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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation BALIN, HILDEGARD CHARIT. IRREV TUA		A Employer identification number 77-6132316
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A 1 W 4th St 4th Floor MAC D4000-041		
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,714,952	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,452	30,050		
	5 a Gross rents	158,916	158,916		
	b Net rental income or (loss) 101,967				
	6 a Net gain or (loss) from sale of assets not on line 10	61,476			
	b Gross sales price for all assets on line 6a 723,204				
	7 Capital gain net income (from Part IV, line 2)		61,476		
	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)	1,149	1,149			
12 Total. Add lines 1 through 11	251,993	251,591			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	58,570	43,927		14,643
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,317			2,317
	c Other professional fees (attach schedule)	10			10
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,952	304		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	75,555	75,545		10
	24 Total operating and administrative expenses. Add lines 13 through 23	150,404	119,776	0	16,980
	25 Contributions, gifts, grants paid	256,000			256,000
26 Total expenses and disbursements. Add lines 24 and 25	406,404	119,776	0	272,980	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-154,411				
b Net investment income (if negative, enter -0-)		131,815			
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	344,439	102,810	102,810	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	Liabilities	11	Investments—land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	2,957,967	3,034,593	4,612,144	
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)	3,302,406	3,137,403	4,714,954	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0	0		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	3,302,406	3,137,403			
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)	3,302,406	3,137,403			
31	Total liabilities and net assets/fund balances (see instructions)	3,302,406	3,137,403			

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	3,302,406
2	Enter amount from Part I, line 27a	2	-154,411
3	Other increases not included in line 2 (itemize) See Attached Statement	3	548
4	Add lines 1, 2, and 3	4	3,148,543
5	Decreases not included in line 2 (itemize) See Attached Statement	5	11,140
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,137,403

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	61,476
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	191,777	4,995,336	0.038391
2010	271,143	5,056,783	0.053620
2009	225,104	5,717,157	0.039373
2008	298,718	5,752,121	0.051932
2007	462,098	8,191,989	0.056409

2 Total of line 1, column (d)	2	0.239725
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	0.047945
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,789,484
5 Multiply line 4 by line 3	5	229,632
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,318
7 Add lines 5 and 6	7	230,950
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	272,980

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		1	1,318	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	1,318	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,318	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,735		
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	7,735		
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,417		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 1,318 Refunded ☐	11	5,099		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	46,856		
DAVID F HORTON 4350 VIA PRESADA SANTA BARBARA, CA 93	CO-TRUSTEE 4.00	11,714		

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

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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

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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	4,556,071
b	Average of monthly cash balances	1b	306,349
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,862,420
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	4,862,420
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	72,936
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,789,484
6	Minimum investment return. Enter 5% of line 5	6	239,474

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	239,474
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,318
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,318
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	238,156
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	238,156
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	238,156

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	272,980
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	272,980
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	1,318
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	271,662

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				238,156
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			143,021	
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 ▶ \$ 272,980				
a Applied to 2011, but not more than line 2a			143,021	
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				129,959
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				108,197
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	256,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	30,452	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property			16	105,135	
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	61,476	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>OTHER INCOME</u>			01	1,149	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		198,212	0
13	Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	198,212

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

[illegible]

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

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

[illegible]

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

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

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.

**Sign
Here**

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

8/13/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

JOSEPH J CASTRIANO

8/13/2013

Check ☒ if
self-employed

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

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

Phone no	412-355-6000
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BALIN, HILDEGARD CHARIT. IRREV TUA

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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

SANTA BARBARA MENTAL HEALTH ASSOCIATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

SOLVANG SENIOR CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

SANTA MARIA VALLEY HUMANE SOCIETY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,000

Name

SANTA BARBARA NEIGHBORHOOD CLINICS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,500

Name

CATHOLIC CHARITIES OF LOS ANGELES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

JEWISH FEDERATION OF GREATER SANTA BARBARA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

BALIN, HILDEGARD CHARIT. IRREV TUA

77-6132316 Page 2 of 5

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

Recipient(s) paid during the year

Name

CASA ESPERANZA HOMELESS CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 15,000

Name

SANTA BARBARA COUNTY ANIMAL CARE FOUNDATION, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,000

Name

SANTA YNEZ VALLEY PEOPLE HELPING PEOPLE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

AIDS HOUSING SANTA BARBARA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,000

Name

CARE 4PAWS INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,500

Name

COMMUNITY PARTNERS IN CARING

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 7,500

BALIN, HILDEGARD CHARIT IRREV TUA

77-6132316 Page 3 of 5

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

Recipient(s) paid during the year

Name

COMPANION ANIMAL PLACEMENT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

DOG ADOPTION AND WELFARE GROUP

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

EASY LIFT TRANSPORTATION, INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

FAMILY SERVICE AGENCY OF SANTA BARBARA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

FOODBANK OF SANTA BARBARA COUNTY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

22,500

Name

FRIENDSHIP ADULT DAY CARE CENTER INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

BALIN, HILDEGARD CHARIT IRREV TUA

77-6132316 Page 4 of 5

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

Recipient(s) paid during the year

Name

GOLETA VALLEY COMMUNITY CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 10,000

Name

SALVATION ARMY A CALIFORNIA CORP

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 15,000

Name

SANTA BARBARA MEALS ON WHEELS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 12,500

Name

SANTA YNEZ VALLEY SENIOR CITIZENS FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,000

Name

VALLEY HAVEN ADULT DAY PROGRAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 4,000

Name

ALZHEIMERS ASSOCIATION, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 7,500

BALIN, HILDEGARD CHARIT IRREV TUA

77-6132316 Page 5 of 5

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

Recipient(s) paid during the year

Name

SANTA MARIA VALLEY MEALS ON WHEELS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 10,000

Name

UNITY SHOPPE, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,000

Name

SANTA YNEZ VALLEY HUMANE SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 9,000

Name

LEGAL AID FOUNDATION OF SANTA BARBARA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 22,500

