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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

ENVELOPE POSTMARK DATE MAY 06 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation	A Employer identification number
HUBBARD, JOHN & BLISS FOUNDATION	87-6120904
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
Wells Fargo Bank N A. - 101N Indepndence Mall E MACY1372-062	(888) 730-4933
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ ☐
Philadelphia PA 19106-2112	

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)* ▶ $ 467,942

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 ▶ ☐

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	11,713	11,531		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,144			
	b Gross sales price for all assets on line 6a 79,182				
	7 Capital gain net income (from Part IV, line 2)		1,144		
	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)				
	12 **Total.** Add lines 1 through 11	12,857	12,675	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,941	5,206		1,735
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a 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)	629	266		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3	3		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,373	5,475	0	2,535
	25 Contributions, gifts, grants paid	25,000			25,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	33,373	5,475	0	27,535
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-20,516			
	b **Net investment income** (if negative, enter -0-)		7,200		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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		794	794
	2 Savings and temporary cash investments	27,702	17,899	17,899
	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)	405,588	393,144	449,252
	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)	433,290	411,837	467,945
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	433,290	411,837	
	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)	433,290	411,837	
	31 **Total liabilities and net assets/fund balances** (see instructions)	433,290	411,837	

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	433,290
2	Enter amount from Part I, line 27a	2	-20,516
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	437
4	Add lines 1, 2, and 3	4	413,211
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,374
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	411,837

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	1,144
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	22,544	472,314	0 047731
2010	20,453	454,301	0 045021
2009	23,550	408,804	0 057607
2008	26,662	480,304	0 055511
2007	48,766	577,272	0 084477

2	**Total** of line 1, column (d)	2	0 290347
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	0.058069
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	457,087
5	Multiply line 4 by line 3	5	26,543
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	72
7	Add lines 5 and 6	7	26,615
8	Enter qualifying distributions from Part XII, line 4	8	27,535

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	72
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	72
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	72
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 320		
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	320
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	248
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 72 **Refunded** ▶	11	176

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)*

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		X

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

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

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

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			**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	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			**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 Phil	Trustee 4 00	6,941		

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	442,577
b	Average of monthly cash balances		1b	21,471
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	464,048
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	464,048
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	6,961
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	457,087
6	**Minimum investment return.** Enter 5% of line 5		6	22,854

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	22,854
2a	Tax on investment income for 2012 from Part VI, line 5	2a	72		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	72
3	Distributable amount before adjustments Subtract line 2c from line 1			3	22,782
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	22,782
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	22,782

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	27,535
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	27,535
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	72
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,463

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				22,782
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			21,186	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 27,535				
a Applied to 2011, but not more than line 2a			21,186	
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				6,349
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,433
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
					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**	25,000
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	11,713	
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	1,144	
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		12,857	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	12,857

(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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

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

(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 Salerno SVP Wells Fargo Bank N.A. 4/18/2013 ▶ 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		4/18/2013		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
UNIVERSITY OF UTAH - MEDICAL SCHOOL
Street
30 N 1900 E, ROOM 1C339

City	State	Zip Code	Foreign Country
SALT LAKE CITY	UT	84132	

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

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	25,000

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
Long Term CG Distributions	961
Short Term CG Distributions	0

	Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
	Capital Gains/Losses	79,182	78,038	1,144
	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	NESTLE S A REGISTERED SH	641069406			5/16/2007		8/9/2012	252	155				0	97
2	X	NOVARTIS AG - ADR	66987V109			6/18/2007		5/9/2012	265	279				0	-14
3	X	ORACLE CORPORATION	68389X105			6/4/2010		6/19/2012	252	203				0	49
4	X	PIMCO FOREIGN BD FD USD I	693390882			5/11/2012		6/19/2012	442	445				0	-3
5	X	PIMCO FOREIGN BD FD USD I	693390882			5/11/2012		8/9/2012	643	631				0	12
6	X	PIMCO FOREIGN BD FD USD I	693390882			8/11/2011		8/9/2012	4,161	3,992				0	169
7	X	RIDGEWORTH SEIX HY BD-I S	76628T645			5/7/2007		6/19/2012	652	743				0	-91
8	X	RIDGEWORTH SEIX HY BD-I S	76628T645			5/7/2007		8/9/2012	1,299	1,443				0	-144
9	X	RIDGEWORTH SEIX HY BD-I S	76628T645			5/7/2007		11/16/2012	1,475	1,629				0	-154
10	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		5/9/2012	950	775				0	175
11	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		6/19/2012	545	443				0	102
12	X	ISHARES S & P 500 INDEX FU	464287200			2/3/2010		8/9/2012	422	332				0	90
13	X	ISHARES MSCI EAFE	464287465			8/15/2006		6/19/2012	653	869				0	-216
14	X	ISHARES MSCI EAFE	464287465			6/2/2006		6/19/2012	502	667				0	-165
15	X	WALT DISNEY CO	254687106			1/19/2007		8/16/2012	151	105				0	46
16	X	DREYFUS EMG MKT DEBT LO	261980494			8/11/2011		6/19/2012	447	476				0	-29
17	X	E M C CORP MASS	268648102			7/6/2004		5/9/2012	323	122				0	201
18	X	E M C CORP MASS	268648102			7/6/2004		8/9/2012	54	20				0	34
19	X	GILEAD SCIENCES INC	375558103			12/8/2011		8/9/2012	227	156				0	71
20	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	203	117				0	86
21	X	GOLDMAN SACHS GROUP IN	38141G104			7/8/2011		6/19/2012	193	268				0	-75
22	X	GOLDMAN SACHS GROUP IN	38141G104			12/8/2010		6/19/2012	97	162				0	-65
23	X	HEWLETT PACKARD CO	428236103			5/20/2008		8/9/2012	155	373				0	-218
24	X	JPMORGAN CHASE & CO	46625H100			1/25/2010		8/9/2012	74	79				0	-5
25	X	JOHNSON CONTROLS INC	478366107			7/8/2011		8/9/2012	76	126				0	-50
26	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			5/11/2012		6/19/2012	448	447				0	1
27	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			11/23/2010		8/9/2012	3,078	3,052				0	26
28	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/8/2011		8/9/2012	1,006	1,000				0	6
29	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			5/11/2012		8/9/2012	533	530				0	3
30	X	MERGER FD SH BEN INT 260	589509108			10/8/2010		8/9/2012	119	120				0	-1
31	X	MERGER FD SH BEN INT 260	589509108			5/3/2010		8/9/2012	1,869	1,848				0	21
32	X	MICROSOFT CORP	594918104			6/18/2003		5/9/2012	333	291				0	42
33	X	MICROSOFT CORP	594918104			6/18/2003		8/9/2012	61	53				0	8
34	X	AFLAC INC	001055102			6/18/2007		5/9/2012	343	423				0	-80
35	X	AFLAC INC	001055102			6/18/2007		8/9/2012	45	53				0	-8
36	X	ABBOTT LABS	002824100			4/12/2011		5/9/2012	309	253				0	56
37	X	ABBOTT LABS	002824100			4/12/2011		6/7/2012	123	101				0	22
38	X	ABBOTT LABS	002824100			4/6/2004		6/7/2012	123	80				0	43
39	X	ABBOTT LABS	002824100			4/6/2004		7/5/2012	713	442				0	271
40	X	ABBOTT LABS	002824100			4/6/2004		8/9/2012	66	40				0	26
41	X	ABBOTT LABS	002824100			4/6/2004		11/7/2012	775	483				0	292
42	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		5/9/2012	311	262				0	49
43	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		5/9/2012	414	243				0	171
44	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		5/9/2012	357	299				0	58
45	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	314	239				0	75
46	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		11/16/2012	413	272				0	141
47	X	APACHE CORP	037411105			4/16/2012		8/9/2012	88	93				0	-5
48	X	APPLE INC	037833100			11/24/2008		4/11/2012	1,250	171				0	1,079
49	X	BAKER HUGHES INC COM	057224107			4/12/2007		5/9/2012	525	904				0	-379
50	X	BAKER HUGHES INC COM	057224107			2/7/2008		5/9/2012	404	638				0	-234
51	X	BAKER HUGHES INC COM	057224107			2/10/2009		5/9/2012	202	178				0	24
52	X	BERKSHIRE HATHAWAY INC	084670702			7/8/2011		8/9/2012	85	77				0	8
53	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		5/9/2012	273	405				0	-132
54	X	BOEING CO	097023105			3/18/2011		5/9/2012	371	347				0	24
55	X	CME GROUP INC	12572Q105			6/7/2012		8/9/2012	159	161				2	0
56	X	CVS/CAREMARK CORPORATI	126650100			6/18/2003		3/12/2012	817	254				0	563
57	X	CVS/CAREMARK CORPORATI	126650100			6/18/2003		8/9/2012	91	28				0	63
58	X	CAPITAL ONE FINANCIAL COF	14040H105			2/7/2008		5/9/2012	321	294				0	27
59	X	CELANESE CORP	150870103			6/13/2011		5/9/2012	264	277				0	-13
60	X	CHEVRON CORP	166764100			10/23/2002		8/9/2012	224	71				0	153
61	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/9/2012	296	298				2	0
62	X	CISCO SYSTEMS INC	17275R102			2/17/2011		8/9/2012	88	93				0	-5
63	X	COMCAST CORP CLASS A	20030N101			1/19/2007		5/9/2012	408	418				0	-10
64	X	HEWLETT PACKARD CO	428236103			5/20/2008		8/30/2012	84	233				0	-149
65	X	HEWLETT PACKARD CO	428236103			10/14/2008		8/30/2012	168	424				0	-256
66	X	HEWLETT PACKARD CO	428236103			11/24/2008		8/30/2012	134	280				0	-146
67	X	HEWLETT PACKARD CO	428236103			7/8/2011		8/30/2012	34	72				0	-38
68	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		6/19/2012	453	608				0	-155

