND	48287200	8/8/2012	9/2/2012	8/8/2012	9/2/2012	1,031	0	0	1,031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
38 HUSSMAN STRATEGIC GROWTH FUND	443108100	9/2/2011	11/21/2012	9/2/2011	11/21/2012	12,756	0	0	12,756	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
39 HARBOR CAPITAL ALCATION+INST #20	41151504	9/2/2011	11/21/2012	9/2/2011	11/21/2012	822	0	0	822	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
40 HARBOR CAPITAL ALCATION+INST #20	41151504	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,167	0	0	1,167	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
41 HARBOR CAPITAL ALCATION+INST #20	41151504	9/2/2011	9/2/2012	9/2/2011	9/2/2012	1,311	0	0	1,311	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
42 HARBOR CAPITAL ALCATION+INST #20	41151504	9/2/2011	9/2/2012	9/2/2011	9/2/2012	2,052	0	0	2,052	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
43 HARBOR CAPITAL ALCATION+INST #20	41151504	9/2/201																											

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

						10.591	0
						Compensation	Expense
						4.00	Account
						10.591	0
						Benefits	
						TRUSTEE	
						Avg Hrs Per Week	
						Foreign Country	
						City	
						State	
						Zip Code	
						19105-2112	
						Philadelphia	
						MACY137 Mail E Independence N Independence	
						101 N Street	
						X	
						Check "X" if Business	
						X	
						Name	
						Wells Fargo Bank N.A. Trust Tax	
1							
2							

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

	Date	Amount
1 Credit from prior year return	12/31/2011	1 134
2 First quarter estimated tax payment		2
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 134

**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	21,051
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	21,051