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: PISCHEL, HILDEGARDE T ENDOWMENT FUND

A Employer identification number: 87-0585291

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 Indepndence Mall E MACY1372-0

Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 822,139

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

MAY 03 2013

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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	18,792	18,458		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,905			
	b Gross sales price for all assets on line 6a 136,183				
	7 Capital gain net income (from Part IV, line 2)		14,905		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	33,697	33,363	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,632	8,724		2,908
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	800			800
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,304	549		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4	4		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,740	9,277	0	3,708
	25 Contributions, gifts, grants paid	39,098			39,098
	26 **Total expenses and disbursements.** Add lines 24 and 25	52,838	9,277	0	42,806
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-19,141			
	b **Net investment income** (if negative, enter -0-)		24,086		
	c **Adjusted net income** (if negative, enter -0-)			0	

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		735	735
	2	Savings and temporary cash investments	82,505	93,934	93,934
	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)	625,678	592,481	727,475
	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)	708,183	687,150	822,144
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	708,183	687,150	
	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)	708,183	687,150	
	31	**Total liabilities and net assets/fund balances** (see instructions)	708,183	687,150	

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	708,183
2	Enter amount from Part I, line 27a	2	-19,141
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	800
4	Add lines 1, 2, and 3	4	689,842
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,692
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	687,150

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	14,905
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	37,436	823,706	0 045448
2010	37,268	783,609	0 047559
2009	38,589	695,963	0 055447
2008	47,456	847,122	0 056020
2007			0 000000

2	**Total** of line 1, column (d)	2	0 204474
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 051119
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	799,635
5	Multiply line 4 by line 3	5	40,877
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	241
7	Add lines 5 and 6	7	41,118
8	Enter qualifying distributions from Part XII, line 4	8	42,806

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	241
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	241
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	241
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 695		
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	695
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	454
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 241	Refunded ▶	11	213

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933			
	Located at ▶ 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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*		**6b**	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	11,632		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	726,314
b	Average of monthly cash balances	1b	85,498
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	811,812
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	811,812
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	12,177
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	799,635
6	**Minimum investment return.** Enter 5% of line 5	6	39,982

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	39,982
2a	Tax on investment income for 2012 from Part VI, line 5	2a	241		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	241
3	Distributable amount before adjustments Subtract line 2c from line 1			3	39,741
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	39,741
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	39,741

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	42,806
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	42,806
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	241
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,565

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					39,741
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008	1,208				
c	From 2009	4,042				
d	From 2010					
e	From 2011					
f	**Total** of lines 3a through e		5,250			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 42,806					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					39,741
e	Remaining amount distributed out of corpus		3,065			
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		8,315			
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					0
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		8,315			
10	Analysis of line 9					
a	Excess from 2008	1,208				
b	Excess from 2009	4,042				
c	Excess from 2010					
d	Excess from 2011					
e	Excess from 2012	3,065				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	39,098
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,792	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,905	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		33,697	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 33,697

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John N Schultz SVP Wells Fargo Bank N.A. | 4/15/2013 | SVP Wells Fargo Bank N.A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		4/15/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	ST MARK'S PARISH
Street	ADMINISTRATOR 231 E 100 S
City	SALT LAKE CITY
State	UT
Zip Code	84111-1604
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	39,098