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

	Amount
Long Term CG Distributions	961
Short Term CG Distributions	0

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses		79,182	78,038	1,144
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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
69	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/9/2012	4,664	6,551				0	-1,887
70	X	HUSSMAN STRATEGIC GROW	448108100			7/23/2009		8/9/2012	1,922	2,310				0	-388
71	X	HUSSMAN STRATEGIC GROW	448108100			2/5/2010		8/9/2012	243	282				0	-39
72	X	HUSSMAN STRATEGIC GROW	448108100			10/8/2010		8/9/2012	644	761				0	-117
73	X	HUSSMAN STRATEGIC GROW	448108100			11/23/2010		8/9/2012	1,254	1,472				0	-218
74	X	HUSSMAN STRATEGIC GROW	448108100			10/14/2009		8/9/2012	286	331				0	-45
75	X	INTEL CORP	458140100			10/23/2002		5/9/2012	269	151				0	118
76	X	INTEL CORP	458140100			10/23/2002		8/9/2012	80	45				0	35
77	X	COMCAST CORP CLASS A	20030N101			1/19/2007		8/9/2012	103	90				0	13
78	X	COMCAST CORP CLASS A	20030N101			1/19/2007		8/16/2012	102	90				0	12
79	X	CONOCOPHILLIPS	20825C104			11/21/2007		4/16/2012	666	711				0	-45
80	X	CONOCOPHILLIPS	20825C104			2/10/2009		4/16/2012	370	236				0	134
81	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		6/19/2012	608	733				0	-125
82	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		8/9/2012	1,051	1,154				0	-103
83	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		5/9/2012	298	186				0	112
84	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		5/9/2012	598	547				0	51
85	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		6/19/2012	451	419				0	32
86	X	WALT DISNEY CO	254687106			1/19/2007		8/9/2012	201	140				0	61
87	X	ISHARES MSCI EAFE	464287465			6/2/2006		8/9/2012	2,430	3,133				0	-703
88	X	ISHARES MSCI EAFE	464287465			6/2/2006		11/16/2012	3,285	4,200				0	-915
89	X	ISHARES S&P MIDCAP 400 VA	464287705			2/4/2011		5/9/2012	412	414				0	-2
90	X	ISHARES S&P MIDCAP 400 VA	464287705			2/3/2010		5/9/2012	2,223	1,774				0	449
91	X	ISHARES S&P MIDCAP 400 VA	464287705			10/21/2011		6/19/2012	483	439				0	44
92	X	ISHARES TR SMALLCAP 600 I	464287804			9/5/2006		5/9/2012	363	307				0	56
93	X	ISHARES TR SMALLCAP 600 I	464287804			2/2/2007		5/9/2012	145	137				0	8
94	X	ISHARES TR SMALLCAP 600 I	464287804			3/28/2007		5/9/2012	1,090	1,017				0	73
95	X	ISHARES TR SMALLCAP 600 I	464287804			2/7/2008		5/9/2012	363	301				0	62
96	X	ISHARES TR SMALLCAP 600 I	464287804			7/31/2006		5/9/2012	872	716				0	156
97	X	ISHARES TR SMALLCAP 600 I	464287804			7/31/2006		6/19/2012	576	478				0	98
98	X	ISHARES TR SMALLCAP 600 I	464287804			8/9/2011		8/9/2012	297	240				0	57
99	X	ISHARES CORE S&P SMALL-C	464287804			10/21/2011		11/16/2012	644	579				0	65
100	X	JPMORGAN CHASE & CO	46625H100			1/25/2010		5/9/2012	327	318				0	9
101	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		8/9/2012	57	56				0	1
102	X	3M CO	88579Y101			12/15/2010		5/9/2012	260	260				0	0
103	X	US BANCORP DEL NEW	902973304			2/4/2011		5/9/2012	375	329				0	46
104	X	US BANCORP DEL NEW	902973304			2/4/2011		8/9/2012	66	55				0	11
105	X	UNION PACIFIC CORP	907818108			5/14/2010		5/9/2012	335	225				0	110
106	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		6/19/2012	235	196				0	39
107	X	UNITEDHEALTH GROUP INC	91324P102			8/23/2007		5/9/2012	386	341				0	45
108	X	UNITEDHEALTH GROUP INC	91324P102			8/23/2007		8/9/2012	52	49				0	3
109	X	VANGUARD INTERMEDIATE T	921937819			5/9/2012		6/19/2012	797	795				0	2
110	X	VANGUARD INTERMEDIATE T	921937819			5/9/2012		8/9/2012	802	795				0	7
111	X	VANGUARD SHORT TERM BO	921937827			5/9/2012		6/19/2012	1,702	1,705				0	-3
112	X	VANGUARD SHORT TERM BO	921937827			5/9/2012		8/9/2012	1,217	1,218				0	-1
113	X	VANGUARD MSCI EMERGING	922042858			4/23/2008		6/19/2012	761	966				0	-205
114	X	VANGUARD MSCI EMERGING	922042858			4/23/2008		11/16/2012	929	1,169				0	-240
115	X	VANGUARD MSCI EMERGING	922042858			2/4/2011		11/16/2012	404	472				0	-68
116	X	VANGUARD MSCI EMERGING	922042858			10/6/2010		11/16/2012	121	141				0	-20
117	X	VANGUARD REIT VIPER	922908553			10/21/2011		5/9/2012	1,763	1,459				0	304
118	X	VANGUARD REIT VIPER	922908553			2/10/2009		5/9/2012	784	349				0	435
119	X	VANGUARD REIT VIPER	922908553			2/10/2009		6/19/2012	451	204				0	247
120	X	VANGUARD REIT VIPER	922908553			2/10/2009		8/9/2012	460	197				0	263
121	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		5/9/2012	686	782				0	-96
122	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		6/19/2012	428	494				0	-66
123	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		6/19/2012	36	41				0	-5
124	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		8/9/2012	193	204				0	-11
125	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/27/2011		11/16/2012	1,029	1,059				0	-30
126	X	TJX COS INC NEW	872540109			6/29/2011		4/11/2012	791	521				0	270
127	X	TJX COS INC NEW	872540109			6/29/2011		8/9/2012	90	52				0	38
128	X	TARGET CORP	87612E106			6/29/2011		5/9/2012	331	281				0	50
129	X	TARGET CORP	87612E106			12/18/2001		5/9/2012	55	38				0	17
130	X	TARGET CORP	87612E106			12/18/2001		8/9/2012	63	38				0	25
131	X	TEVA PHARMACEUTICAL IND	881624209			4/20/2010		5/9/2012	216	314				0	-98
132	X	TEVA PHARMACEUTICAL IND	881624209			9/27/2010		5/9/2012	173	218				0	-45
133	X	TEVA PHARMACEUTICAL IND	881624209			9/27/2010		8/9/2012	81	109				0	-28
134	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		5/9/2012	319	335				0	-16
135	X	VODAFONE GROUP PLC NEW	92857W209			3/28/2007		8/9/2012	237	223				0	14
136	X	COOPER INDUSTRIES PLC NE	G24140108			4/4/2008		5/9/2012	242	172				0	70

