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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 MAY 03 2013 and ending

Name of foundation: **CURTIS TEMPLIN CHARITABLE TRUST**  
 Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06**  
 City or town, state, and ZIP code: **Philadelphia PA 19106-2112**

A Employer identification number: **83-6011358**  
 B Telephone number (see instructions): **(888) 730-4933**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **1,317,325**  
 J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,208	33,343		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	4,056			
	b Gross sales price for all assets on line 6a <b>88,120</b>				
	7 Capital gain net income (from Part IV, line 2)		4,056		
	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)	4,054	4,054			
12 Total. Add lines 1 through 11	42,318	41,453	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,645	15,484		5,161
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	48,808	611		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,012	1,012		
	24 Total operating and administrative expenses. Add lines 13 through 23	71,065	17,107	0	5,761
	25 Contributions, gifts, grants paid	882,314			882,314
26 Total expenses and disbursements. Add lines 24 and 25	953,379	17,107	0	888,075	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-911,061				
b Net investment income (if negative, enter -0-)		24,346			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

ENVELOPE RETURN DATE APR 29 2013

SCANNED MAY 07 2013

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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	829	1,656	1,656
	2	Savings and temporary cash investments	898,934	62,936	62,936
	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)	1,240,114	1,160,689	1,252,731	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,139,877	1,225,281	1,317,323	
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	<b>Total liabilities</b> (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	2,139,877	1,225,281	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	2,139,877	1,225,281		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,139,877	1,225,281		

**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	2,139,877
2	Enter amount from Part I, line 27a	2	-911,061
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	1,195
4	Add lines 1, 2, and 3	4	1,230,011
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	4,730
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,225,281

**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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e 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))
(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		
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	4,056
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	47,322	1,292,796	0.036604
2010	50,177	898,500	0.055845
2009	54,562	854,144	0.063879
2008	37,878	960,724	0.039427
2007			0.000000
2 Total of line 1, column (d)			2 0.195755
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 0.048939
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,313,938
5 Multiply line 4 by line 3			5 64,303
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 243
7 Add lines 5 and 6			7 64,546
8 Enter qualifying distributions from Part XII, line 4			8 888,075

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

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

<b>1 a</b> 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>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	243	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	243	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	243	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	24,308	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	24,308	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	24,065	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <b>243</b> Refunded <b>23,822</b>	<b>11</b>	23,822	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</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
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>WY</b>		
<b>b</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	
<b>9</b> 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
<b>10</b> 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)**

<b>11</b>	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
<b>12</b>	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
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	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			
<b>15</b>	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			
<b>16</b>	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
<b>1a</b>	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>b</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"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	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>b</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 )	<b>2b</b>	N/A
<b>c</b>	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____		
<b>3a</b>	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>b</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 )	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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 Phil:	Trustee 4.00	20,645		
.....				
.....				
.....				

**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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,264,630
<b>b</b>	Average of monthly cash balances	<b>1b</b>	69,317
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,333,947
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,333,947
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	20,009
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,313,938
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	65,697

**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)

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	65,697
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	243	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	243	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	65,454	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	65,454	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	65,454	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	888,075
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	888,075
<b>5</b>	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)	<b>5</b>	243
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	887,832

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				65,454
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009			2,797	
<b>d</b> From 2010			5,742	
<b>e</b> From 2011			6,990	
<b>f</b> Total of lines 3a through e	15,529			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 <b>▶</b> \$ <u>888,075</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				65,454
<b>e</b> Remaining amount distributed out of corpus	822,621			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	838,150			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	838,150			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009			2,797	
<b>c</b> Excess from 2010			5,742	
<b>d</b> Excess from 2011			6,990	
<b>e</b> Excess from 2012			822,621	

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

N/A

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	882,314
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





