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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

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation STENZEL, ELVA E FOUNDATION T/U/A		A Employer identification number 74-3014838
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
Room/suite		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,848,754	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	72,399	71,317		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	119,790			
b Gross sales price for all assets on line 6a 1,588,166				
7 Capital gain net income (from Part IV, line 2)		119,790		
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)	1,006	1,006		
12 Total. Add lines 1 through 11	193,195	192,113	0	
13 Compensation of officers, directors, trustees, etc	33,799	25,349		8,450
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,115			1,115
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	10,545	719		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	100	100		
24 Total operating and administrative expenses. Add lines 13 through 23	45,559	26,168	0	9,565
25 Contributions, gifts, grants paid	118,070			118,070
26 Total expenses and disbursements. Add lines 24 and 25	163,629	26,168	0	127,635
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	29,566			
b Net investment income (if negative, enter -0-)		165,945		
c Adjusted net income (if negative, enter -0-)			0	

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		5,216	5,216
	2	Savings and temporary cash investments	95,491	100,459	100,459
	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)	2,592,875	2,619,667	2,743,079	
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)	2,688,366	2,725,342	2,848,754	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,688,366	2,725,342	
	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)	2,688,366	2,725,342		
31	Total liabilities and net assets/fund balances (see instructions)	2,688,366	2,725,342		

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	2,688,366
2	Enter amount from Part I, line 27a	2	29,566
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	19,500
4	Add lines 1, 2, and 3	4	2,737,432
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	12,090
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,725,342

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any		
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	119,790
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	138,598	2,846,118	0.048697
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.048697
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 0.048697
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,766,997
5 Multiply line 4 by line 3			5 134,744
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,659
7 Add lines 5 and 6			7 136,403
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 127,635

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,319	
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	3,319	
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	3,319	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,513	
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	5,513	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,194	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,194 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N.A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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? Yes 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? Yes No

	5b	N/A
		X
	7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	33,799		

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	2,728,390
b	Average of monthly cash balances	1b	80,744
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,809,134
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	2,809,134
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,137
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,766,997
6	Minimum investment return. Enter 5% of line 5	6	138,350

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	138,350
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,319
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,319
3	Distributable amount before adjustments Subtract line 2c from line 1	3	135,031
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	135,031
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	135,031

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	127,635
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	127,635
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	127,635

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				135,031
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			88,022	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>127,635</u>				
a Applied to 2011, but not more than line 2a			88,022	
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				39,613
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				95,418
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	118,070
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

STENZEL, ELVA E. FOUNDATION T/U/A

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

Recipient(s) paid during the year

Name METHODIST CHILDREN'S HOME OF WACO			
Street 1111 HERRING AVE			
City WACO	State TX	Zip Code 76708-3642	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 118,070