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

	Amount
Long Term CG Distributions	961
Short Term CG Distributions	0

	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Capital Gains/Losses	79,182	78,038	1,144
	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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
137	X	COOPER INDUSTRIES PLC NE	G24140108			2/10/2009		11/30/2012	397	137				0	260
138	X	COOPER INDUSTRIES PLC NE	G24140108			4/4/2008		11/30/2012	556	301				0	255
139	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	16	15				0	1

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

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

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

		629	266	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	266	266		
2	PY EXCISE TAX DUE	43			
3	ESTIMATED EXCISE PAYMENTS	320			

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

		3	3	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	3	3		

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

			405,588	393,144	449,252
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	AFLAC INC		0	1,110	1,116
3	AFFILIATED MANAGERS GROUP INC		0	728	1,562
4	APACHE CORPORATION COM		0	1,407	1,178
5	APPLE COMPUTER INC COM		0	427	2,661
6	BOEING COMPANY		0	901	980
7	CVS/CAREMARK CORPORATION		0	338	1,160
8	CAPITAL ONE FINANCIAL CORP		0	588	1,101
9	CISCO SYSTEMS INC		0	1,320	1,533
10	DIAGEO PLC - ADR		0	525	1,282
11	WALT DISNEY CO		0	919	1,444
12	E M C CORP MASS		0	367	911
13	GILEAD SCIENCES INC		0	584	1,102
14	INTEL CORP		0	632	866
15	JOHNSON CONTROLS INC		0	1,350	1,104
16	MERGER FD SH BEN INT 260		0	6,599	6,641
17	MICROSOFT CORP		0	748	828
18	NESTLE S A REGISTERED SHARES - ADR		0	631	1,108
19	NOVARTIS AG - ADR		0	659	823
20	ORACLE CORPORATION		0	789	1,166
21	PIMCO FOREIGN BD FD USD H-INST 103		0	9,591	9,745
22	SCHLUMBERGER LTD		0	1,161	1,178
23	TJX COS INC NEW		0	625	1,019
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	1,150	859
25	THERMO FISHER SCIENTIFIC INC		0	773	1,148
26	TOTAL FINA ELF S.A ADR		0	948	1,092
27	UNION PACIFIC CORP		0	1,076	1,886
28	MCKESSON CORP		0	948	970
29	GOLDMAN SACHS GROUP INC		0	968	765
30	UNITED PARCEL SERVICE-CL B		0	849	958
31	TARGET CORP		0	798	1,302
32	UNITEDHEALTH GROUP INC		0	860	1,193
33	BHP BILLITON LIMITED		0	1,004	863
34	ISHARES TR SMALLCAP 600 INDEX FD		0	15,764	23,430
35	JPMORGAN CHASE & CO		0	937	1,539
36	US BANCORP DEL NEW		0	1,003	1,182
37	ISHARES S&P MIDCAP 400 VALUE		0	8,268	10,753
38	ISHARES S & P 500 INDEX FUND		0	11,867	16,461
39	ANHEUSER-BUSCH INBEV SPN ADR		0	762	1,224
40	LAUDUS MONDRIAN INTL FI-INST 2940		0	9,564	9,761
41	ISHARES S&P MIDCAP 400 GROWTH		0	9,359	13,157
42	ISHARES MSCI EAFE		0	44,573	43,498
43	CHEVRON CORP		0	536	1,622
44	DREYFUS EMG MKT DEBT LOC C-I 6083		0	22,481	23,347
45	DRIEHAUS ACTIVE INCOME FUND		0	6,608	6,773
46	3M CO		0	1,125	1,207