CURTIS TEMPLIN CHARITABLE TRUST

83-6011358 Page 1 of 1

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

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

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

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	882,314

Name

Street

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

Street

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

Name

Street

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

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

Name

Street

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

Street

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

Page 1 of 3

## Tax Transaction Detail Beneficiary Distributions

3/23/2013 11:30:31

TEMPLIN, CURTIS CHARITABLE TRUST

Account Id:61891500

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal	
149	BENEFICIARY DISTRIBUTIONS				
	810233509				
01/26/12		0 Units	Reg Code 000	-58,762 14	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			AMERICAN LUNG ASSOCIATION		
			OF THE NORTHERN ROCKIES		
			825 HELENA AVENUE		
			HELENA, MT 59634		
		<b>Total For:</b>	-58,762 14	0 00	
	836011358	CURTIS TEMPLIN CHARITABLE TRUST			
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			STRIDE LEARNING CENTER		
			MS DONNA MERRILL		
			326 PARSLEY BLVD		
			CHEYENNE WY 82007-1014		
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			WYOMING CHILDREN'S SOCIETY		
			MS CAROL BURMAN LINDLY		
			PO BOX 105		
			CHEYENNE WY 82003-0105		
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			BSA LONGS PEAK COUNCIL INC		
			ATTN J REED BRANNON		
			PO BOX 1166		
			GREELEY CO 80632-1166		
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			WYOMING EASTER SEALS SOCIETY		
			991 JOE STREET		
			SHERIDAN WY 82801		
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			UNITED WAY OF LARAMIE COUNTY		
			6101 YELLOWSTONE RD STE 174		
			CHEYENNE WY 82009-3445		
01/26/12		0 Units	Reg Code 000	-58,850 32	0 00
<b>Added:</b>	013	02/24/12	CHARITABLE CASH CONTRIBUTION		
<b>Modified:</b>	SM1	01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT		
			PLATTE COUNTY MEMORIAL HOSPITAL		
			201 14TH ST		
			WHEATLAND WY 82201-3201		

Wells Fargo

Tax Transaction Detail Beneficiary Distributions

3/23/2013 11:30:31

TEMPLIN, CURTIS CHARITABLE TRUST

Account Id:61891500

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
<b>149</b>		<b>BENEFICIARY DISTRIBUTIONS</b>		
	836011358	CURTIS TEMPLIN CHARITABLE TRUST		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,850 32	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		GRAND LODGE OF A F & A M OF WY		
		PO BOX 646		
		SARATOGA, WY 82331		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,850 32	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		FIRST CHRISTIAN CHURCH		
		ATTN HEAD TRUSTEE		
		219 W 27TH ST		
		CHEYENNE WY 82001-3042		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,850 32	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		SALVATION ARMY LEGAL DEPT		
		SC SECTION C/O ANITA FLEMING		
		180 EAST OCEAN BOULEVARD		
		LONG BEACH, CA 90802-4709		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,850 32	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		SAINT JOSEPH'S CHILDREN'S HOME		
		PO BOX 1117		
		TORRINGTON, WY 82240		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,762 09	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		CHEYENNE REGIONAL MEDICAL CENTER		
		ATTN KIMBERLY WEBB VP FISCAL SVCS		
		214 E 23RD ST		
		CHEYENNE WY 82001		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,762 09	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		AMERICAN BIBLE SOCIETY		
		RICHARD DEANE, ENDOWMENT OFFICER		
		1865 BROADWAY		
		NEW YORK NY 10023		
01/26/12		0 Units		
<b>Added:</b>	013 02/24/12	Reg Code 000	-58,762 09	0 00
<b>Modified:</b>	SM1 01/20/13	CHARITABLE CASH CONTRIBUTION		
		CHARITABLE DISTRIBUTION PER DOCUMENT		
		AMERICAN FOUNDATION FOR THE BLIND		
		ATTN KAREN AZEEZ		
		2 PENN PLZ STE 1102		
		NEW YORK NY 10121		

Wells Fargo

Tax Transaction Detail Beneficiary Distributions

3/23/2013 11:30:31

TEMPLIN, CURTIS CHARITABLE TRUST

Account Id: 61891500

Trust Year Ending 12/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal	
149		BENEFICIARY DISTRIBUTIONS			
	836011358	CURTIS TEMPLIN CHARITABLE TRUST			
01/26/12		0 Units	Reg Code 000	-58,762 09	0 00
<b>Added:</b>	013 02/24/12	CHARITABLE CASH CONTRIBUTION			
<b>Modified:</b>	SM1 01/20/13	CHARITABLE DISTRIBUTION PER DOCUMENT			
		NAT'L SOCIETY TO PREVENT BLINDNESS			
		211 W WACKER, SUITE 1700			
		CHICAGO, IL 60606			
		<b>Total For: JRTIS TEMPLIN CHARITABLE TRUST</b>	-823,551 56	0 00	
		<b>Total for Taxcode: 149</b>	-882,313 70	0 00	
		<b>Total for Distributions:</b>	-882,313 70	0 00	
		<b>Total for all Tax Codes:</b>	-878,106 90	1,214,156 48	