Name

VISITING NURSE & HOSPICE CARE OF SANTA BARBARA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 8,000

Name

COMMUNITY ACTION COMMISSION OF SANTA BARBARA COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 17,500

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

Check "X" to include in Part IV		Description	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals				Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions							Gross Sales	Cost, Other Basis and Expenses	Capital Gains/Losses		
											723,204	661,728	61,476		
											0	0	0		
1	X	PARKER HANNIFIN CORP	CUSIP #				12/6/2011		4/4/2012	20,914	20,942			0	-28
2	X	PARKER HANNIFIN CORP	701094104				2/29/2012		4/4/2012	5,019	5,466			0	-447
3	X	PERRIGO CO	714290103				8/23/2011		2/10/2012	9,304	9,008			0	296
4	X	PERRIGO CO	714290103				8/24/2011		2/10/2012	6,513	6,368			0	145
5	X	PERRIGO CO	714290103				8/30/2011		2/10/2012	4,187	4,334			0	-147
6	X	PERRIGO CO	714290103				9/20/2011		2/10/2012	4,187	4,405			0	-218
7	X	POLARIS INDUS INC COM	731068102				10/5/2010		7/12/2012	3,565	1,666			0	1,899
8	X	POLARIS INDUS INC COM	731068102				10/8/2010		7/12/2012	5,705	2,654			0	3,051
9	X	T. ROWE PRICE GROUP INC	741441708				11/0/2012		8/22/2012	7,154	6,924			0	230
10	X	QUALCOMM INC	747525103				2/10/2011		4/19/2012	4,405	3,978			0	427
11	X	QUALCOMM INC	747525103				2/10/2011		10/12/2012	294	284			0	10
12	X	QUALCOMM INC	747525103				3/9/2011		10/12/2012	2,935	2,764			0	171
13	X	QUALCOMM INC	747525103				10/14/2011		10/12/2012	2,935	2,723			0	212
14	X	ALEXION PHARMACEUTICALS	015351109				10/22/2009		2/8/2012	4,251	1,303			0	2,948
15	X	ALEXION PHARMACEUTICALS	015351109				10/22/2009		10/9/2012	6,789	1,421			0	5,368
16	X	ALEXION PHARMACEUTICALS	015351109				10/22/2009		11/15/2012	7,470	2,013			0	5,457
17	X	ALEXION PHARMACEUTICALS	015351109				11/30/2009		11/15/2012	439	114			0	325
18	X	ANSYS INC	03662Q105				11/3/2011		5/7/2012	4,658	4,286			0	372
19	X	ANSYS INC	03662Q105				10/9/2009		5/7/2012	3,106	2,089			0	1,017
20	X	ANSYS INC	03662Q105				10/9/2009		5/14/2012	4,897	3,343			0	1,554
21	X	ANSYS INC	03662Q105				8/7/2012		11/7/2012	7,597	7,490			0	107
22	X	ANSYS INC	03662Q105				10/9/2009		11/7/2012	2,072	1,254			0	818
23	X	APPROACH RESOURCES INC	03834A103				1/9/2012		11/16/2012	5,773	8,193			0	-2,420
24	X	APPROACH RESOURCES INC	03834A103				1/18/2012		11/16/2012	2,309	3,276			0	-967
25	X	APPROACH RESOURCES INC	03834A103				7/17/2012		11/16/2012	7,504	8,573			0	-1,069
26	X	ARIBA INC	04033V203				9/19/2012		11/16/2012	4,272	5,754			0	-1,482
27	X	ARIBA INC	04033V203				11/14/2011		6/27/2012	11,685	8,561			0	3,124
28	X	ARIBA INC	04033V203				11/14/2011		7/18/2012	9,825	7,244			0	2,581
29	X	ARIBA INC	04033V203				11/16/2011		7/18/2012	2,000	1,482			0	518
30	X	ARIBA INC	04033V203				12/5/2011		7/18/2012	5,557	3,956			0	1,561
31	X	ARUBA NETWORKS INC	043176106				11/16/2011		14/2012	1,313	1,802			0	1,508
32	X	ARUBA NETWORKS INC	043176106				11/18/2011		14/2012	4,813	6,416			0	-489
33	X	ARUBA NETWORKS INC	043176106				10/4/2010		5/7/2012	4,514	5,097			0	-1,603
34	X	ARUBA NETWORKS INC	043176106				10/8/2010		5/7/2012	3,160	3,423			0	-583
35	X	ARUBA NETWORKS INC	043176106				11/18/2011		5/7/2012	451	583			0	-263
36	X	BANKRATE INC	06647F102				11/16/2011		4/27/2012	2,254	1,956			0	-132
37	X	BANKRATE INC	06647F102				11/16/2011		4/30/2012	3,171	2,779			0	298
38	X	BANKRATE INC	06647F102				11/16/2011		4/30/2012	3,524	3,037			0	392
39	X	BANKRATE INC	06647F102				11/17/2011		5/3/2012	3,571	3,644			0	487
40	X	BANKRATE INC	06647F102				11/17/2011		5/22/2012	5,295	5,871			0	-73
41	X	BANKRATE INC	06647F102				12/1/2011		5/22/2012	2,191	2,081			0	-576
42	X	BANKRATE INC	06647F102				12/2/2011		5/22/2012	1,369	1,326			0	110
43	X	BANKRATE INC	06647F102				12/5/2011		5/22/2012	1,552	1,474			0	43
44	X	BANKRATE INC	06647F102				12/6/2011		5/22/2012	1,187	1,134			0	78
45	X	BANKRATE INC	06647F102				4/12/2012		10/23/2012	3,340	3,963			0	53
46	X	BRUNSWICK CORP	117043109				5/22/2012		10/23/2012	1,508	1,550			0	-623
47	X	BRUNSWICK CORP	117043109				10/14/2008		2/2/2012	9,110	3,695			0	-42
48	X	CEPHEID	15670R107				11/16/2011		7/20/2012	3,585	3,411			0	5,415
49	X	CERNER CORP COM	156782104				11/24/2010		10/19/2012	5,603	3,570			0	174
50	X	CERNER CORP COM	156782104				10/29/2010		10/19/2012	3,502	2,589			0	2,033
51	X	CERNER CORP COM	156782104				11/16/2011		10/19/2012	3,215	3,215			0	813
52	X	CHICAGO BRIDGE & IRON CO	167250109				11/18/2012		6/4/2012	3,283	4,111			0	2,037
53	X	CHICAGO BRIDGE & IRON CO	167250109				11/16/2011		8/4/2012	657	787			0	-828
54	X	CHICAGO BRIDGE & IRON CO	167250109				11/16/2011		8/7/2012	9,511	10,166			0	-140
55	X	CHICAGO BRIDGE & IRON CO	167250109				11/16/2011		8/29/2012	5,532	5,980			0	-655
56	X	CHICAGO BRIDGE & IRON CO	167250109				11/16/2011		8/29/2012	3,688	3,874			0	-448
57	X	CISCO SYSTEMS INC	17275R102				11/10/2011		2/28/2012	6,512	6,105			0	-186
58	X	CISCO SYSTEMS INC	17275R102				11/10/2011		2/28/2012	6,512	6,105			0	407
59	X	CISCO SYSTEMS INC	17275R102				12/23/2011		3/15/2012	6,981	6,575			0	406
60	X	CISCO SYSTEMS INC	17275R102				10/19/2011		11/8/2012	5,670	6,056			0	655
61	X	CONCHO RESOURCES INC	20605P101				11/5/2011		12/24/2012	11,787	12,965			0	-386
62	X	CONCHO RESOURCES INC	20605P101				10/19/2011		12/24/2012	5,501	6,056			0	-1,179
63	X	CUMMINS INC	231021106				9/15/2011		3/20/2012	11,091	8,663			0	-555
64	X	CYPRESS SEMICONDUCTOR	232806109				12/6/2011		4/4/2012	4,773	6,136			0	2,428
65	X	CYPRESS SEMICONDUCTOR	232806109				11/3/2011		4/11/2012	583	583			0	-1,363
66	X	CYPRESS SEMICONDUCTOR	232806109				6/16/2010		10/5/2012	5,603	5,758			0	-111
67	X	CYPRESS SEMICONDUCTOR	232806109				6/16/2010		10/5/2012	5,603	5,758			0	-1,281
68	X	CYPRESS SEMICONDUCTOR	232806109				6/16/2010		10/5/2012	5,603	5,758			0	-155