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

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		
													Capital Gains/Losses	Net Gain or Loss	
													Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	10,650											1,588,166	0	119,790
	Short Term CG Distributions	0											0	0	0
1	X AFLAC INC	001055102			10/31/2006		2/10/2012	5,516	5,101				0	0	415
2	X ABBOTT LABS	002824100			4/6/2004		2/10/2012	10,674	7,803				0	0	2,871
3	X AFFILIATED MANAGERS GRO	089252108			7/2/2010		2/10/2012	8,647	5,034				0	0	3,613
4	X APACHE CORP	037411105			10/6/2009		2/10/2012	5,345	4,855				0	0	490
5	X APPLE INC	037833100			11/21/2008		2/10/2012	22,101	3,666				0	0	18,435
6	X ARTISAN INTERNATIONAL FU	04314H204			6/10/2011		8/8/2012	23,964	23,315				0	0	649
7	X ARTISAN MID-CAP FUND-INS	04314H600			4/10/2012		8/8/2012	393	397				0	0	-4
8	X BAKER HUGHES INC COM	057224107			1/31/2008		2/10/2012	7,737	10,327				0	0	-2,590
9	X BANK NEW YORK MELLON CG	084058100			12/22/2009		2/10/2012	4,309	5,460				0	0	-1,151
10	X BERKSHIRE HATHAWAY INC	084670702			1/14/2009		2/10/2012	5,449	4,747				0	0	702
11	X BHP BILLITON LIMITED - ADR	088606108			12/10/2010		2/10/2012	6,149	7,188				0	0	-1,039
12	X BOEING CO	097023105			3/17/2011		2/10/2012	6,957	6,198				0	0	759
13	X CYSICAREMARK CORPORATI	126650100			2/11/2003		2/10/2012	10,393	3,062				0	0	7,331
14	X CYSICAREMARK CORPORATI	126650100			4/16/2003		2/10/2012	257	73				0	0	184
15	X CAPITAL ONE FINANCIAL COR	14040H105			9/12/2009		2/10/2012	6,485	4,820				0	0	1,665
16	X CARNIVAL CORP	143659300			1/6/2003		2/10/2012	9,360	3,101				0	0	6,259
17	X CHEVRON CORP	166764100			2/24/2011		2/10/2012	4,696	4,393				0	0	303
18	X CISCO SYSTEMS INC	17275R102			7/14/2006		2/10/2012	8,169	6,290				0	0	1,879
19	X COMCAST CORP CLASS A	20030N101			7/14/2006		2/10/2012	7,438	7,015				0	0	423
20	X CONOCOPHILLIPS	20825C104			8/30/2011		8/8/2012	9,288	10,642				0	0	-1,354
21	X CREDIT SUISSE COMM RT ST	22944R305			1/14/2009		2/10/2012	10,730	5,306				0	0	5,424
22	X DIAGEO PLC - ADR	25243Q205			6/10/2011		2/10/2012	7,800	5,248				0	0	2,552
23	X WALT DISNEY CO	254687106			7/14/2006		8/13/2012	23,378	28,604				0	0	-5,226
24	X DODGE & COX INTL STOCK F	256206103			6/10/2011		11/19/2012	3,732	4,071				0	0	-339
25	X DODGE & COX INTL STOCK F	256206103			6/10/2011		2/10/2012	50,147	50,000				0	0	147
26	X DODGE & COX INCOME FDC	256210105			8/30/2011		2/10/2012	4,497	4,441				0	0	56
27	X DODGE & COX INCOME FDC	256210105			5/10/2012		6/6/2012	13,391	13,430				0	0	-39
28	X DODGE & COX INCOME FDC	256210105			5/10/2012		11/19/2012	18,839	18,514				0	0	325
29	X DODGE & COX INCOME FDC	256210105			8/10/2012		11/19/2012	59,735	59,134				0	0	601
30	X DODGE & COX INCOME FDC	256210105			8/30/2011		11/19/2012	44,470	42,906				0	0	1,564
31	X E M C CORP MASS	268648102			7/6/2004		2/10/2012	2,207	867				0	0	1,340
32	X E M C CORP MASS	268648102			7/14/2006		2/10/2012	4,673	1,784				0	0	2,889