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

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

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

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

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

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	811		Capital Gains/Losses	136,183	121,278	14,905
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	GOLDMAN SACHS GROUP IN(	38141G104			12/8/2010		8/9/2012	411	648				0	-237
2	X	HEWLETT PACKARD CO	428236103			5/20/2008		8/9/2012	39	93				0	-54
3	X	HEWLETT PACKARD CO	428236103			10/14/2008		8/9/2012	291	637				0	-346
4	X	HEWLETT PACKARD CO	428236103			10/14/2008		8/30/2012	84	212				0	-128
5	X	HEWLETT PACKARD CO	428236103			11/24/2008		8/30/2012	302	631				0	-329
6	X	HEWLETT PACKARD CO	428236103			7/7/2009		8/30/2012	335	744				0	-409
7	X	CAPITAL ONE FINANCIAL COF	14040H105			2/6/2008		5/9/2012	642	598				0	44
8	X	CAPITAL ONE FINANCIAL COF	14040H105			8/31/2009		8/9/2012	112	72				0	40
9	X	CELANESE CORP	150870103			6/13/2011		5/9/2012	440	462				0	-22
10	X	CELANESE CORP	150870103			6/13/2011		8/9/2012	80	92				0	-12
11	X	CHEVRON CORP	166764100			1/7/2003		8/9/2012	447	137				0	310
12	X	CISCO SYSTEMS INC	17275R102			2/17/2011		2/9/2012	404	373				0	31
13	X	CISCO SYSTEMS INC	17275R102			2/17/2011		8/9/2012	124	131				0	-7
14	X	COMCAST CORP CLASS A	20030N101			1/19/2007		2/9/2012	435	480				0	-45
15	X	COMCAST CORP CLASS A	20030N101			1/19/2007		8/9/2012	447	390				0	57
16	X	COMCAST CORP CLASS A	20030N101			1/19/2007		8/16/2012	239	210				0	29
17	X	COMCAST CORP CLASS A	20030N101			4/23/2008		8/16/2012	34	20				0	14
18	X	CONOCOPHILLIPS	20825C104			6/15/2007		4/16/2012	1,257	1,356				0	-99
19	X	CONOCOPHILLIPS	20825C104			7/7/2009		4/16/2012	740	397				0	343
20	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		8/9/2012	1,309	1,438				0	-129
21	X	DIAGEO PLC - ADR	25243Q205			7/7/2009		5/9/2012	397	230				0	167
22	X	DIAGEO PLC - ADR	25243Q205			4/15/2009		5/9/2012	198	96				0	102
23	X	DIAGEO PLC - ADR	25243Q205			4/15/2009		8/9/2012	107	48				0	59
24	X	DIAGEO PLC - ADR	25243Q205			4/15/2009		11/16/2012	459	191				0	268
25	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		2/9/2012	838	757				0	81
26	X	DIAMOND HILL LONG-SHORT	25264S833			8/13/2012		11/16/2012	837	838				0	-1
27	X	WALT DISNEY CO	254687106			1/19/2007		8/9/2012	553	390				0	163
28	X	WALT DISNEY CO	254687106			1/19/2007		8/16/2012	201	142				0	59
29	X	E M C CORP MASS	268648102			8/5/2004		5/9/2012	538	214				0	324
30	X	E M C CORP MASS	268648102			8/5/2004		8/9/2012	108	43				0	65
31	X	GILEAD SCIENCES INC	375558103			12/8/2011		8/9/2012	453	312				0	141
32	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	405	234				0	171
33	X	APPLE INC	037833100			11/24/2008		4/11/2012	1,250	171				0	1,079
34	X	APPLE INC	037833100			11/24/2008		8/9/2012	618	85				0	533
35	X	BAKER HUGHES INC COM	057224107			5/15/2007		2/9/2012	249	404				0	-155
36	X	BAKER HUGHES INC COM	057224107			2/6/2008		2/9/2012	1,740	2,286				0	-546
37	X	BAKER HUGHES INC COM	057224107			7/7/2009		2/9/2012	746	504				0	242
38	X	BERKSHIRE HATHAWAY INC	084670702			7/8/2011		8/9/2012	169	153				0	16
39	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		5/9/2012	410	608				0	-198
40	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		8/9/2012	138	203				0	-65
41	X	BOEING CO	097023105			3/18/2011		2/9/2012	454	416				0	38
42	X	BOEING CO	097023105			3/18/2011		8/9/2012	223	208				0	15
43	X	CVS/CAREMARK CORPORATI	126650100			7/1/2003		2/9/2012	518	169				0	349
44	X	CVS/CAREMARK CORPORATI	126650100			7/1/2003		3/12/2012	1,225	379				0	846
45	X	CVS/CAREMARK CORPORATI	126650100			7/1/2003		8/9/2012	182	56				0	126
46	X	AFLAC INC	001055102			2/6/2008		2/9/2012	495	597				0	-102
47	X	AFLAC INC	001055102			2/6/2008		8/9/2012	136	179				0	-43
48	X	AFLAC INC	001055102			11/16/2007		8/9/2012	181	233				0	-52
49	X	ABBOTT LABS	002824100			4/12/2011		2/9/2012	663	608				0	55
50	X	ABBOTT LABS	002824100			4/12/2011		6/7/2012	736	608				0	128
51	X	ABBOTT LABS	002824100			8/5/2004		6/7/2012	123	78				0	45
52	X	ABBOTT LABS	002824100			8/5/2004		7/5/2012	1,426	858				0	568
53	X	ABBOTT LABS	002824100			8/5/2004		11/7/2012	1,550	936				0	614
54	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		1/24/2012	912	546				0	366
55	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		5/9/2012	518	437				0	81
56	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		5/9/2012	642	538				0	104
57	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	549	419				0	130
58	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		8/9/2012	82	60				0	22
59	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		11/16/2012	825	545				0	280
60	X	APACHE CORP	037411105			4/16/2012		8/9/2012	176	185				0	-9
61	X	APPLE INC	037833100			11/24/2008		2/9/2012	962	171				0	791
62	X	HEWLETT PACKARD CO	428236103			7/8/2011		8/30/2012	84	181				0	-97
63	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/9/2012	2,388	3,353				0	-965
64	X	HUSSMAN STRATEGIC GROW	448108100			7/22/2009		8/9/2012	8,235	9,941				0	-1,706
65	X	INTEL CORP	458140100			1/7/2003		2/9/2012	484	312				0	172
66	X	INTEL CORP	458140100			1/7/2003		8/9/2012	374	243				0	131
67	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		2/9/2012	1,222	996				0	226
68	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		5/9/2012	1,899	1,550				0	349