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										575		0		723,204		661,728		61,476	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
69	X	CYPRESS SEMICONDUCTOR	232806109		11/3/2011		10/5/2012	534	895					-361					
70	X	CYPRESS SEMICONDUCTOR	232806109		1/9/2012		10/5/2012	800	1,297					-497					
71	X	DOLLAR TREE INC	256746108		9/16/2011		3/15/2012	7,958	6,423					1,535					
72	X	DOLLAR TREE INC	256746108		9/31/2011		3/15/2012	6,554	5,092					1,462					
73	X	DOLLAR TREE INC	256746108		5/18/2012		8/22/2012	7,353	7,112					241					
74	X	DOLLAR TREE INC	256746108		8/31/2011		8/22/2012	980	727					253					
75	X	DOLLAR TREE INC	256746108		8/31/2011		12/11/2012	11,224	10,548					676					
76	X	THE ENDOWMENT TEL FUND	292980444		11/30/2009		12/31/2012	5,712	6,250					-538					
77	X	FORTINET INC	34959E109		8/31/2011		10/11/2012	358	288					70					
78	X	FORTINET INC	34959E109		2/29/2012		10/11/2012	5,012	5,724					-712					
79	X	FORTINET INC	34959E109		10/7/2010		10/11/2012	5,370	2,707					2,663					
80	X	FORTINET INC	34959E109		10/7/2010		10/17/2012	8,149	4,813					3,336					
81	X	FRANCSA'S HOLDINGS CO	351793104		6/11/2012		11/6/2012	2,958	3,162					-204					
82	X	FRANCSA'S HOLDINGS CO	351793104		6/11/2012		11/7/2012	4,601	5,030					-428					
83	X	FRANCSA'S HOLDINGS CO	351793104		6/11/2012		12/10/2012	339	431					-92					
84	X	FRANCSA'S HOLDINGS CO	351793104		6/12/2012		12/10/2012	3,166	3,957					-791					
85	X	FRANCSA'S HOLDINGS CO	351793104		6/13/2012		12/10/2012	1,244	1,515					-271					
86	X	FRANCSA'S HOLDINGS CO	351793104		6/14/2012		12/10/2012	3,053	3,523					-470					
87	X	HMS HLDGS CORP	40425J101		12/22/2009		10/4/2012	4,980	2,821					2,159					
88	X	HMS HLDGS CORP	40425J101		6/28/2012		10/4/2012	2,988	3,437					-448					
89	X	HMS HLDGS CORP	40425J101		3/16/2010		10/4/2012	711	398					313					
90	X	HMS HLDGS CORP	40425J101		1/19/2010		10/5/2012	8,352	4,755					3,597					
91	X	HMS HLDGS CORP	40425J101		3/16/2010		10/5/2012	1,392	797					595					
92	X	INCYTE CORPORATION, INC	45337C102		6/14/2011		12/18/2012	11,742	12,842					-1,100					
93	X	INCYTE CORPORATION, INC	45337C102		1/9/2012		12/18/2012	2,024	2,050					-26					
94	X	JPMORGAN CHASE & CO	46625H100		2/8/2012		5/11/2012	4,631	4,785					-154					
95	X	JPMORGAN CHASE & CO	46625H100		2/8/2012		5/18/2012	11,672	13,399					-1,727					
96	X	LINKEDIN CORP	53578A108		5/22/2012		11/30/2012	3,710	3,665					45					
97	X	LINKEDIN CORP	53578A108		6/26/2012		11/30/2012	5,300	5,348					-48					
98	X	LINKEDIN CORP	53578A108		3/15/2012		11/30/2012	7,950	6,924					1,026					
99	X	MORGAN STANLEY	617446448		1/5/2012		4/9/2012	4,493	4,074					419					
100	X	MORGAN STANLEY	617446448		1/9/2012		4/9/2012	3,235	2,916					319					
101	X	MORGAN STANLEY	617446448		1/3/2012		8/9/2012	14,921	16,527					-1,606					
102	X	MORGAN STANLEY	617446448		1/9/2012		8/9/2012	291	324					-33					
103	X	MORGAN STANLEY	617446448		5/19/2012		8/9/2012	3,567	3,296					271					
104	X	NUANCE COMMUNICATIONS	67020Y100		2/10/2012		5/18/2012	1,452	1,852					-400					
105	X	NUANCE COMMUNICATIONS	67020Y100		2/10/2012		5/21/2012	5,774	7,407					-1,633					
106	X	OASIS PETROLEUM INC	674215108		12/29/2010		2/9/2012	3,681	3,392					289					
107	X	PANERA BREAD COMPANY	69840W108		5/22/2012		7/20/2012	2,138	2,180					-42					
108	X	PANERA BREAD COMPANY	69840W108		8/24/2011		7/20/2012	1,425	1,078					347					
109	X	PANERA BREAD COMPANY	69840W108		8/24/2011		12/4/2012	4,698	3,235					1,463					
110	X	PANERA BREAD COMPANY	69840W108		8/10/2011		12/4/2012	783	504					279					
111	X	QUALCOMM INC	747525103		1/27/2011		10/12/2012	1,468	1,357					111					
112	X	RACKSPACE HOSTING INC	75086100		3/15/2012		6/6/2012	4,556	5,644				1,088	0					
113	X	RED HAT INC	756571102		5/22/2012		11/7/2012	3,706	4,222				516	0					
114	X	RED HAT INC	756571102		8/7/2012		11/7/2012	1,482	1,760				278	0					
115	X	RED HAT INC	756571102		2/24/2012		11/7/2012	247	251				4	0					
116	X	RED HAT INC	756571102		6/14/2012		12/5/2012	3,495	3,640				723	578					
117	X	RED HAT INC	756571102		8/30/2012		12/5/2012	1,398	1,758				360	0					
118	X	RED HAT INC	756571102		2/24/2012		12/5/2012	466	502				36	0					
119	X	REGENERON PHARMACEUTICALS	75866F107		8/29/2012		11/29/2012	2,769	2,179				0	590					
120	X	RYLAND GROUP INC	783764103		11/8/2011		11/3/2012	7,266	3,004				0	4,262					
121	X	SANOFI CONTINGENT VALUE	80105N113		4/4/2011		10/5/2012	4,916	5,267				0	-351					
122	X	SIRONA DENTAL SYSTEMS INC	82966C103		8/29/2011		5/31/2012	7,694	8,071				230	-147					
123	X	SIRONA DENTAL SYSTEMS INC	82966C103		8/12/2011		6/11/2012	4,677	4,260				0	-83					
124	X	SIRONA DENTAL SYSTEMS INC	82966C103		7/30/2011		6/11/2012	4,837	4,972				0	-135					
125	X	SOURCEFIRE INC	83616T108		6/22/2012		12/5/2012	3,291	3,749				359	-99					
126	X	SOURCEFIRE INC	83616T108		6/11/2012		12/5/2012	1,646	1,797				152	-1					
127	X	SUCCESSFACTORS INC	864596101		10/19/2009		13/2012	3,993	1,580				0	2,403					
128	X	SUCCESSFACTORS INC	864596101		10/20/2009		13/2012	1,991	796				0	1,185					
129	X	SUNTRUST BANKS INC	867914103		3/20/2012		11/7/2012	2,131	1,967				0	164					
130	X	TEMPUR-PEDIC INTL INC	88023U101		8/15/2011		4/26/2012	7,306	7,631				0	-325					
131	X	TEMPUR-PEDIC INTL INC	88023U101		8/15/2011		5/7/2012	3,518	4,578				0	-1,060					
132	X	TEMPUR-PEDIC INTL INC	88023U101		8/29/2011		5/7/2012	3,988	4,843				0	-855					
133	X	TERADATA CORP	88076W103		2/10/2011		7/6/2012	3,288	2,380				0	908					
134	X	TERADATA CORP	88076W103		11/3/2011		7/6/2012	1,644	1,439				0	205					
135	X	TERADATA CORP	88076W103		9/24/2010		7/6/2012	986	560				0	408					