33	X FISERV INC	337381008			2/9/2009		2/10/2012	6,951	3,929				0	0	3,022
34	X JP MORGAN MID CAP VALUE	339128100			2/14/2012		6/6/2012	6,954	6,712				0	0	242
35	X JP MORGAN MID CAP VALUE	339128100			6/10/2011		6/6/2012	5,811	5,229				0	0	582
36	X GOLDMAN SACHS GROUP INC	38141G104			2/7/2011		2/10/2012	572	837				0	0	-265
37	X GOLDMAN SACHS GROUP INC	38141G104			4/13/2011		2/10/2012	4,006	5,622				0	0	-1,616
38	X GOLDMAN SACHS GRTH OPP	38142Y401			6/10/2011		4/10/2012	20,320	20,000				0	0	320
39	X GOLDMAN SACHS GRTH OPP	38142Y401			8/30/2011		4/10/2012	30,747	28,015				0	0	2,732
40	X GOLDMAN SACHS GRTH OPP	38142Y401			2/14/2012		4/10/2012	18,303	18,354				0	0	-51
41	X HARBOUR CAPITAL APRGTON	411511504			2/14/2012		8/8/2012	4,151	4,148				0	0	3
42	X HEWLETT PACKARD CO	428236103			10/13/2008		2/10/2012	2,395	3,377				0	0	-982
43	X HEWLETT PACKARD CO	428236103			11/21/2008		2/10/2012	2,049	2,399				0	0	-350
44	X HUSSMAN STRATEGIC GRO	448108100			8/30/2011		6/6/2012	7,830	8,394				0	0	-564
45	X HUSSMAN STRATEGIC GRO	448108100			8/30/2011		8/8/2012	25,314	28,793				0	0	-3,479
46	X HUSSMAN STRATEGIC GRO	448108100			2/14/2012		8/8/2012	17,247	18,410				0	0	-1,163
47	X INTEL CORP	458140100			7/14/2006		2/10/2012	8,641	5,875				0	0	2,766
48	X ISHARES S & P 500 INDEX FU	464287200			2/10/2012		5/8/2012	37,549	37,150				0	0	399
49	X ISHARES S & P 500 INDEX FU	464287200			8/26/2010		2/10/2012	952	813				0	0	139
50	X ISHARES MSCI EAFE	464287465			11/2/2005		2/10/2012	64,089	62,889				0	0	1,200
51	X ISHARES TR S & P MIDCAP 40	464287507			11/2/2005		2/10/2012	44,430	29,211				0	0	15,219
52	X ISHARES TR SMALLCAP 600 I	464287804			11/2/2005		2/10/2012	30,192	20,620				0	0	9,572
53	X JPMORGAN CHASE & CO	46625H100			1/12/2008		2/10/2012	2,528	1,999				0	0	529
54	X JPMORGAN CHASE & CO	46625H100			3/10/2009		2/10/2012	4,982	2,575				0	0	2,407
55	X KEELLEY SMALL CAP VAL FDC	487300808			2/14/2012		8/8/2012	3,730	4,601				0	0	-871
56	X KOHLS CORP	500255104			8/26/2010		2/10/2012	5,349	5,378				0	0	-29
57	X KRAFT FOODS INC	50075N104			3/23/2010		2/10/2012	5,785	5,502				0	0	283
58	X LAUDUS MONDRIAN INTL FHI	51855Q655			8/30/2011		2/10/2012	5,298	4,165				0	0	1,133
59	X LAUDUS MONDRIAN INTL FHI	51855Q655			6/10/2011		8/8/2012	6,522	7,038				0	0	-516
60	X MFS VALUE FUND-CLASS I B	52983694			5/10/2012		8/8/2012	21,648	22,768				0	0	-920
61	X MFS VALUE FUND-CLASS I B	52983694			6/10/2011		8/8/2012	5,623	5,463				0	0	160
62	X MAINSTAY EP US EQUITY-INS	56063J302			6/10/2011		2/10/2012	3,659	3,425				0	0	234
63	X MAINSTAY EP US EQUITY-INS	56063J302			6/10/2011		8/8/2012	19,777	20,020				0	0	-243
64	X MAINSTAY EP US EQUITY-INS	56063J302			6/10/2011		8/8/2012	10,131	9,980				0	0	151
65	X MERGER FD SH BEN INT 260	589509108			6/10/2011		8/8/2012	31,483	29,059				0	0	2,424
66	X MICROSOFT CORP	594918104			9/10/2002		2/10/2012	15,811	16,109				0	0	-298
67	X MICROSOFT CORP	594918104			9/10/2002		2/10/2012	7,073	5,737				0	0	1,336