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

			405,588	393,144	449,252
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	BERSHIRE HATHAWAY INC		0	1,428	1,704
48	HUSSMAN STRATEGIC GROWTH FUND 6(		0	9,280	8,184
49	COMCAST CORP CLASS A		0	914	1,457
50	GOOGLE INC		0	1,266	1,415
51	VANGUARD REIT VIPER		0	6,731	15,529
52	CELANESE CORP		0	818	846
53	VANGUARD EMERGING MARKETS ETF		0	23,867	29,034
54	VODAFONE GROUP PLC NEW ADR		0	767	731
55	EATON CORP PLC		0	982	1,029
56	VANGUARD BD INDEX FD INC		0	64,381	66,979
57	CME GROUP INC		0	1,132	1,064
58	SPDR DJ WILSHIRE INTERNATIONAL REA		0	11,380	16,209
59	VANGUARD INTERMEDIATE TERM B		0	27,890	31,152
60	DIAMOND HILL LONG-SHORT FD CL I 11		0	10,533	11,718
61	RIDGEWORTH SEIX HY BD-I 5855		0	21,924	23,322
62	GATEWAY FUND - Y 1986		0	11,151	11,041
63	CREDIT SUISSE COMM RT ST-CO 2156		0	24,480	22,340

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

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

1	MUTUAL FUND &CTF INCOME ADDITION	1	313
2	COST BASIS ADJUSTMENT	2	124
3	Total	3	437

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,270
2	PY RETURN OF CAPITAL ADJUSTMENT	2	104
3	Total	3	1,374