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

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

		1,149	1,149	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	1,146	1,146	
2	FROM PARTNERSHIP K-1	3	3	
3			0	

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

		2,317	0	0	2,317
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	2,317			2,317

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

		10	0	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1		10			10

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

		13,952	304	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	304	304		
2	PY EXCISE TAX DUE	13,000			
3	ESTIMATED EXCISE PAYMENTS	648			

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

		75,555	75,545	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT MANAGEMENT FEES	17,412	17,412		0
2	STATE AG FEE	10			10
3	RENTAL EXPENSES	56,949	56,949		
4	PARTNERSHIP EXPENSES	1,184	1,184		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			2,957,967	3,034,593	4,612,144
2	CHEVRON CORP		0	26,292	64,884
3	ISHARES INC MSCI PACIFIC EX-JAPAN		0	19,843	39,692
4	BERSHIRE HATHAWAY INC		0	26,021	71,760
5	THE ENDOWMENT TR FUND LP		0	125,000	113,158
6	SEC DEP TOWN'N COUNTY PROP MGMT		0	-2,600	-2,600
7	ISHARES TR MSCI EMERGING MARKETS		0	40,230	53,220
8	MLN GOLDMAN SACHS GROUP INC 5/07/		0	150,000	130,040
9	AMPHENOL CORP NEW		0	17,683	38,820
10	BRUNSWICK CORP		0	25,425	37,090
11	CERNER CORP COM		0	8,788	15,890
12	CUMMINS INC		0	27,143	27,629
13	E M C CORP MASS		0	13,508	13,788
14	FREEPORT-MCMORAN COPPER & GOLD		0	28,459	23,940
15	MOHAWK INDS INC COM		0	28,444	30,307
16	POLARIS INDS INC COM		0	11,883	31,136
17	QUALCOMM INC		0	22,418	25,053
18	REGENERON PHARMACEUTICALS INC		0	20,163	25,660
19	RYLAND GROUP INC		0	12,598	34,858
20	SUNTRUST BANKS INC		0	24,782	29,059
21	TOLL BROS INC		0	19,957	32,815
22	TRACTOR SUPPLY CO COM		0	8,869	9,720
23	WHOLE FOODS MKT INC		0	12,333	17,776
24	RANGE RES CORP		0	25,863	24,504
25	EBAY INC		0	18,679	18,104
26	PANERA BREAD COMPANY - CL A		0	14,616	23,030
27	RED HAT INC		0	22,369	23,832
28	ANSYS INC		0	11,070	17,845
29	ALEXION PHARMACEUTICALS INC		0	6,684	27,653
30	CEPHEID		0	16,959	17,776
31	T ROWE PRICE GROUP INC		0	12,474	19,861
32	PHARMACYCLICS INC		0	12,823	11,845
33	OASIS PETROLEUM INC		0	23,067	27,825
34	ELLIE MAE INC		0	25,860	28,166
35	LINKEDIN CORP		0	12,001	14,927
36	MEDIVATION INC		0	19,925	23,022
37	FIDELITY NATIONAL FINANCIAL INC		0	28,083	29,673
38	ROSETTA RESOURCES INC		0	17,663	17,901
39	MICHAEL KORS HOLDINGS LTD		0	32,357	32,404
40	SPLUNK INC		0	14,210	13,204
41	SOURCEFIRE INC		0	23,716	22,430
42	TERADATA CORP		0	9,204	14,854
43	ULTA SALON COSMETICS & FRAGRAN		0	6,954	24,074
44	RACKSPACE HOSTING INC		0	25,969	34,536
45	AFLAC INC		0	23,688	31,872
46	ABBOTT LABORATORIES		0	27,906	45,850