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	10,650									1,588,166	1,468,376	119,790	
	Short Term CG Distributions	0									0	0	0	
69	NESTLE S A REGISTERED SH	641069406			7/14/2006		2/10/2012	8,901	4,788				4,113	
70	NOVARTIS AG - ADR	69887V109			5/25/2007		2/10/2012	5,241	5,278				-37	
71	ORACLE CORPORATION	68389X105			6/20/2010		2/10/2012	7,262	5,842				1,420	
72	PIMCO TOTAL RET FD-INST 3	693390700			6/10/2011		2/10/2012	9,999	9,927				72	
73	PIMCO TOTAL RET FD-INST 3	693390700			5/10/2012		6/6/2012	14,252	14,265				-13	
74	PIMCO FOREIGN BD FD USD	693390882			2/14/2012		6/6/2012	4,054	3,987				67	
75	PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	27,503	26,533				970	
76	POWERSHARES DB COMMOL	7393SS105			9/11/2009		2/10/2012	33,759	33,288				471	
77	PROCTER & GAMBLE CO	742718109			3/23/2011		2/10/2012	4,257	4,284				-27	
78	RIDGEWORTH SEIX HY BD-1	76628T645			6/10/2011		8/6/2012	9,397	9,588				-191	
79	RIDGEWORTH SEIX HY BD-1	76628T645			2/22/2011		11/19/2012	12,182	12,329				-147	
80	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	63,652	63,521				131	
81	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	2,841	2,835				6	
82	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		6/6/2012	10,360	10,382				-22	
83	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/9/2012	90,899	90,711				188	
84	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	37,520	37,442				78	
85	SPDR DJ WILSHIRE INTERNA	78463X863			6/6/2011		8/6/2012	10,892	11,361				-469	
86	SCHLUMBERGER LTD	808857108			10/13/2008		2/10/2012	6,844	5,563				1,281	
87	TCW SMALL CAP GROWTH FI	87234N849			2/14/2012		11/19/2012	14,911	17,352				-2,441	
88	TCW SMALL CAP GROWTH FI	87234N849			5/10/2012		11/19/2012	5,450	5,826				-376	
89	TCW SMALL CAP GROWTH FI	87234N849			6/10/2011		11/19/2012	10,617	11,984				-1,367	
90	TCW SMALL CAP GROWTH FI	87234N849			8/30/2011		12/19/2012	7,455	8,016				-561	
91	TCW SMALL CAP GROWTH FI	87234N849			1/6/2003		2/10/2012	28,096	28,148				-52	
92	TARGET CORP	87612E106			7/19/2006		2/10/2012	6,747	3,813				2,934	
93	TEMPLETON GLOBAL BOND F	880208400			4/13/2011		2/10/2012	33,130	26,656				6,474	
94	TEVA PHARMACEUTICAL IND	881624209			7/15/2009		2/10/2012	7,791	6,671				1,120	
95	THERMO FISHER SCIENTIFIC	883556102			12/17/2010		2/10/2012	7,206	5,203				2,003	
96	3M CO	88579Y101			2/7/2011		2/10/2012	8,445	8,353				92	
97	US BANCORP DEL NEW	902973304			7/19/2010		2/10/2012	6,851	6,600				251	
98	UNION PACIFIC CORP	907818108			8/25/2010		2/10/2012	9,140	5,564				3,576	
99	UNION PACIFIC CORP	907818108			3/13/2008		2/10/2012	2,898	1,883				1,015	
100	UNITEDHEALTH GROUP INC	91324P102			9/11/2009		2/10/2012	10,494	7,678				2,816	
101	VANGUARD INTERMEDIATE T	921937819			9/11/2009		2/10/2012	33,074	30,186				2,888	
102	VANGUARD SHORT TERM BC	921937827			9/11/2009		2/10/2012	58,207	57,497				710	
103	VANGUARD REIT VIPER	922908553			1/13/2005		2/10/2012	9,366	7,631				1,735	
104	VANGUARD REIT VIPER	922908553			1/13/2005		5/6/2012	3,265	2,519				746	
105	VANGUARD REIT VIPER	922908553			2/9/2009		8/6/2012	5,532	4,183				1,349	
106	VISA INC-CLASS A SHRS	92825C839			7/14/2006		2/10/2012	6,078	5,298				780	
107	VODAFONE GROUP PLC NEW	92857W209			7/29/2006		2/10/2012	20,121	20,476				-355	
108	WELLS FARGO ADV HI INC-IN	949917538			2/22/2011		2/10/2012	9,855	10,000				-145	
109	WELLS FARGO ADV HI INC-IN	949917538			4/3/2008		2/10/2012	4,395	3,106				1,289	
110	COOPER INDUSTRIES PLC NE	G24140108												
111	ASGI MESIROW K-1													
112	POWERSHARES K-1													
113	ASGI MESIROW FINAL K-1 AD							2,383	189				2,383	