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

	Amount
Long Term CG Distributions	961
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
						78,221	0	4	78,042	183	0	0	0	183
1	NESTLE S A REGISTERED SHARES - A	641069406		5/16/2007	8/9/2012	252		0	155	97	0	0	0	97
2	NOVARTIS AG - ADR	66987V109		6/18/2007	5/8/2012	265		0	279	-14	0	0	0	-14
3	ORACLE CORPORATION	68389X105		6/4/2010	6/19/2012	252		0	203	49	0	0	0	49
4	PIMCO FOREIGN BD FD USD H-INST 10	693390882		5/11/2012	6/19/2012	442		0	445	-3	0	0	0	-3
5	PIMCO FOREIGN BD FD USD H-INST 10	693390882		5/11/2012	8/9/2012	643		0	631	12	0	0	0	12
6	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/11/2011	8/9/2012	4,161		0	3,992	169	0	0	0	169
7	RIDGEWORTH SEIX HY BD-I 5855	76628T645		5/7/2007	6/19/2012	652		0	743	-91	0	0	0	-91
8	RIDGEWORTH SEIX HY BD-I 5855	76628T645		5/7/2007	8/9/2012	1,299		0	1,443	-144	0	0	0	-144
9	RIDGEWORTH SEIX HY BD-I 5855	76628T645		5/7/2007	11/16/2012	1,475		0	1,629	-154	0	0	0	-154
10	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	5/9/2012	950		0	775	175	0	0	0	175
11	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	6/19/2012	545		0	443	102	0	0	0	102
12	ISHARES S & P 500 INDEX FUND	464287200		2/3/2010	8/9/2012	422		0	332	90	0	0	0	90
13	ISHARES MSCI EAFE	464287465		8/15/2006	6/19/2012	653		0	869	-216	0	0	0	-216
14	ISHARES MSCI EAFE	464287465		6/2/2006	6/19/2012	502		0	667	-165	0	0	0	-165
15	WALT DISNEY CO	254687106		1/19/2007	8/16/2012	151		0	105	46	0	0	0	46
16	DREYFUS EMG MKT DEBT LOC C-I 608	261980494		8/11/2011	6/19/2012	447		0	476	-29	0	0	0	-29
17	E M C CORP MASS	268648102		7/6/2004	5/9/2012	323		0	122	201	0	0	0	201
18	E M C CORP MASS	268648102		7/6/2004	8/9/2012	54		0	20	34	0	0	0	34
19	GILEAD SCIENCES INC	375558103		12/8/2011	8/9/2012	227		0	156	71	0	0	0	71
20	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	203		0	117	86	0	0	0	86
21	GOLDMAN SACHS GROUP INC	38141G104		7/8/2011	6/19/2012	193		0	268	-75	0	0	0	-75
22	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010	6/19/2012	97		0	162	-65	0	0	0	-65
23	HEWLETT PACKARD CO	428236103		5/20/2008	8/9/2012	155		0	373	-218	0	0	0	-218
24	JPMORGAN CHASE & CO	46625H100		1/25/2010	8/9/2012	74		0	79	-5	0	0	0	-5
25	JOHNSON CONTROLS INC	478366107		7/8/2011	8/9/2012	76		0	126	-50	0	0	0	-50
26	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		5/11/2012	6/19/2012	448		0	447	1	0	0	0	1
27	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		11/23/2010	8/9/2012	3,078		0	3,052	26	0	0	0	26
28	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		2/8/2011	8/9/2012	1,006		0	1,000	6	0	0	0	6
29	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		5/11/2012	8/9/2012	533		0	530	3	0	0	0	3
30	MERGER FD SH BEN INT 260	589509108		10/8/2010	8/9/2012	119		0	120	-1	0	0	0	-1
31	MERGER FD SH BEN INT 260	589509108		5/3/2010	8/9/2012	1,869		0	1,848	21	0	0	0	21
32	MICROSOFT CORP	594918104		6/18/2003	5/9/2012	333		0	291	42	0	0	0	42
33	MICROSOFT CORP	594918104		6/18/2003	8/9/2012	61		0	53	8	0	0	0	8
34	AFLAC INC	001055102		6/18/2007	5/9/2012	343		0	423	-80	0	0	0	-80
35	AFLAC INC	001055102		6/18/2007	8/9/2012	45		0	53	-8	0	0	0	-8
36	ABBOTT LABS	002824100		4/12/2011	5/9/2012	309		0	253	56	0	0	0	56
37	ABBOTT LABS	002824100		4/12/2011	6/7/2012	123		0	101	22	0	0	0	22
38	ABBOTT LABS	002824100		4/6/2004	6/7/2012	123		0	80	43	0	0	0	43
39	ABBOTT LABS	002824100		4/6/2004	7/5/2012	713		0	442	271	0	0	0	271
40	ABBOTT LABS	002824100		4/6/2004	8/9/2012	66		0	40	26	0	0	0	26
41	ABBOTT LABS	002824100		4/6/2004	11/7/2012	775		0	483	292	0	0	0	292