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

		Amount							Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Long Term CG Distributions	1,644						Capital Gains/Losses	88,120			84,084		4,056	
		Short Term CG Distributions	0						Other sales	0			0		0	
* Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	EATON CORP PLC	G29183103		11/30/2012		12/17/2012	20	20				0	0		
2	X	COOPER INDUSTRIES PLC NY	G24140108		10/20/2011		11/30/2012	1,984	1,254				0	734		
3	X	COOPER INDUSTRIES PLC NY	G24140108		5/13/2010		11/30/2012	2,460	1,559				0	901		
4	X	VOYAFONE GROUP PLC NEW	92857W209		10/20/2011		5/11/2012	689	692				0	-3		
5	X	PHILLIPS 66	718548104		10/20/2011		5/11/2012	395	398				0	-3		
6	X	PHILLIPS 66	718548104		8/31/2007		5/11/2012	395	471				0	-76		
7	X	MORGAN STANLEY 5 750*	817448V89		9/5/2007		8/31/2012	50,000	50,285				0	-285		
8	X	MICROSOFT CORP	594818104		8/31/2007		5/11/2012	782	723				0	59		
9	X	KRAFT FOODS INC	50075N104		10/20/2011		5/11/2012	976	876				0	100		
10	X	KRAFT FOODS INC	50075N104		3/14/2011		5/11/2012	185	157				0	38		
11	X	KRAFT FOODS INC	50075N104		8/31/2007		5/11/2012	1,840	1,359				0	281		
12	X	ISHARES RUSSELL 1000 GRC	484287814		10/20/2011		5/11/2012	12,802	11,292				0	1,510		
13	X	INTEL CORP	458140100		8/31/2007		5/11/2012	693	643				0	50		
14	X	HEWLETT PACKARD CO	428236103		10/20/2011		9/17/2012	451	626				0	-175		
15	X	HEWLETT PACKARD CO	428236103		7/8/2011		9/17/2012	144	289				0	-145		
16	X	HEWLETT PACKARD CO	428236103		8/31/2007		9/17/2012	955	2,629				0	-1,674		
17	X	E M C CORP MASS	269648102		10/20/2011		5/11/2012	659	593				0	66		
18	X	CONOCOPHILLIPS	20825C104		10/20/2011		5/11/2012	1,339	1,348				0	-1		
19	X	CONOCOPHILLIPS	20825C104		8/31/2007		5/11/2012	1,399	1,586				0	-247		
20	X	CARNIVAL CORP	143658300		10/20/2011		4/25/2012	799	844				0	-45		
21	X	CARNIVAL CORP	143658300		3/14/2011		4/25/2012	703	879				0	-172		
22	X	CARNIVAL CORP	143658300		1/28/2011		4/25/2012	512	720				0	-208		
23	X	CVS/CAREMARK CORPORAT	128650100		1/28/2011		5/11/2012	1,138	874				0	264		
24	X	BAKER HUGHES INC COM	057224107		10/20/2011		4/25/2012	1,078	1,382				0	284		
25	X	BAKER HUGHES INC COM	057224107		2/24/2010		4/25/2012	2,113	2,339				0	-226		
26	X	SECTION 1256 GAIN FROM PG						2,105						2,105		
27	X	SHORT TERM GAIN FROM PG						110						110		
28	X	LONG TERM GAIN FROM POV							262					-262		

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

		4,054	4,054	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OMG ROYALTY INCOME	4,054	4,054	

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		48,808	611	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	611	611		
2	PY EXCISE TAX DUE	23,889			
3	ESTIMATED EXCISE PAYMENTS	24,308			

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

		1,012	1,012	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	5	5		
2	PARTNERSHIP EXPENSE	487	487		
3	OMG EXPENSE	520	520		