Part I, Line 11 (990-PF) - Other Income

		1,006	1,006	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP K-1 INCOME	1,006	1,006	

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

Description		1,115	0	0	1,115
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,115			1,115

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

		10,545	719	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX PAID	719	719		
2	PY EXCISE TAX DUE	4,313			
3	ESTIMATED EXCISE PAYMENTS	5,513			

Part I, Line 23 (990-PF) - Other Expenses

		100	100	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		
2	PARTNERSHIP K-1 EXPENSES	98	98		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	2,592,875	2,619,667	2,743,079
1					Book Value End of Year	FMV End of Year
2	ARTISAN INTERNATIONAL FUND 661		0	114,019		129,803
3	DODGE & COX INCOME FD COM 147		0	125,944		132,872
4	HARBOR CAPITAL APRCTION-INST 2012		0	150,832		168,119
5	MERGER FD SH BEN INT 260		0	39,826		40,047
6	PIMCO TOTAL RET FD-INST 35		0	408,783		406,327
7	PIMCO FOREIGN BD FD USD H-INST 103		0	57,852		58,650
8	T ROWE PRICE SHORT TERM BD FD 55		0	21,326		21,370
9	ARTISAN MID CAP FUND-INSTL 1333		0	75,434		74,253
10	ISHARES RUSSELL 2000 GROWTH		0	67,318		69,386
11	ISHARES S & P 500 INDEX FUND		0	82,504		95,618
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	61,631		58,406
13	DODGE & COX INT'L STOCK FD 1048		0	122,014		129,614
14	MFS VALUE FUND-CLASS I 893		0	114,396		124,924
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	131,808		136,814
16	DRIEHAUS ACTIVE INCOME FUND		0	40,153		41,155
17	JP MORGAN MID CAP VALUE-I 758		0	53,190		62,923
18	HUSSMAN STRATEGIC GROWTH FUND 60		0	58,692		51,427
19	VANGUARD REIT VIPER		0	76,887		99,095
20	VANGUARD EMERGING MARKETS ETF		0	74,415		86,967
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	82,339		87,226
22	ASGI MESIROW INSIGHT FUND, LLC		0	100,000		89,864
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	88,296		99,695
24	DIAMOND HILL LONG-SHORT FD CL I 11		0	64,242		69,266
25	RIDGEWORTH SEIX HY BD-I 5855		0	129,999		136,915
26	GATEWAY FUND - Y 1986		0	66,931		66,199
27	CREDIT SUISSE COMM RT ST-CO 2156		0	146,562		130,740
28	KEELEY SMALL CAP VAL FD CL I 2251		0	64,274		75,404

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

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

1	COST BASIS ADJUSTMENT	1	5,354
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	2,086
3	PARTNERSHIP INCOME ADJUSTMENT	3	12,060
4	Total	4	19,500

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	9,076
2	GAIN ON CY FINAL K1 DISTRIBUTION NOT SETTLED AT YEAR END	2	2,383
3	PY RETURN OF CAPITAL ADJUSTMENT	3	631
4	Total	4	12,090