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	811		Capital Gains/Losses	136,183	121,278	14,905
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
69	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		8/9/2012	1,690	1,328				0	362
70	X	ISHARES CORE S & P 500 ETF	464287200			2/3/2010		11/16/2012	955	775				0	180
71	X	ISHARES MSCI EAFE	464287465			10/21/2011		8/9/2012	3,982	3,980				0	2
72	X	ISHARES MSCI EAFE	464287465			10/21/2011		11/16/2012	1,356	1,344				0	12
73	X	ISHARES MSCI EAFE	464287465			5/9/2012		11/16/2012	834	816				0	18
74	X	ISHARES MSCI EAFE	464287465			2/10/2009		11/16/2012	5,318	4,056				0	1,262
75	X	ISHARES S&P MIDCAP 400 GF	464287606			10/21/2011		2/9/2012	1,535	1,372				0	163
76	X	ISHARES S&P MIDCAP 400 GF	464287606			5/9/2012		11/16/2012	1,183	1,192				0	-9
77	X	ISHARES S&P MIDCAP 400 VA	464287705			2/4/2011		2/9/2012	335	331				0	4
78	X	ISHARES S&P MIDCAP 400 VA	464287705			2/3/2010		2/9/2012	2,849	2,234				0	615
79	X	ISHARES S&P MIDCAP 400 VA	464287705			2/3/2010		5/9/2012	2,388	1,906				0	482
80	X	ISHARES S&P MIDCAP 400 VA	464287705			2/3/2010		8/9/2012	83	66				0	17
81	X	ISHARES S&P MIDCAP 400 VA	464287705			10/21/2011		11/16/2012	1,217	1,097				0	120
82	X	ISHARES TR SMALLCAP 600 I	464287804			2/6/2008		2/9/2012	4,166	3,364				0	802
83	X	ISHARES TR SMALLCAP 600 I	464287804			7/21/2008		2/9/2012	758	604				0	154
84	X	ISHARES TR SMALLCAP 600 I	464287804			7/31/2006		2/9/2012	2,500	1,970				0	530
85	X	ISHARES CORE S&P SMALL-C	464287804			10/21/2011		11/16/2012	1,716	1,545				0	171
86	X	JPMORGAN CHASE & CO	46625H100			1/25/2010		5/9/2012	82	79				0	3
87	X	JPMORGAN CHASE & CO	46625H100			7/7/2009		5/9/2012	572	461				0	111
88	X	JPMORGAN CHASE & CO	46625H100			7/7/2009		8/9/2012	37	33				0	4
89	X	JPMORGAN CHASE & CO	46625H100			10/12/2011		8/9/2012	74	67				0	7
90	X	JOHNSON CONTROLS INC	478366107			7/8/2011		8/9/2012	153	253				0	-100
91	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			11/23/2010		8/9/2012	3,280	3,252				0	28
92	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/8/2011		8/9/2012	905	900				0	5
93	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			5/11/2012		8/9/2012	1,763	1,751				0	12
94	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			7/23/2010		8/9/2012	1,322	1,262				0	60
95	X	MICROSOFT CORP	594918104			3/2/2004		2/9/2012	489	425				0	64
96	X	MICROSOFT CORP	594918104			3/2/2004		8/9/2012	304	266				0	38
97	X	NESTLE S A REGISTERED SH	641069406			5/15/2007		5/9/2012	412	275				0	137
98	X	NESTLE S A REGISTERED SH	641069406			5/15/2007		8/9/2012	126	79				0	47
99	X	NOVARTIS AG - ADR	66987V109			6/15/2007		8/9/2012	470	451				0	19
100	X	ORACLE CORPORATION	68389X105			6/4/2010		2/9/2012	432	338				0	94
101	X	ORACLE CORPORATION	68389X105			6/4/2010		8/9/2012	344	248				0	96
102	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		8/9/2012	6,509	6,245				0	264
103	X	RIDGEWORTH SEIX HY BD-I	76628T645			5/15/2007		11/16/2012	2,713	3,000				0	-287
104	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		5/9/2012	831	937				0	-106
105	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		8/9/2012	308	326				0	-18
106	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/26/2011		8/9/2012	1,002	1,055				0	-53
107	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/26/2011		11/16/2012	1,029	1,055				0	-26
108	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/4/2011		11/16/2012	1,147	1,138				0	9
109	X	TJX COS INC NEW	872540109			6/29/2011		2/9/2012	414	312				0	102
110	X	TJX COS INC NEW	872540109			6/29/2011		4/11/2012	989	651				0	338
111	X	TJX COS INC NEW	872540109			6/29/2011		8/9/2012	180	104				0	76
112	X	TARGET CORP	87612E106			6/29/2011		2/9/2012	421	374				0	47
113	X	TARGET CORP	87612E106			6/29/2011		8/9/2012	189	140				0	49
114	X	TARGET CORP	87612E106			1/7/2003		8/9/2012	252	121				0	131
115	X	TEVA PHARMACEUTICAL IND	881624209			4/20/2010		2/9/2012	314	439				0	-125
116	X	TEVA PHARMACEUTICAL IND	881624209			9/27/2010		2/9/2012	90	109				0	-19
117	X	TEVA PHARMACEUTICAL IND	881624209			9/27/2010		8/9/2012	323	436				0	-113
118	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		5/9/2012	478	503				0	-25
119	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		8/9/2012	114	112				0	2
120	X	3M CO	88579Y101			12/15/2010		2/9/2012	437	433				0	4
121	X	3M CO	88579Y101			12/15/2010		8/9/2012	367	346				0	21
122	X	US BANCORP DEL NEW	902973304			2/4/2011		2/9/2012	444	412				0	32
123	X	US BANCORP DEL NEW	902973304			2/4/2011		8/9/2012	394	329				0	65
124	X	UNION PACIFIC CORP	907818108			5/14/2010		2/9/2012	688	450				0	238
125	X	UNION PACIFIC CORP	907818108			5/14/2010		8/9/2012	608	375				0	233
126	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		5/9/2012	539	457				0	82
127	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		8/9/2012	76	65				0	11
128	X	UNITEDHEALTH GROUP INC	91324P102			3/14/2008		2/9/2012	420	305				0	115
129	X	UNITEDHEALTH GROUP INC	91324P102			3/14/2008		8/9/2012	419	305				0	114
130	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		5/9/2012	3,701	3,675				0	26
131	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		8/9/2012	2,583	2,537				0	46
132	X	VANGUARD SHORT TERM BO	921937827			7/7/2009		2/9/2012	811	792				0	19
133	X	VANGUARD SHORT TERM BO	921937827			5/9/2012		8/9/2012	2,676	2,680				0	-4
134	X	VANGUARD MSCI EMERGING	922042858			7/18/2008		2/9/2012	1,059	1,067				0	-8
135	X	VANGUARD MSCI EMERGING	922042858			4/29/2010		2/9/2012	2,868	2,755				0	113
136	X	VANGUARD MSCI EMERGING	922042858			8/9/2012		11/16/2012	3,755	3,866				0	-111