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	CISCO SYSTEMS INC		0	20,110	19,649
48	COLGATE PALMOLIVE CO		0	25,250	52,270
49	DIAGEO PLC - ADR		0	24,670	29,145
50	GENERAL ELECTRIC CO		0	22,693	14,693
51	HEWLETT PACKARD CO		0	38,240	11,400
52	JOHNSON & JOHNSON		0	13,812	21,030
53	MCDONALDS CORP		0	23,130	66,158
54	PROCTER & GAMBLE CO		0	21,839	40,734
55	GOLDMAN SACHS GROUP INC		0	27,279	31,890
56	AMEX MATERIALS SPDR		0	24,754	37,540
57	AMEX TECHNOLOGY SELECT SPDR		0	34,305	43,275
58	TARGET CORP		0	17,818	35,502
59	AMEX ENERGY SELECT SPDR		0	23,387	57,136
60	AMEX UTILITIES SPDR		0	20,924	22,698
61	SEC DEP TOWNN COUNTRY PROPERTY		0	-2,200	-2,200
62	SEC DEP TOWNN COUNTRY PROP MGMT		0	-1,400	-1,400
63	3RD PARTY MGR OPERATING RESERVES		0	1	1,250
64	3RD PARTY MGR OPERATING RESERVES		0	1	1,250
65	3RD PARTY MGR OPERATING RESERVES		0	1	3,700
66	3RD PARTY MGR OPERATING RESERVES		0	1	1,250
67	3RD PARTY MGR OPERATING RESERVES		0	1	6,813
68	3RD PARTY MGR OPERATING RESERVES		0	1	1,250
69	"315 E MICHELTORENA, SANTA BARBA, C		0	225,000	430,900
70	"326 E MICHELTORENA, SANTA BARBA, C		0	225,000	400,750
71	"328 E MICHELTORENA, SANTA BARBA, C		0	225,000	400,750
72	330/332E MICHELTORENA SANTA BARBA		0	450,000	549,667
73	"1018 CARPINTERIA, SANTA BARBARA C		0	175,000	344,500
74	"4732 ELEANOR DRIVE, CARPINTERIA CA		0	239,000	510,143
75	ORIGINAL DOCUMENT DATED 11/30/89		0	1	0
76	SEC DEP TOWNN COUNTRY PROP MGMT		0	-4,300	-4,300
77	SEC DEP TOWNN COUNTRY PROP MGMT		0	-6,700	-6,700
78	SEC DEP TOWNN COUNTRY PROPERTY		0	-3,400	-3,400
79	ISHARES S&P EUROPE 350		0	31,565	39,300
80	US BANCORP DEL NEW		0	18,991	22,358
81	ISHARES DJ US TELECOMMUNICATION		0	25,440	24,260

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	10
2	Loss on CY Sales Not Settled at Year End	2	538
3	Total	3	548

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

1	Cost Basis Adjustment	1	3,555
2	Mutual Fund & CTF Income Subtraction	2	1,160
3	Partnership Income Adjustment	3	3,091
4	PY Return of Capital Adjustment	4	167
5	Rental Income Adjustment	5	3,167
6	Total	6	11,140