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

Long Term CG Distributions		Amount	1,577,516		1,488,376		109,140		0		0		0		109,140		0		0	
Short Term CG Distributions		0	0		0		0		0		0		0		0		0		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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of	109,140	0	0	0	0	0	0
1 AFLAC INC	061035102		10/31/2006	2/10/2012	5,516			5,101	415											
2 ABBOTT LABS	002824100		4/6/2004	2/10/2012	8,947			5,034	3,813											
3 AFFILIATED MANAGERS GROUP, INC	102925208		1/22/2010	1/10/2012	6,847			5,034	1,813											
4 APACHE CORP	037411105		10/6/2009	2/10/2012	5,345			4,855	490											
5 APPLE INC	037833100		1/12/2008	2/10/2012	22,101			3,666	18,435											
6 ARTISAN INTERNATIONAL FUND, 681	04314H204		6/10/2011	8/6/2012	23,964			23,315	649											
7 ARTISAN MID CAP FUND-INS 1333	04314H600		4/10/2012	8/6/2012	393			397	-4											
8 BAKER HUGHES INC COM	057224107		1/31/2008	2/10/2012	10,327			7,737	2,590											
9 BANK NEW YORK MELLON CORP COM	064015810		12/22/2009	2/10/2012	4,309			5,460	-1,151											
10 BERSHIRE HATHAWAY INC	084670702		1/14/2009	2/10/2012	5,448			4,747	702											
11 BHP BILLITON LIMITED - ADR	088605108		12/10/2010	2/10/2012	6,149			7,188	-1,039											
12 BOEING CO	097023105		3/17/2011	2/10/2012	6,857			6,188	659											
13 CVS/CAREMARK CORPORATION	129850100		2/11/2003	2/10/2012	10,393			3,062	7,331											
14 CVS/CAREMARK CORPORATION	129850100		4/16/2003	2/10/2012	257			73	184											
15 CAPITAL ONE FINANCIAL CORP	14404H105		9/12/2009	2/10/2012	6,485			4,620	1,865											
16 CARVIAL CORP	146558300		9/10/2002	2/10/2012	3,228			2,513	715											
17 CHEVRON CORP	162764100		1/6/2003	2/10/2012	9,360			3,101	6,259											
18 CISCO SYSTEMS INC	17279R102		2/24/2010	2/10/2012	4,696			4,993	-303											
19 CONOCO PHILLIPS	20039N101		7/14/2006	2/10/2012	8,169			6,290	1,879											
20 COMCAST CORP CLASS A	20039N101		7/14/2006	2/10/2012	9,288			7,015	2,273											
21 CREDIT SUISSE COMM RT ST-C 2156	208254R305		8/30/2011	8/6/2012	7,600			5,306	2,294											
22 DIAGEO PLC - ADR	25243Q205		4/14/2009	2/10/2012	23,378			26,604	-3,226											
23 WAL DISNEY CO	254687106		7/14/2006	2/10/2012	50,147			50,000	147											
24 DODGE & COX INT'L STOCK FD 1048	256206103		6/10/2011	8/13/2012	3,732			4,071	-339											
25 DODGE & COX INT'L STOCK FD 1048	256206103		6/10/2011	8/13/2012	50,147			50,000	147											
26 DODGE & COX INCOME FD COM 147	256210105		8/30/2011	2/10/2012	4,497			4,441	56											
27 DODGE & COX INCOME FD COM 147	256210105		8/30/2011	2/10/2012	13,391			13,430	-39											
28 DODGE & COX INCOME FD COM 147	256210105		3/10/2012	1/19/2012	18,514			18,514	0											
29 DODGE & COX INCOME FD COM 147	256210105		8/30/2011	2/10/2012	59,735			59,134	601											
30 DODGE & COX INCOME FD COM 147	256210105		8/30/2011	1/19/2012	44,470			42,006	2,464											
31 DODGE & COX INCOME FD COM 147	256210105		7/6/2004	2/10/2012	2,207			867	1,340											
32 E I C CORP MASS	268648102		7/14/2006	2/10/2012	4,673			1,784	2,889											
33 FISERV INC	337738108		2/9/2009	2/10/2012	6,951			3,929	3,022											