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

	Amount
Long Term CG Distributions	811
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	136,183	121,278	14,905
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
137	X	VANGUARD REIT VIPER	922908553			2/10/2009		5/9/2012	2,155	972				0	1,183
138	X	VANGUARD REIT VIPER	922908553			2/10/2009		8/9/2012	1,709	743				0	966
139	X	VODAFONE GROUP PLC NEW	92857W209			3/27/2007		5/9/2012	440	446				0	-6
140	X	VODAFONE GROUP PLC NEW	92857W209			3/27/2007		8/9/2012	89	84				0	5
141	X	COOPER INDUSTRIES PLC NE	G24140108			4/4/2008		5/9/2012	483	344				0	139
142	X	COOPER INDUSTRIES PLC NE	G24140108			7/7/2009		11/30/2012	1,190	444				0	746
143	X	COOPER INDUSTRIES PLC NE	G24140108			4/4/2008		11/30/2012	635	344				0	291
144	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	43	43				0	0

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		800	0	0	800
	Description				
1	TAX PREP FEES	800			800

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

		1,304	549	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	549	549		
2	PY EXCISE TAX DUE	60			
3	ESTIMATED EXCISE PAYMENTS	695			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		4	4	0	0
	Description				
1	ADR FEES	4	4		

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
			625,678	592,481	727,475
1				0	
2	AFLAC INC		0	1,817	2,178
3	AFFILIATED MANAGERS GROUP INC		0	1,476	2,993
4	APACHE CORPORATION COM		0	2,633	2,198
5	APPLE COMPUTER INC COM		0	769	4,790
6	BOEING COMPANY		0	1,663	1,809
7	CVS/CAREMARK CORPORATION		0	646	2,224
8	CAPITAL ONE FINANCIAL CORP		0	1,111	2,028
9	CISCO SYSTEMS INC		0	2,590	2,967
10	DIAGEO PLC - ADR		0	812	1,982
11	WALT DISNEY CO		0	1,671	2,838
12	E M C CORP MASS		0	750	1,771
13	GILEAD SCIENCES INC		0	1,130	2,130
14	INTEL CORP		0	1,399	1,691
15	JOHNSON CONTROLS INC		0	2,597	2,116
16	MERGER FD SH BEN INT 260		0	13,992	14,081
17	MICROSOFT CORP		0	1,464	1,603
18	NESTLE S A REGISTERED SHARES - ADR		0	1,318	2,216
19	NOVARTIS AG - ADR		0	1,155	1,519
20	ORACLE CORPORATION		0	1,465	2,166
21	PIMCO FOREIGN BD FD USD H-INST 103		0	6,245	6,345
22	SCHLUMBERGER LTD		0	2,355	2,425
23	TJX COS INC NEW		0	1,224	1,995
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	2,254	1,680
25	THERMO FISHER SCIENTIFIC INC		0	1,471	2,169
26	TOTAL FINA ELF S A ADR		0	1,806	2,080
27	UNION PACIFIC CORP		0	2,085	3,646
28	MCKESSON CORP		0	1,897	1,939
29	GOLDMAN SACHS GROUP INC		0	1,988	1,658
30	UNITED PARCEL SERVICE-CL B		0	1,568	1,770
31	TARGET CORP		0	1,268	2,485
32	UNITEDHEALTH GROUP INC		0	1,339	2,278
33	BHP BILLITON LIMITED		0	1,919	1,647
34	ISHARES TR SMALLCAP 600 INDEX FD		0	30,754	47,329
35	JPMORGAN CHASE & CO		0	1,721	2,990
36	US BANCORP DEL NEW		0	1,947	2,300
37	ISHARES S&P MIDCAP 400 VALUE		0	16,155	21,154
38	ISHARES S & P 500 INDEX FUND		0	21,464	30,775
39	ANHEUSER-BUSCH INBEV SPN ADR		0	1,470	2,360
40	LAUDUS MONDRIAN INTL FI-INST 2940		0	6,196	6,350
41	ISHARES S&P MIDCAP 400 GROWTH		0	17,974	25,857
42	ISHARES MSCI EAFE		0	62,552	89,441
43	CHEVRON CORP		0	991	3,136
44	DREYFUS EMG MKT DEBT LOC C-I 6083		0	36,731	37,934
45	3M CO		0	2,077	2,228
46	BERSHIRE HATHAWAY INC		0	2,596	3,319