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

Long Term CG Distributions		575	Amount		722,623	0	4,017	665,745	60,901	0	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	60,901
Short Term CG Distributions		0											
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1 PARKER HANNIFIN CORP	701094104		12/8/2012	4/4/2012	20,914			20,942	-28	0	0	0	-28
2 PARKER HANNIFIN CORP	701094104		2/8/2012	4/4/2012	5,019			5,469	-447	0	0	0	-447
3 PERRIGO CO	714290103		8/24/2011	2/10/2012	9,304			9,008	296	0	0	0	296
4 PERRIGO CO	714290103		8/24/2011	2/10/2012	6,513			6,388	145	0	0	0	145
5 PERRIGO CO	714290103		8/24/2011	2/10/2012	4,137			4,334	-197	0	0	0	-197
6 PERRIGO CO	714290103		8/24/2011	2/10/2012	4,187			4,405	-218	0	0	0	-218
7 POLARIS IND INC COM	731068102		10/5/2010	7/1/2012	3,565			1,666	1,899	0	0	0	1,899
8 POLARIS IND INC COM	731068102		11/9/2012	8/2/2012	5,705			2,654	3,051	0	0	0	3,051
9 T ROWE PRICE GROUP INC	741441108		11/9/2012	8/2/2012	7,154			6,924	230	0	0	0	230
10 QUALCOMM INC	747525103		2/10/2011	4/19/2012	4,405			3,978	427	0	0	0	427
11 QUALCOMM INC	747525103		2/10/2011	10/12/2012	284			284	0	0	0	0	0
12 QUALCOMM INC	747525103		3/9/2011	10/12/2012	2,835			2,784	51	0	0	0	51
13 QUALCOMM INC	747525103		10/14/2011	10/12/2012	2,835			2,723	112	0	0	0	112
14 ALEXION PHARMACEUTICALS INC	015351109		10/22/2009	2/8/2012	4,251			1,303	2,948	0	0	0	2,948
15 ALEXION PHARMACEUTICALS INC	015351109		10/22/2009	10/9/2012	6,786			1,421	5,365	0	0	0	5,365
16 ALEXION PHARMACEUTICALS INC	015351109		10/22/2009	11/15/2012	7,470			2,013	5,457	0	0	0	5,457
17 ALEXION PHARMACEUTICALS INC	015351109		11/30/2009	11/15/2012	439			114	325	0	0	0	325
18 ANSYS INC	038620105		11/2/2011	5/7/2012	4,659			4,286	372	0	0	0	372
19 ANSYS INC	038620105		10/9/2009	5/7/2012	3,106			2,089	1,017	0	0	0	1,017
20 ANSYS INC	038620105		10/9/2009	5/14/2012	4,897			3,343	1,554	0	0	0	1,554
21 ANSYS INC	038620105		8/7/2012	11/7/2012	7,597			7,490	107	0	0	0	107
22 ANSYS INC	038620105		10/6/2009	11/7/2012	2,072			1,254	818	0	0	0	818
23 APPROACH RESOURCES INC	03844A103		1/9/2012	11/16/2012	5,773			6,193	-420	0	0	0	-420
24 APPROACH RESOURCES INC	03844A103		11/16/2012	11/16/2012	2,309			3,276	-967	0	0	0	-967
25 APPROACH RESOURCES INC	03844A103		7/11/2012	11/16/2012	7,504			6,573	931	0	0	0	931
26 APPROACH RESOURCES INC	03844A103		8/19/2012	11/16/2012	4,272			5,754	-1,482	0	0	0	-1,482
27 ARIBA INC	04031V203		11/14/2011	5/22/2012	11,695			8,591	3,124	0	0	0	3,124
28 ARIBA INC	04031V203		11/14/2011	6/7/2012	9,835			7,244	2,591	0	0	0	2,591
29 ARIBA INC	04031V203		11/14/2011	7/18/2012	2,000			1,482	518	0	0	0	518
30 ARIBA INC	04031V203		11/16/2011	7/18/2012	5,557			3,966	1,591	0	0	0	1,591
31 ARIBA INC	04031V203		12/5/2011	7/18/2012	5,557			4,049	1,508	0	0	0	1,508
32 ARIBA NETWORKS INC	043178108		11/16/2011	1/4/2012	1,313			1,802	-489	0	0	0	-489
33 ARIBA NETWORKS INC	043178108		11/16/2011	1/4/2012	4,813			6,416	-1,603	0	0	0	-1,603
34 ARIBA NETWORKS INC	043178108		10/4/2010	5/7/2012	4,514			5,027	-513	0	0	0	-513
35 ARIBA NETWORKS INC	043178108		10/9/2010	5/7/2012	3,160			3,423	-263	0	0	0	-263
36 ARIBA NETWORKS INC	043178108		11/16/2011	5/7/2012	451			583	-132	0	0	0	-132
37 BANKRATE INC	05847F102		11/16/2011	4/7/2012	2,254			1,956	298	0	0	0	298
38 BANKRATE INC	05847F102		11/16/2011	4/9/2012	3,171			2,776	395	0	0	0	395
39 BANKRATE INC	05847F102		11/17/2011	4/9/2012	3,574			3,037	487	0	0	0	487
40 BANKRATE INC	05847F102		11/17/2011	5/3/2012	3,571			3,544	27	0	0	0	27
41 BANKRATE INC	05847F102		11/17/2011	5/3/2012	5,205			5,871	-676	0	0	0	-676
42 BANKRATE INC	05847F102		12/1/2011	5/2/2012	2,131			2,081	50	0	0	0	50
43 BANKRATE INC	05847F102		12/1/2011	5/2/2012	1,369			1,326	43	0	0	0	43
44 BANKRATE INC	05847F102		12/5/2011	5/2/2012	1,553			1,474	79	0	0	0	79
45 BANKRATE INC	05847F102		12/5/2011	5/2/2012	1,197			1,174	23	0	0	0	23
46 BRUNSWICK CORP	117043109		4/12/2012	10/23/2012	3,340			3,983	-643	0	0	0	-643
47 BRUNSWICK CORP	117043109		5/22/2012	10/23/2012	1,508			1,550	-42	0	0	0	-42
48 CAVILUM INC	15970R107		10/14/2008	2/2/2012	9,110			3,695	5,415	0	0	0	5,415
49 CERNER CORP COM	158782104		11/16/2011	10/19/2012	3,545			3,411	134	0	0	0	134
50 CERNER CORP COM	158782104		11/24/2010	10/19/2012	5,603			3,570	2,033	0	0	0	2,033
51 CERNER CORP COM	158782104		3/8/2011	10/19/2012	3,502			2,556	946	0	0	0	946
52 CERNER CORP COM	158782104		10/23/2010	10/19/2012	5,252			3,215	2,037	0	0	0	2,037
53 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	8/4/2012	3,252			4,111	-859	0	0	0	-859
54 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	8/4/2012	657			707	-140	0	0	0	-140
55 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	8/7/2012	9,511			10,166	-655	0	0	0	-655
56 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	8/7/2012	5,521			5,980	-459	0	0	0	-459
57 CHICAGO BRIDGE & IRON COMPANY N	187550109		12/3/2011	8/6/2012	8,869			8,874	-5	0	0	0	-5
58 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	2/8/2012	9,521			6,592	2,929	0	0	0	2,929
59 CHICAGO BRIDGE & IRON COMPANY N	187550109		11/16/2011	3/15/2012	9,491			6,592	2,899	0	0	0	2,899
60 CHICAGO BRIDGE & IRON COMPANY N	187550109		10/19/2011	3/15/2012	5,570			6,822	-1,252	0	0	0	-1,252
61 CONCHO RESOURCES INC	20669P101		10/19/2011	11/8/2012	5,570			6,069	-499	0	0	0	-499
62 CONCHO RESOURCES INC	20669P101		10/19/2011	12/24/2012	1,787			2,869	-1,082	0	0	0	-1,082
63 CONCHO RESOURCES INC	20669P101		10/19/2011	12/24/2012	5,501			6,058	-557	0	0	0	-557
64 CUMMINS INC	231021106		9/15/2011	3/20/2012	11,091			6,863	4,228	0	0	0	4,228
65 CYPRESS SEMICONDUCTOR CORP	232600109		11/3/2011	4/4/2012	4,773			5,321	-548	0	0	0	-548
66 CYPRESS SEMICONDUCTOR CORP	232600109		11/3/2011	4/4/2012	441			521	-80	0	0	0	-80
67 CYPRESS SEMICONDUCTOR CORP	232600109		11/3/2011	4/11/2012	4,812			5,893	-1,081	0	0	0	-1,081
68 CYPRESS SEMICONDUCTOR CORP	232600109		9/16/2010	10/5/2012	5,603			5,758	-155	0	0	0	-155
69 CYPRESS SEMICONDUCTOR CORP	232600109		11/3/2011	10/5/2012	534			895	-361	0	0	0	-361
70 CYPRESS SEMICONDUCTOR CORP	232600109		9/16/2011	3/15/2012	7,556			8,423	-867	0	0	0	-867
71 DOLLAR TREE INC	256745108		8/31/2011	3/15/2012	6,354			5,092	1,262	0	0	0	1,262
72 DOLLAR TREE INC	256745108		8/31/2011	3/15/2012	7,353			7,112	241	0	0	0	241
73 DOLLAR TREE INC	256745108		8/31/2011	8/22/2012	960			727	233	0	0	0	233
74 DOLLAR TREE INC	256745108		8/31/2011	12/11/2012	11,224			10,546	678	0	0	0	678
75 DOLLAR TREE INC	256745108		11/30/2009	12/11/2012	5,772			6,250	-478	0	0	0	-478
76 THE ENDOWMENT TRUST FUND LP	299904444		8/31/2011	10/11/2012	358			280	78	0	0	0	78
77 FORTINET INC	34959E109		8/31/2011	10/11/2012	3,370			5,012	-1,642	0	0	0	-1,642
78 FORTINET INC	34959E109		10/7/2010	10/11/2012	3,149			2,707	442	0	0	0	442
79 FORTINET INC	34959E109		10/7/2010	10/11/2012	2,958			4,813	-1,855	0	0	0	-1,855
80 FORTINET INC	34959E109		8/11/2012	11/7/2012	4,601			5,030	-429	0	0	0	-429
81 FRANCESCO'S HOLDINGS CORP	351793104		8/11/2012	12/10/2012	339			431	-92	0	0	0	-92
82 FRANCESCO'S HOLDINGS CORP	351793104		8/11/2012	12/10/2012	3,168			3,957	-789	0	0	0	-789
83 FRANCESCO'S HOLDINGS CORP	351793104		8/11/2012	12/10/2012	3,168			3,957	-789	0	0	0	-789
84 FRANCESCO'S HOLDINGS CORP	351793104		8/11/2012	12/10/2012	3,168			3,957	-789	0	0	0	-789