34 JF MORGAN MID CAP VALUE 758	339728100		2/14/2012	8/6/2012	6,954			6,712	242											
35 JF MORGAN MID CAP VALUE 758	339728100		6/10/2011	8/6/2012	5,811			5,229	582											
36 GOLDMAN SACHS GROUP INC	33141G104		2/17/2011	2/10/2012	572			637	-65											
37 GOLDMAN SACHS GROUP INC	33141G104		4/13/2011	2/10/2012	4,006			5,622	-1,616											
38 GOLDMAN SACHS GRTH OPP FDI 113	33142Y101		6/10/2011	4/10/2012	20,320			20,000	320											
39 GOLDMAN SACHS GRTH OPP FDI 113	33142Y101		8/30/2011	4/10/2012	30,747			28,015	2,732											
40 GOLDMAN SACHS GRTH OPP FDI 113	33142Y101		2/14/2012	4/10/2012	18,303			18,354	-51											
41 HENRY CREDIT APTIC-INST 201	411511504		2/14/2012	8/6/2012	4,151			4,148	3											
42 HEMLETT PACKARD CO	428235103		10/13/2008	2/10/2012	2,395			3,377	-982											
43 HEMLETT PACKARD CO	428235103		1/12/2008	2/10/2012	2,048			2,395	-347											
44 HUSSEAN STRATEGIC GROWTH FUND	448108100		8/30/2011	8/6/2012	7,830			8,394	-564											
45 HUSSEAN STRATEGIC GROWTH FUND	448108100		8/30/2011	8/6/2012	25,314			28,793	-3,479											
46 HUSSEAN STRATEGIC GROWTH FUND	448108100		2/14/2012	8/6/2012	17,247			19,410	-2,163											
47 INTEL CORP	456401000		7/14/2006	2/10/2012	6,841			5,875	966											
48 ISHARES S & P 500 INDEX FUND	464267200		2/10/2012	8/6/2012	37,568			37,150	418											
49 ISHARES S & P 500 INDEX FUND	464267200		8/26/2011	8/6/2012	813			813	0											
50 ISHARES RUSG FUND	464267200		6/26/2011	8/6/2012	64,089			62,899	1,190											
51 ISHARES RUSG FUND	464267200		1/12/2005	2/10/2012	44,430			29,211	15,219											
52 ISHARES RUSG FUND	464267200		1/12/2005	2/10/2012	30,162			20,620	9,542											
53 JPMORGAN CHASE & CO	464267200		3/10/2009	2/10/2012	2,528			1,999	529											
54 JPMORGAN CHASE & CO	464267200		1/12/2005	2/10/2012	4,962			2,575	2,387											
55 JOHNSON CONTROLS INC	46829H100		3/10/2009	2/10/2012	7,330			4,601	2,729											
56 JOHNSON CONTROLS INC	46829H100		2/14/2012	8/6/2012	5,349			5,302	47											
57 KEELY SMALL CAP VAL FDI 2251	478368107		6/10/2011	2/10/2012	3,730			4,601	-871											
58 KEELY SMALL CAP VAL FDI 2251	478368107		2/14/2012	8/6/2012	3,483			3,425	58											
59 KRAFT FOODS INC	50279N104		8/26/2010	2/10/2012	5,349			5,349	0											
60 LAUDUS MONDRIAN INTL FINST 2840	50279N104		8/26/2010	2/10/2012	18,777			20,026	-1,249											
61 LAUDUS MONDRIAN INTL FINST 2840	50279N104		3/23/2010	2/10/2012	31,483			29,059	2,424											
62 MFS VALUE FUND CLASS 183	51655G655		8/30/2011	8/6/2012	5,298			4,165	1,133											
63 MFS VALUE FUND CLASS 183	51655G655		6/10/2011	8/6/2012	6,522			7,038	-516											
64 MFS VALUE FUND CLASS 183	51655G655		3/10/2012	8/6/2012	3,653			2,768	885											
65 MAINSTAY EP US EQUITY INS 1204	532863694		6/10/2011	2/10/2012	6,559			5,463	1,096											
66 MAINSTAY EP US EQUITY INS 1204	532863694		6/10/2011	2/10/2012	18,777			18,777	0											
67 MAINSTAY EP US EQUITY INS 1204	532863694		6/10/2011	2/10/2012	10,131			9,980	151											
68 MAINSTAY EP US EQUITY INS 1204	532863694		6/10/2011	2/10/2012	15,811			16,109	-298											
69 MERGER BD SHARES INT 286	56509108																			