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
			625,678	592,481	727,475
47	HUSSMAN STRATEGIC GROWTH FUND 6(		0	21,135	18,158
48	COMCAST CORP CLASS A		0	1,132	2,765
49	GOOGLE INC		0	1,741	2,122
50	VANGUARD REIT VIPER		0	12,665	28,886
51	CELANESE CORP		0	1,499	1,603
52	VANGUARD EMERGING MARKETS ETF		0	54,029	65,103
53	VODAFONE GROUP PLC NEW ADR		0	1,377	1,411
54	EATON CORP PLC		0	1,654	1,734
55	VANGUARD BD INDEX FD INC		0	56,369	58,475
56	CME GROUP INC		0	2,152	2,027
57	SPDR DJ WILSHIRE INTERNATIONAL REA		0	20,117	29,855
58	VANGUARD INTERMEDIATE TERM B		0	28,669	31,329
59	DIAMOND HILL LONG-SHORT FD CL I 11		0	26,564	29,659
60	RIDGEWORTH SEIX HY BD-I 5855		0	34,438	37,628
61	GATEWAY FUND - Y 1986		0	18,147	17,968
62	CREDIT SUISSE COMM RT ST-CO 2156		0	40,288	36,162

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

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

1	COST BASIS ADJUSTMENT	1	348
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	452
3	Total	3	800

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,356
2	PY RETURN OF CAPITAL ADJUSTMENT	2	336
3	Total	3	2,692