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

Long Term CG Distributions		Amount	575	722,629		0	4,017	665,745	60,901	0	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	60,901	Gains Minus Excess of FMV Over Adjusted Basis or Losses
Short Term CG Distributions		Amount	575	722,629		0	4,017	665,745	60,901	0	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	60,901	Gains Minus Excess of FMV Over Adjusted Basis or Losses
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	Excess of FMV Over Adj Basis	0	60,901	Gains Minus Excess of FMV Over Adjusted Basis or Losses
55	FRANCESCO'S HOLDINGS CORP	351793104		6/13/2012	12/10/2012	1,244		0	1,515	-271	0	0	0	60,901	-271
56	FRANCESCO'S HOLDINGS CORP	351793104		6/14/2012	12/10/2012	3,053		0	3,523	-470	0	0	0	60,901	-470
57	HMS HL DGS CORP	404251101		12/22/2009	10/4/2012	4,980		0	4,980	2,159	0	0	0	60,901	2,159
58	HMS HL DGS CORP	404251101		6/28/2012	10/4/2012	2,988		0	3,437	-449	0	0	0	60,901	-449
59	HMS HL DGS CORP	404251101		3/16/2010	10/4/2012	711		0	398	313	0	0	0	60,901	313
60	HMS HL DGS CORP	404251101		1/15/2010	10/4/2012	832		0	475	357	0	0	0	60,901	357
61	HMS HL DGS CORP	404251101		3/16/2010	10/4/2012	1,392		0	797	595	0	0	0	60,901	595
62	INCYTE CORPORATION INC	45337C102		6/14/2011	12/18/2012	11,742		0	12,842	-1,100	0	0	0	60,901	-1,100
63	INCYTE CORPORATION INC	45337C102		1/9/2012	12/18/2012	2,024		0	2,050	-26	0	0	0	60,901	-26
64	INCYTE CORPORATION INC	45337C102		2/8/2012	1/12/2012	4,631		0	4,785	-154	0	0	0	60,901	-154
65	INCYTE CORPORATION INC	45337C102		2/8/2012	5/18/2012	11,872		0	13,399	-1,527	0	0	0	60,901	-1,527
66	INCYTE CORPORATION INC	45337C102		5/22/2012	11/30/2012	3,710		0	3,655	45	0	0	0	60,901	45
67	INCYTE CORPORATION INC	45337C102		6/28/2012	11/30/2012	5,300		0	5,348	-48	0	0	0	60,901	-48
68	INCYTE CORPORATION INC	45337C102		3/15/2012	11/30/2012	7,950		0	6,924	1,026	0	0	0	60,901	1,026
69	INCYTE CORPORATION INC	45337C102		1/5/2012	4/9/2012	4,453		0	4,074	419	0	0	0	60,901	419
70	INCYTE CORPORATION INC	45337C102		1/5/2012	4/9/2012	3,235		0	2,916	319	0	0	0	60,901	319
71	INCYTE CORPORATION INC	45337C102		1/3/2012	6/8/2012	14,921		0	16,527	-1,606	0	0	0	60,901	-1,606
72	INCYTE CORPORATION INC	45337C102		1/9/2012	6/8/2012	291		0	324	-33	0	0	0	60,901	-33
73	INCYTE CORPORATION INC	45337C102		5/18/2012	6/8/2012	3,587		0	3,296	271	0	0	0	60,901	271
74	INCYTE CORPORATION INC	45337C102		2/10/2012	5/18/2012	1,452		0	1,852	-400	0	0	0	60,901	-400
75	INCYTE CORPORATION INC	45337C102		2/10/2012	5/18/2012	5,774		0	7,407	-1,633	0	0	0	60,901	-1,633
76	INCYTE CORPORATION INC	45337C102		12/29/2010	2/9/2012	3,681		0	3,392	289	0	0	0	60,901	289
77	INCYTE CORPORATION INC	45337C102		5/22/2012	7/20/2012	2,138		0	2,180	-42	0	0	0	60,901	-42
78	INCYTE CORPORATION INC	45337C102		8/24/2011	7/20/2012	1,425		0	1,078	347	0	0	0	60,901	347
79	INCYTE CORPORATION INC	45337C102		8/24/2011	7/20/2012	4,698		0	3,235	1,463	0	0	0	60,901	1,463
80	INCYTE CORPORATION INC	45337C102		8/10/2011	12/4/2012	763		0	504	279	0	0	0	60,901	279
81	INCYTE CORPORATION INC	45337C102		12/1/2011	10/12/2012	1,458		0	1,357	111	0	0	0	60,901	111
82	INCYTE CORPORATION INC	45337C102		3/15/2012	6/8/2012	4,556		0	5,644	-1,088	0	0	0	60,901	-1,088
83	INCYTE CORPORATION INC	45337C102		5/22/2012	11/7/2012	3,706		0	4,222	-516	0	0	0	60,901	-516
84	INCYTE CORPORATION INC	45337C102		8/7/2012	11/7/2012	1,482		0	1,760	-278	0	0	0	60,901	-278
85	INCYTE CORPORATION INC	45337C102		2/24/2012	11/7/2012	247		0	251	-4	0	0	0	60,901	-4
86	INCYTE CORPORATION INC	45337C102		6/14/2012	12/5/2012	3,495		0	3,640	-145	0	0	0	60,901	-145
87	INCYTE CORPORATION INC	45337C102		8/30/2012	12/5/2012	1,398		0	1,758	-360	0	0	0	60,901	-360
88	INCYTE CORPORATION INC	45337C102		2/24/2012	12/5/2012	466		0	502	-36	0	0	0	60,901	-36
89	INCYTE CORPORATION INC	45337C102		8/29/2012	11/7/2012	2,769		0	2,179	590	0	0	0	60,901	590
90	INCYTE CORPORATION INC	45337C102		11/8/2012	11/7/2012	7,266		0	3,004	4,262	0	0	0	60,901	4,262
91	INCYTE CORPORATION INC	45337C102		4/4/2011	10/5/2012	612		0	777	-165	0	0	0	60,901	-165
92	INCYTE CORPORATION INC	45337C102		8/29/2012	5/3/2012	4,916		0	5,287	-351	0	0	0	60,901	-351
93	INCYTE CORPORATION INC	45337C102		8/12/2011	5/3/2012	7,594		0	8,071	-477	0	0	0	60,901	-477
94	INCYTE CORPORATION INC	45337C102		8/12/2011	6/1/2012	4,177		0	4,260	-83	0	0	0	60,901	-83
95	INCYTE CORPORATION INC	45337C102		7/30/2011	6/1/2012	4,837		0	4,872	-35	0	0	0	60,901	-35