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

		1,240,114	1,160,689	1,252,731
1	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year FMV End of Year
2	CISCO SYSTEMS INC		0	2,907 3,281
3	DIAGEO PLC - ADR		0	2,048 3,148
4	WALT DISNEY CO		0	3,203 4,431
5	E M C CORP MASS		0	2,294 2,884
6	GILEAD SCIENCES INC		0	2,597 3,672
7	INTEL CORP		0	3,275 2,701
8	JOHNSON CONTROLS INC		0	2,094 1,595
9	MERGER FD SH BEN INT 260		0	21,704 21,767
10	MICROSOFT CORP		0	2,927 2,778
11	NESTLE S A REGISTERED SHARES - ADR		0	3,576 4,171
12	NOVARTIS AG - ADR		0	3,368 3,798
13	ORACLE CORPORATION		0	3,215 3,599
14	PIMCO FOREIGN BD FD USD H-INST 103		0	27,928 28,375
15	SCHLUMBERGER LTD		0	3,520 3,811
16	TJX COS INC NEW		0	2,187 3,566
17	TEVA PHARMACEUTICAL INDUSTRIES - A		0	4,220 3,099
18	THERMO FISHER SCIENTIFIC INC		0	2,365 2,743
19	UNION PACIFIC CORP		0	3,321 4,652
20	GOLDMAN SACHS GROUP INC		0	2,697 2,169
21	UNITED PARCEL SERVICE-CL B		0	1,960 2,212
22	TARGET CORP		0	3,368 3,195
23	UNITEDHEALTH GROUP INC		0	3,140 4,285
24	BHP BILLITON LIMITED		0	2,473 2,117
25	ISHARES RUSSELL 1000 GROWTH		0	73,398 85,137
26	JPMORGAN CHASE & CO		0	4,669 5,144
27	US BANCORP DEL NEW		0	2,925 3,002
28	ISHARES S&P MIDCAP 400 VALUE		0	29,864 38,076
29	ISHARES S&P SMALL CAP 600 VALUE		0	20,952 26,296
30	ANHEUSER-BUSCH INBEV SPN ADR		0	1,906 3,059
31	LAUDUS MONDRIAN INTL FI-INST 2940		0	25,978 25,907
32	ISHARES S&P MIDCAP 400 GROWTH		0	32,212 41,760
33	CEF ISHARES S&P SMALL CAP 600 GROV		0	20,877 25,212
34	ISHARES MSCI EAFE		0	125,053 97,799
35	CHEVRON CORP		0	5,135 5,840
36	DREYFUS EMG MKT DEBT LOC C-I 6083		0	26,175 27,471
37	3M CO		0	4,368 4,921
38	BERSHIRE HATHAWAY INC		0	2,568 2,960
39	HUSSMAN STRATEGIC GROWTH FUND 6		0	36,637 30,113
40	COMCAST CORP CLASS A		0	2,323 4,819
41	ISHARES TR MSCI EMERGING MARKETS		0	57,270 66,525
42	METLIFE INC 5 500% 6/15/14		0	49,898 53,606
43	VANGUARD REIT VIPER		0	51,187 77,841
44	CELANESE CORP		0	2,186 2,226
45	VODAFONE GROUP PLC NEW ADR		0	2,140 2,418
46	POWERSHARES DB COMMODITY INDEX		0	55,370 56,949

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

		1,240,114	1,160,689	1,252,731	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	POWERSHARES LISTED PRIVATE EQUITY		0	26,542	32,637
48	EATON CORP PLC		0	2,232	2,330
49	VANGUARD BD INDEX FD INC		0	126,211	126,830
50	SPDR DJ WILSHIRE INTERNATIONAL REA		0	24,096	31,261
51	VANGUARD INTERMEDIATE TERM B		0	54,197	57,362
52	DIAMOND HILL LONG-SHORT FD CL I 11		0	25,577	29,363
53	RIDGEWORTH SEIX HY BD-I 5855		0	42,390	43,489
54	GATEWAY FUND - Y 1986		0	40,475	42,530
55	CREDIT SUISSE COMM RT ST-CO 2156		0	42,621	36,244
56	"GOSHEN CO , WYOMING, 1/2 MI"		0	1	1
57	AFLAC INC		0	2,553	2,762
58	ABBOTT LABORATORIES		0	4,735	5,960
59	AFFILIATED MANAGERS GROUP INC		0	3,958	6,508
60	APACHE CORPORATION COM		0	1,841	1,413
61	APPLE COMPUTER INC COM		0	12,407	19,690
62	BOEING COMPANY		0	2,356	2,562
63	CVS/CAREMARK CORPORATION		0	2,877	4,110
64	CAPITAL ONE FINANCIAL CORP		0	2,142	2,549

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

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

1	Cost Basis Adjustment	1	551
2	Mutual Fund & CTF Income Additions	2	644
3	Total	3	1,195

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

1	Mutual Fund & CTF Income Subtraction	1	2,753
2	Partnership Income Adjustment	2	1,503
3	PY Return of Capital Adjustment	3	474
4	Total	4	4,730