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

	Amount
Long Term CG Distributions	811
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						135,372	0	0	121,278	14,094	0	0	0	14,094
1	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010	8/9/2012	411		0	648	-237	0	0	0	-237
2	HEWLETT PACKARD CO	428236103		5/20/2008	8/9/2012	39		0	93	-54	0	0	0	-54
3	HEWLETT PACKARD CO	428236103		10/14/2008	8/9/2012	291		0	637	-346	0	0	0	-346
4	HEWLETT PACKARD CO	428236103		10/14/2008	8/30/2012	84		0	212	-128	0	0	0	-128
5	HEWLETT PACKARD CO	428236103		11/24/2008	8/30/2012	302		0	631	-329	0	0	0	-329
6	HEWLETT PACKARD CO	428236103		7/7/2009	8/30/2012	335		0	744	-409	0	0	0	-409
7	CAPITAL ONE FINANCIAL CORP	14040H105		2/6/2008	5/9/2012	642		0	598	44	0	0	0	44
8	CAPITAL ONE FINANCIAL CORP	14040H105		8/31/2009	8/9/2012	112		0	72	40	0	0	0	40
9	CELANESE CORP	150870103		6/13/2011	5/9/2012	440		0	462	-22	0	0	0	-22
10	CELANESE CORP	150870103		6/13/2011	8/9/2012	80		0	92	-12	0	0	0	-12
11	CHEVRON CORP	166764100		1/7/2003	8/9/2012	447		0	137	310	0	0	0	310
12	CISCO SYSTEMS INC	17275R102		2/17/2011	2/9/2012	404		0	373	31	0	0	0	31
13	CISCO SYSTEMS INC	17275R102		2/17/2011	8/9/2012	124		0	131	-7	0	0	0	-7
14	COMCAST CORP CLASS A	20030N101		1/19/2007	2/9/2012	435		0	480	-45	0	0	0	-45
15	COMCAST CORP CLASS A	20030N101		1/19/2007	8/9/2012	447		0	390	57	0	0	0	57
16	COMCAST CORP CLASS A	20030N101		1/19/2007	8/16/2012	239		0	210	29	0	0	0	29
17	COMCAST CORP CLASS A	20030N101		4/23/2008	8/16/2012	34		0	20	14	0	0	0	14
18	CONOCOPHILLIPS	20825C104		6/15/2007	4/16/2012	1,257		0	1,356	-99	0	0	0	-99
19	CONOCOPHILLIPS	20825C104		7/7/2009	4/16/2012	740		0	397	343	0	0	0	343
20	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/11/2011	8/9/2012	1,309		0	1,438	-129	0	0	0	-129
21	DIAGEO PLC - ADR	25243Q205		7/7/2009	5/9/2012	397		0	230	167	0	0	0	167
22	DIAGEO PLC - ADR	25243Q205		4/15/2009	5/9/2012	198		0	96	102	0	0	0	102
23	DIAGEO PLC - ADR	25243Q205		4/15/2009	8/9/2012	107		0	48	59	0	0	0	59
24	DIAGEO PLC - ADR	25243Q205		4/15/2009	11/16/2012	459		0	191	268	0	0	0	268
25	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		5/3/2010	2/9/2012	838		0	757	81	0	0	0	81
26	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		8/13/2012	11/16/2012	837		0	838	-1	0	0	0	-1
27	WALT DISNEY CO	254687106		1/19/2007	8/9/2012	553		0	390	163	0	0	0	163
28	WALT DISNEY CO	254687106		1/19/2007	8/16/2012	201		0	142	59	0	0	0	59
29	E M C CORP MASS	268648102		8/5/2004	5/9/2012	538		0	214	324	0	0	0	324
30	E M C CORP MASS	268648102		8/5/2004	8/9/2012	108		0	43	65	0	0	0	65
31	GILEAD SCIENCES INC	375558103		12/8/2011	8/9/2012	453		0	312	141	0	0	0	141
32	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	405		0	234	171	0	0	0	171
33	APPLE INC	037833100		11/24/2008	4/11/2012	1,250		0	171	1,079	0	0	0	1,079
34	APPLE INC	037833100		11/24/2008	8/9/2012	618		0	85	533	0	0	0	533
35	BAKER HUGHES INC COM	057224107		5/15/2007	2/9/2012	249		0	404	-155	0	0	0	-155
36	BAKER HUGHES INC COM	057224107		2/6/2008	2/9/2012	1,740		0	2,286	-546	0	0	0	-546
37	BAKER HUGHES INC COM	057224107		7/7/2009	2/9/2012	746		0	504	242	0	0	0	242
38	BERKSHIRE HATHAWAY INC	084670702		7/8/2011	8/9/2012	169		0	153	16	0	0	0	16
39	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	5/9/2012	410		0	608	-198	0	0	0	-198
40	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	8/9/2012	138		0	203	-65	0	0	0	-65
41	BOEING CO	097023105		3/18/2011	2/9/2012	454		0	416	38	0	0	0	38
42	BOEING CO	097023105		3/18/2011	8/9/2012	223		0	208	15	0	0	0	15