42	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	5/9/2012	311		0	262	49	0	0	0	49
43	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	5/9/2012	414		0	243	171	0	0	0	171
44	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	357		0	299	58	0	0	0	58
45	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	314		0	239	75	0	0	0	75
46	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/2/2011	11/16/2012	413		0	272	141	0	0	0	141
47	APACHE CORP	037411105		4/16/2012	8/9/2012	88		0	93	-5	0	0	0	-5
48	APPLE INC	037833100		11/24/2008	4/11/2012	1,250		0	171	1,079	0	0	0	1,079
49	BAKER HUGHES INC COM	057224107		4/12/2007	5/9/2012	525		0	904	-379	0	0	0	-379
50	BAKER HUGHES INC COM	057224107		2/7/2008	5/9/2012	404		0	638	-234	0	0	0	-234
51	BAKER HUGHES INC COM	057224107		2/10/2009	5/9/2012	202		0	178	24	0	0	0	24
52	BERKSHIRE HATHAWAY INC	084670702		7/8/2011	8/9/2012	85		0	77	8	0	0	0	8
53	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	5/9/2012	273		0	405	-132	0	0	0	-132
54	BOEING CO	097023105		3/18/2011	5/9/2012	371		0	347	24	0	0	0	24
55	CME GROUP INC	12572Q105		6/7/2012	8/9/2012	159		2	161	0	0	0	0	0
56	CVS/CAREMARK CORPORATION	126650100		6/18/2003	3/12/2012	817		0	254	563	0	0	0	563
57	CVS/CAREMARK CORPORATION	126650100		6/18/2003	8/9/2012	91		0	28	63	0	0	0	63
58	CAPITAL ONE FINANCIAL CORP	14040H105		2/7/2008	5/9/2012	321		0	294	27	0	0	0	27
59	CELANESE CORP	150870103		6/13/2011	5/9/2012	264		0	277	-13	0	0	0	-13
60	CHEVRON CORP	166764100		10/23/2002	8/9/2012	224		0	71	153	0	0	0	153
61	CISCO SYSTEMS INC	17275R102		2/17/2011	5/9/2012	296		2	298	0	0	0	0	0
62	CISCO SYSTEMS INC	17275R102		2/17/2011	8/9/2012	88		0	93	-5	0	0	0	-5
63	COMCAST CORP CLASS A	20030N101		1/19/2007	5/9/2012	408		0	418	-10	0	0	0	-10
64	HEWLETT PACKARD CO	428236103		5/20/2008	8/30/2012	84		0	233	-149	0	0	0	-149
65	HEWLETT PACKARD CO	428236103		10/14/2008	8/30/2012	168		0	424	-256	0	0	0	-256
66	HEWLETT PACKARD CO	428236103		11/24/2008	8/30/2012	134		0	280	-146	0	0	0	-146
67	HEWLETT PACKARD CO	428236103		7/8/2011	8/30/2012	34		0	72	-38	0	0	0	-38
68	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	6/19/2012	453		0	608	-155	0	0	0	-155
69	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	8/9/2012	4,664		0	6,551	-1,887	0	0	0	-1,887
70	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/23/2009	8/9/2012	1,922		0	2,310	-388	0	0	0	-388
71	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/5/2010	8/9/2012	243		0	282	-39	0	0	0	-39
72	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/8/2010	8/9/2012	644		0	761	-117	0	0	0	-117
73	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/23/2010	8/9/2012	1,254		0	1,472	-218	0	0	0	-218
74	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/14/2009	8/9/2012	286		0	331	-45	0	0	0	-45
75	INTEL CORP	458140100		10/23/2002	5/9/2012	269		0	151	118	0	0	0	118
76	INTEL CORP	458140100		10/23/2002	8/9/2012	80		0	45	35	0	0	0	35
77	COMCAST CORP CLASS A	20030N101		1/19/2007	8/9/2012	103		0	90	13	0	0	0	13
78	COMCAST CORP CLASS A	20030N101		1/19/2007	8/16/2012	102		0	90	12	0	0	0	12
79	CONOCOPHILLIPS	20825C104		11/21/2007	4/16/2012	666		0	711	-45	0	0	0	-45
80	CONOCOPHILLIPS	20825C104		2/10/2009	4/16/2012	370		0	236	134	0	0	0	134
81	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/11/2011	6/19/2012	608		0	733	-125	0	0	0	-125
82	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/11/2011	8/9/2012	1,051		0	1,154	-103	0	0	0	-103
83	DIAGEO PLC - ADR	25243Q205		8/31/2009	5/9/2012	298		0	186	112	0	0	0	112
84	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		5/3/2010	5/9/2012	598		0	547	51	0	0	0	51