96	INCYTE CORPORATION INC	45337C102		6/27/2012	12/5/2012	3,291		0	3,749	-458	0	0	0	60,901	-458
97	INCYTE CORPORATION INC	45337C102		8/11/2012	12/5/2012	1,646		0	1,797	-151	0	0	0	60,901	-151
98	INCYTE CORPORATION INC	45337C102		10/19/2010	12/5/2012	3,933		0	1,580	2,403	0	0	0	60,901	2,403
99	INCYTE CORPORATION INC	45337C102		10/20/2008	12/5/2012	1,991		0	1,987	4	0	0	0	60,901	4
100	INCYTE CORPORATION INC	45337C102		3/20/2012	11/7/2012	2,131		0	1,987	144	0	0	0	60,901	144
101	INCYTE CORPORATION INC	45337C102		8/15/2011	4/7/2012	7,308		0	7,631	-323	0	0	0	60,901	-323
102	INCYTE CORPORATION INC	45337C102		8/15/2011	5/7/2012	3,516		0	4,578	-1,062	0	0	0	60,901	-1,062
103	INCYTE CORPORATION INC	45337C102		8/29/2011	5/7/2012	3,988		0	4,843	-855	0	0	0	60,901	-855
104	INCYTE CORPORATION INC	45337C102		2/10/2011	7/6/2012	3,288		0	2,380	908	0	0	0	60,901	908
105	INCYTE CORPORATION INC	45337C102		11/3/2011	7/6/2012	1,644		0	1,439	205	0	0	0	60,901	205
106	INCYTE CORPORATION INC	45337C102		9/24/2010	7/6/2012	986		0	580	406	0	0	0	60,901	406
107	INCYTE CORPORATION INC	45337C102		9/24/2010	12/5/2012	6,830		0	4,641	2,189	0	0	0	60,901	2,189
108	INCYTE CORPORATION INC	45337C102		9/24/2010	11/8/2012	1,485		0	958	527	0	0	0	60,901	527
109	INCYTE CORPORATION INC	45337C102		9/24/2010	11/8/2012	8,912		0	5,708	3,204	0	0	0	60,901	3,204
110	INCYTE CORPORATION INC	45337C102		7/13/2010	11/8/2012	2,674		0	1,817	857	0	0	0	60,901	857
111	INCYTE CORPORATION INC	45337C102		4/27/2012	11/13/2012	3,904		0	3,191	713	0	0	0	60,901	713
112	INCYTE CORPORATION INC	45337C102		4/27/2012	11/13/2012	3,176		0	3,782	-603	0	0	0	60,901	-603
113	INCYTE CORPORATION INC	45337C102		2/7/2012	7/1/2012	4,769		0	5,156	-387	0	0	0	60,901	-387
114	INCYTE CORPORATION INC	45337C102		2/7/2012	7/1/2012	409		0	430	-21	0	0	0	60,901	-21
115	INCYTE CORPORATION INC	45337C102		11/8/2012	7/1/2012	8,594		0	8,466	128	0	0	0	60,901	128
116	INCYTE CORPORATION INC	45337C102		4/27/2012	6/1/2012	9,668		0	9,352	316	0	0	0	60,901	316
117	INCYTE CORPORATION INC	45337C102		4/27/2012	8/23/2012	2,588		0	4,006	-1,418	0	0	0	60,901	-1,418
118	INCYTE CORPORATION INC	45337C102		4/27/2012	8/23/2012	1,837		0	2,407	-570	0	0	0	60,901	-570
119	INCYTE CORPORATION INC	45337C102		4/27/2012	8/23/2012	5,658		0	3,897	1,761	0	0	0	60,901	1,761
120	INCYTE CORPORATION INC	45337C102		4/27/2012	8/23/2012	3,710		0	1,140	2,570	0	0	0	60,901	2,570
121	INCYTE CORPORATION INC	45337C102		10/4/2010	11/29/2012	4,453		0	1,140	3,313	0	0	0	60,901	3,313
122	INCYTE CORPORATION INC	45337C102		7/10/2010	11/29/2012	3,710		0	1,140	2,570	0	0	0	60,901	2,570
123	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	3,213		0	3,537	-324	0	0	0	60,901	-324
124	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	4,532		0	4,548	-16	0	0	0	60,901	-16
125	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	5,953		0	5,953	0	0	0	0	60,901	0
126	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	2,217		0	2,217	0	0	0	0	60,901	0
127	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	1,099		0	1,099	0	0	0	0	60,901	0
128	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	1,263		0	1,263	0	0	0	0	60,901	0
129	INCYTE CORPORATION INC	45337C102		5/10/2012	8/4/2012	4,242		0	4,242	0	0	0	0	60,901	0

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	1	X	101N Independence Mall E MACY1374	Philadelphia	PA	19108-2112		TRUSTEE	4 00	48,856	0	0
	2		4350 VIA PRESADA	SANTA BARBARA	CA	93110-2226		CO-TRUSTEE	4 00	11,714		

58,570

0

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

	Date	Amount
1 Credit from prior year return		1 7,087
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	12/11/2012	5 648
6 Other payments		6 0
7 Total		7 7,735

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	143,021
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	143,021

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BALIN, HILDEGARD CHARIT. IRREV TUA	77-6132316
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	Wells Fargo Bank N.A. 1 W 4th St 4th Floor MAC D4000-041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Winston Salem NC 19106-2112	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WELLS FARGO BANK N.A.

Telephone No ▶ (888) 730-4933

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year 2012 or

▶ ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,318
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	7,735
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

HTA