43	CVS/CAREMARK CORPORATION	126650100		7/1/2003	2/9/2012	518		0	169	349	0	0	0	349
44	CVS/CAREMARK CORPORATION	126650100		7/1/2003	3/12/2012	1,225		0	379	846	0	0	0	846
45	CVS/CAREMARK CORPORATION	126650100		7/1/2003	8/9/2012	182		0	56	126	0	0	0	126
46	AFLAC INC	001055102		2/6/2008	2/9/2012	495		0	597	-102	0	0	0	-102
47	AFLAC INC	001055102		2/6/2008	8/9/2012	136		0	179	-43	0	0	0	-43
48	AFLAC INC	001055102		11/16/2007	8/9/2012	181		0	233	-52	0	0	0	-52
49	ABBOTT LABS	002824100		4/12/2011	2/9/2012	663		0	608	55	0	0	0	55
50	ABBOTT LABS	002824100		4/12/2011	6/7/2012	736		0	608	128	0	0	0	128
51	ABBOTT LABS	002824100		8/5/2004	6/7/2012	123		0	78	45	0	0	0	45
52	ABBOTT LABS	002824100		8/5/2004	7/5/2012	1,426		0	858	568	0	0	0	568
53	ABBOTT LABS	002824100		8/5/2004	11/7/2012	1,550		0	936	614	0	0	0	614
54	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	1/24/2012	912		0	546	366	0	0	0	366
55	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	5/9/2012	518		0	437	81	0	0	0	81
56	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	642		0	538	104	0	0	0	104
57	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	549		0	419	130	0	0	0	130
58	ANHEUSER BUSCH INBEV SPN ADR	03524A108		12/1/2011	8/9/2012	82		0	60	22	0	0	0	22
59	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/2/2011	11/16/2012	825		0	545	280	0	0	0	280
60	APACHE CORP	037411105		4/16/2012	8/9/2012	176		0	185	-9	0	0	0	-9
61	APPLE INC	037833100		11/24/2008	2/9/2012	962		0	171	791	0	0	0	791
62	HEWLETT PACKARD CO	428236103		7/8/2011	8/30/2012	84		0	181	-97	0	0	0	-97
63	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	8/9/2012	2,388		0	3,353	-965	0	0	0	-965
64	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/22/2009	8/9/2012	8,235		0	9,941	-1,706	0	0	0	-1,706
65	INTEL CORP	458140100		1/7/2003	2/9/2012	484		0	312	172	0	0	0	172
66	INTEL CORP	458140100		1/7/2003	8/9/2012	374		0	243	131	0	0	0	131
67	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	2/9/2012	1,222		0	996	226	0	0	0	226
68	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	5/9/2012	1,899		0	1,550	349	0	0	0	349
69	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	8/9/2012	1,690		0	1,328	362	0	0	0	362
70	ISHARES CORE S & P 500 ETF	464287200		2/3/2010	11/16/2012	955		0	775	180	0	0	0	180
71	ISHARES MSCI EAFE	464287465		10/21/2011	8/9/2012	3,982		0	3,980	2	0	0	0	2
72	ISHARES MSCI EAFE	464287465		10/21/2011	11/16/2012	1,356		0	1,344	12	0	0	0	12
73	ISHARES MSCI EAFE	464287465		5/9/2012	11/16/2012	834		0	816	18	0	0	0	18
74	ISHARES MSCI EAFE	464287465		2/10/2009	11/16/2012	5,318		0	4,056	1,262	0	0	0	1,262
75	ISHARES S&P MIDCAP 400 GROWTH	464287606		10/21/2011	2/9/2012	1,535		0	1,372	163	0	0	0	163
76	ISHARES S&P MIDCAP 400 GROWTH	464287606		5/9/2012	11/16/2012	1,183		0	1,192	-9	0	0	0	-9
77	ISHARES S&P MIDCAP 400 VALUE	464287705		2/4/2011	2/9/2012	335		0	331	4	0	0	0	4
78	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	2/9/2012	2,849		0	2,234	615	0	0	0	615
79	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	5/9/2012	2,388		0	1,906	482	0	0	0	482
80	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	8/9/2012	83		0	66	17	0	0	0	17
81	ISHARES S&P MIDCAP 400 VALUE	464287705		10/21/2011	11/16/2012	1,217		0	1,097	120	0	0	0	120
82	ISHARES TR SMALLCAP 600 INDEX FD	464287804		2/6/2008	2/9/2012	4,166		0	3,364	802	0	0	0	802
83	ISHARES TR SMALLCAP 600 INDEX FD	464287804		7/21/2008	2/9/2012	758		0	604	154	0	0	0	154
84	ISHARES TR SMALLCAP 600 INDEX FD	464287804		7/31/2006	2/9/2012	2,500		0	1,970	530	0	0	0	530