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

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 of Losses	109,140
														109,140
Long Term CG Distributions	10,650													109,140
Short Term CG Distributions	0													0
SEPR DJ WILSHIRE INTERNATIONAL R	784633063		6/8/2011	8/8/2012	10,892			11,361	-469					-469
SCHUMBERGER LTD	806837108		10/13/2008	2/10/2012	6,844			5,963	1,281					1,281
TCW SMALL CAP GROWTH FUND-I	47267234N849		2/14/2012	11/19/2012	14,911			17,355	-2,444					-2,444
TCW SMALL CAP GROWTH FUND-I	47267234N849		5/10/2011	11/19/2012	3,450			5,826	-3,767					-3,767
TCW SMALL CAP GROWTH FUND-I	47267234N849		8/10/2011	12/19/2012	10,617			11,984	-1,367					-1,367
TCW SMALL CAP GROWTH FUND-I	47267234N849		8/30/2011	12/19/2012	28,096			28,148	-52					-52
TARGET CORP	87612E106		1/6/2003	2/10/2012	6,747			2,934	2,934					2,934
TEMPLETON GLOBAL BOND FD-ADV 6	860208406		7/19/2006	2/10/2012	33,130			26,656	6,474					6,474
TEVA PHARMACEUTICAL INDUSTRIES	881624709		4/13/2011	2/10/2012	7,191			8,671	-880					-880
TERMO FISHER SCIENTIFIC INC	863536102		7/15/2009	2/10/2012	7,206			5,203	2,003					2,003
3M CO	885791101		12/17/2010	2/10/2012	8,443			8,353	92					92
US BANCORP DEL NEW	902973304		2/7/2011	2/10/2012	6,851			6,600	251					251
UNION PACIFIC CORP	907818108		7/19/2010	2/10/2012	9,140			5,564	3,576					3,576
UNION PACIFIC CORP	907818108		8/25/2010	2/10/2012	2,898			1,883	1,015					1,015
UNITEDHEALTH GROUP INC	907818108		3/13/2008	2/10/2012	10,494			7,678	2,816					2,816
VANGUARD INTERMEDIATE TERM B	921937819		9/11/2009	2/10/2012	33,074			30,186	2,888					2,888
VANGUARD SHORT TERM BOND ETF	921937827		9/11/2009	2/10/2012	58,207			57,497	710					710
VANGUARD RET VIPER	922908553		1/13/2005	2/10/2012	9,366			7,631	1,735					1,735
VANGUARD RET VIPER	922908553		1/13/2005	5/8/2012	3,265			2,519	746					746
VISA INC-CLASS A SHRS	928262839		1/13/2005	8/8/2012	5,532			4,183	1,349					1,349
VODAFONE GROUP PLC NEW ADR	92857W209		2/9/2009	2/10/2012	7,838			3,936	3,902					3,902
WELLS FARGO ADV FI INC-INS 3110	949917538		7/14/2006	2/10/2012	6,078			5,298	780					780
WELLS FARGO ADV FI INC-INS 3110	949917538		7/20/2006	2/10/2012	20,121			20,476	-355					-355
COOPER INDUSTRIES PLC NEW IRELA	624140108		2/22/2011	2/10/2012	9,855			10,000	-145					-145
ASSI MESSIROW K-1			4/9/2008	2/10/2012	4,395			12,780	-12,780					-12,780
POWERSHARES K-1								189	-189					-189
ASSI MESSIROW FINAL K-1 ADJ					2,383			0	2,383					2,383

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	1,378
3 Second quarter estimated tax payment	6/11/2012	3	1,378
4 Third quarter estimated tax payment	9/11/2012	4	1,378
5 Fourth quarter estimated tax payment	12/11/2012	5	1,379
6 Other payments		6	0
7 Total		7	5,513

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	88,022
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	88,022