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

Long Term CG Distributions		Amount													
Short Term CG Distributions		1,644		88,476		0		0		84,084		2,412		0	
		0													
Description of Property Sold	CU/SIP #	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 12/31/59	Adjusted Basis as of 12/31/59	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	Excess of FMV Over Adjusted Basis or Losses	
1	EATON CORP PLC	G29183103	11/30/2012	12/17/2012	20		0	20	0	0	0	0	0	0	
2	COOPER INDUSTRIES PLC NEW IRELA	G24140108	10/20/2011	11/30/2012	1,984		0	1,250	734	0	0	0	734	0	
3	COOPER INDUSTRIES PLC NEW IRELA	G24140108	5/13/2010	11/30/2012	2,460		0	1,559	901	0	0	0	901	0	
4	VODAFONE GROUP PLC NEW ADR	92857W208	10/20/2011	5/11/2012	689		0	632	57	0	0	0	57	0	
5	PHILIPS 66	718545104	10/20/2011	5/11/2012	395		0	368	27	0	0	0	27	0	
6	PHILIPS 66	718545104	8/31/2007	5/11/2012	395		0	471	-76	0	0	0	-76	0	
7	MORGAN STANLEY 3 750% 8/3 UT2	B17446V89	9/5/2007	8/31/2012	50,000		0	50,283	-283	0	0	0	-283	0	
8	MICROSOFT CORP	594918104	8/31/2007	5/11/2012	782		0	723	59	0	0	0	59	0	
9	KRAFT FOODS INC	50075M104	10/20/2011	5/11/2012	976		0	876	100	0	0	0	100	0	
10	KRAFT FOODS INC	50075M104	3/14/2011	5/11/2012	195		0	157	38	0	0	0	38	0	
11	KRAFT FOODS INC	50075M104	8/31/2007	5/11/2012	1,640		0	1,358	281	0	0	0	281	0	
12	ISHARES RUSSELL 1000 GROWTH	464287614	10/20/2011	5/11/2012	12,802		0	11,292	1,510	0	0	0	1,510	0	
13	INTEL CORP	458140100	8/31/2007	5/11/2012	683		0	643	40	0	0	0	40	0	
14	HEWLETT PACKARD CO	428236103	10/20/2011	9/17/2012	451		0	626	-175	0	0	0	-175	0	
15	HEWLETT PACKARD CO	428236103	7/8/2011	9/17/2012	144		0	259	-115	0	0	0	-115	0	
16	HEWLETT PACKARD CO	428236103	8/31/2007	9/17/2012	955		0	2,629	-1,674	0	0	0	-1,674	0	
17	E M C CORP MASS	268648102	10/20/2011	5/11/2012	655		0	593	62	0	0	0	62	0	
18	CONDOPHILLIPS	20825C104	10/20/2011	5/11/2012	1,338		0	1,340	-2	0	0	0	-2	0	
19	CONDOPHILLIPS	20825C104	8/31/2007	5/11/2012	1,338		0	1,586	-247	0	0	0	-247	0	
20	CARNIVAL CORP	143658300	10/20/2011	4/25/2012	799		0	844	-45	0	0	0	-45	0	
21	CARNIVAL CORP	143658300	3/14/2011	4/25/2012	703		0	875	-172	0	0	0	-172	0	
22	CARNIVAL CORP	143658300	1/28/2011	4/25/2012	512		0	720	-208	0	0	0	-208	0	
23	CYS-CAREMARK CORPORATION	128650100	1/28/2011	5/11/2012	1,135		0	674	461	0	0	0	461	0	
24	BAKER HUGHES INC COM	057224107	10/20/2011	4/25/2012	1,076		0	1,362	-286	0	0	0	-286	0	
25	BAKER HUGHES INC COM	057224107	2/24/2010	4/25/2012	2,113		0	2,339	-226	0	0	0	-226	0	
26	SECTION 1258 GAIN FROM POWERSHA				2,105		0	0	2,105	0	0	0	2,105	0	
27	SHORT TERM GAIN FROM POWERSHA				110		0	0	110	0	0	0	110	0	
28	LONG TERM GAIN FROM POWERSHA				110		0	262	-152	0	0	0	-152	0	

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/9/2012	6,077
3 Second quarter estimated tax payment	6/11/2012	6,077
4 Third quarter estimated tax payment	9/11/2012	6,077
5 Fourth quarter estimated tax payment	12/11/2012	6,077
6 Other payments		0
7 Total		24,308