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

	Amount
Long Term CG Distributions	811
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						135,372	0	0	121,278	14,094	0	0	0	14,094
85	ISHARES CORE S&P SMALL-CAP E	464287804		10/21/2011	11/16/2012	1,716		0	1,545	171	0	0	0	171
86	JPMORGAN CHASE & CO	46625H100		1/25/2010	5/9/2012	82		0	79	3	0	0	0	3
87	JPMORGAN CHASE & CO	46625H100		7/7/2009	5/9/2012	572		0	461	111	0	0	0	111
88	JPMORGAN CHASE & CO	46625H100		7/7/2009	8/9/2012	37		0	33	4	0	0	0	4
89	JPMORGAN CHASE & CO	46625H100		10/12/2011	8/9/2012	74		0	67	7	0	0	0	7
90	JOHNSON CONTROLS INC	478366107		7/8/2011	8/9/2012	153		0	253	-100	0	0	0	-100
91	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		11/23/2010	8/9/2012	3,280		0	3,252	28	0	0	0	28
92	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		2/8/2011	8/9/2012	905		0	900	5	0	0	0	5
93	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		5/11/2012	8/9/2012	1,763		0	1,751	12	0	0	0	12
94	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		7/23/2010	8/9/2012	1,322		0	1,262	60	0	0	0	60
95	MICROSOFT CORP	594918104		3/2/2004	2/9/2012	489		0	425	64	0	0	0	64
96	MICROSOFT CORP	594918104		3/2/2004	8/9/2012	304		0	266	38	0	0	0	38
97	NESTLE S A REGISTERED SHARES - A	641069406		5/15/2007	5/9/2012	412		0	275	137	0	0	0	137
98	NESTLE S A REGISTERED SHARES - A	641069406		5/15/2007	8/9/2012	126		0	79	47	0	0	0	47
99	NOVARTIS AG - ADR	66987V109		6/15/2007	8/9/2012	470		0	451	19	0	0	0	19
100	ORACLE CORPORATION	68389X105		6/4/2010	2/9/2012	432		0	338	94	0	0	0	94
101	ORACLE CORPORATION	68389X105		6/4/2010	8/9/2012	344		0	248	96	0	0	0	96
102	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/11/2011	8/9/2012	6,509		0	6,245	264	0	0	0	264
103	RIDGEWORTH SEIX HY BD-I 5855	76628T645		5/15/2007	11/16/2012	2,713		0	3,000	-287	0	0	0	-287
104	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/27/2011	5/9/2012	831		0	937	-106	0	0	0	-106
105	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/27/2011	8/9/2012	308		0	326	-18	0	0	0	-18
106	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/26/2011	8/9/2012	1,002		0	1,055	-53	0	0	0	-53
107	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		4/26/2011	11/16/2012	1,029		0	1,055	-26	0	0	0	-26
108	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863		2/4/2011	11/16/2012	1,147		0	1,138	9	0	0	0	9
109	TJX COS INC NEW	872540109		6/29/2011	2/9/2012	414		0	312	102	0	0	0	102
110	TJX COS INC NEW	872540109		6/29/2011	4/11/2012	989		0	651	338	0	0	0	338
111	TJX COS INC NEW	872540109		6/29/2011	8/9/2012	180		0	104	76	0	0	0	76
112	TARGET CORP	87612E106		6/29/2011	2/9/2012	421		0	374	47	0	0	0	47
113	TARGET CORP	87612E106		6/29/2011	8/9/2012	189		0	140	49	0	0	0	49
114	TARGET CORP	87612E106		1/7/2003	8/9/2012	252		0	121	131	0	0	0	131
115	TEVA PHARMACEUTICAL INDUSTRIES	881624209		4/20/2010	2/9/2012	314		0	439	-125	0	0	0	-125
116	TEVA PHARMACEUTICAL INDUSTRIES	881624209		9/27/2010	2/9/2012	90		0	109	-19	0	0	0	-19
117	TEVA PHARMACEUTICAL INDUSTRIES	881624209		9/27/2010	8/9/2012	323		0	436	-113	0	0	0	-113
118	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	5/9/2012	478		0	503	-25	0	0	0	-25
119	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	8/9/2012	114		0	112	2	0	0	0	2
120	3M CO	88579Y101		12/15/2010	2/9/2012	437		0	433	4	0	0	0	4
121	3M CO	88579Y101		12/15/2010	8/9/2012	367		0	346	21	0	0	0	21
122	US BANCORP DEL NEW	902973304		2/4/2011	2/9/2012	444		0	412	32	0	0	0	32
123	US BANCORP DEL NEW	902973304		2/4/2011	8/9/2012	394		0	329	65	0	0	0	65
124	UNION PACIFIC CORP	907818108		5/14/2010	2/9/2012	688		0	450	238	0	0	0	238
125	UNION PACIFIC CORP	907818108		5/14/2010	8/9/2012	608		0	375	233	0	0	0	233
126	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	5/9/2012	539		0	457	82	0	0	0	82
127	UNITED PARCEL SERVICE CL B	911312106		8/12/2011	8/9/2012	76		0	65	11	0	0	0	11
128	UNITEDHEALTH GROUP INC	91324P102		3/14/2008	2/9/2012	420		0	305	115	0	0	0	115
129	UNITEDHEALTH GROUP INC	91324P102		3/14/2008	8/9/2012	419		0	305	114	0	0	0	114
130	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	5/9/2012	3,701		0	3,675	26	0	0	0	26
131	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	8/9/2012	2,583		0	2,537	46	0	0	0	46
132	VANGUARD SHORT TERM BOND ETF	921937827		7/7/2009	2/9/2012	811		0	792	19	0	0	0	19
133	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	8/9/2012	2,676		0	2,680	-4	0	0	0	-4
134	VANGUARD MSCI EMERGING MARKETS	922042858		7/18/2008	2/9/2012	1,059		0	1 067	-8	0	0	0	-8
135	VANGUARD MSCI EMERGING MARKETS	922042858		4/29/2010	2/9/2012	2,868		0	2,755	113	0	0	0	113
136	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2012	11/16/2012	3,755		0	3,866	-111	0	0	0	-111
137	VANGUARD REIT VIPER	922908553		2/10/2009	5/9/2012	2,155		0	972	1,183	0	0	0	1,183
138	VANGUARD REIT VIPER	922908553		2/10/2009	8/9/2012	1 709		0	743	966	0	0	0	966
139	VODAFONE GROUP PLC NEW ADR	92857W209		3/27/2007	5/9/2012	440		0	446	-6	0	0	0	-6
140	VODAFONE GROUP PLC NEW ADR	92857W209		3/27/2007	8/9/2012	89		0	84	5	0	0	0	5
141	COOPER INDUSTRIES PLC NEW IRELA	G24140108		4/4/2008	5/9/2012	483		0	344	139	0	0	0	139
142	COOPER INDUSTRIES PLC NEW IRELA	G24140108		7/7/2009	11/30/2012	1,190		0	444	746	0	0	0	746
143	COOPER INDUSTRIES PLC NEW IRELA	G24140108		4/4/2008	11/30/2012	635		0	344	291	0	0	0	291
144	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	43		0	43	0	0	0	0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										11,632	0	0
1	Wells Fargo Bank N A. Trust Tax D		101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	11,632	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/9/2012	2	174
3	Second quarter estimated tax payment	6/11/2012	3	174
4	Third quarter estimated tax payment	9/11/2012	4	174
5	Fourth quarter estimated tax payment	12/11/2012	5	173
6	Other payments		6	0
7	Total		7	695

Account Name: PISCHEL, HILDEGARDE T ENDOWMENT FUND

Account Number. 214793

EIN 87-0585291

Utah Attorney General does not requıre and prefers that we do not furnish a copy of the form 990PF to theır office.