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

	Amount
Long Term CG Distributions	961
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
						78,221	0	4	78,042	183	0	0	0	183
85	DIAMOND HILL LONG-SHORT FD CL I	1 25264S833		5/3/2010	6/19/2012	451		0	419	32	0	0	0	32
86	WALT DISNEY CO	254687106		1/19/2007	8/9/2012	201		0	140	61	0	0	0	61
87	ISHARES MSCI EAFE	464287465		6/2/2006	8/9/2012	2,430		0	3,133	-703	0	0	0	-703
88	ISHARES MSCI EAFE	464287465		6/2/2006	11/16/2012	3,285		0	4,200	-915	0	0	0	-915
89	ISHARES S&P MIDCAP 400 VALUE	464287705		2/4/2011	5/9/2012	412		0	414	-2	0	0	0	-2
90	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	5/9/2012	2,223		0	1,774	449	0	0	0	449
91	ISHARES S&P MIDCAP 400 VALUE	464287705		10/21/2011	6/19/2012	483		0	439	44	0	0	0	44
92	ISHARES TR SMALLCAP 600 INDEX FD	464287804		9/5/2006	5/9/2012	363		0	307	56	0	0	0	56
93	ISHARES TR SMALLCAP 600 INDEX FD	464287804		2/2/2007	5/9/2012	145		0	137	8	0	0	0	8
94	ISHARES TR SMALLCAP 600 INDEX FD	464287804		3/28/2007	5/9/2012	1,090		0	1,017	73	0	0	0	73
95	ISHARES TR SMALLCAP 600 INDEX FD	464287804		2/7/2008	5/9/2012	363		0	301	62	0	0	0	62
96	ISHARES TR SMALLCAP 600 INDEX FD	464287804		7/31/2006	5/9/2012	872		0	716	156	0	0	0	156
97	ISHARES TR SMALLCAP 600 INDEX FD	464287804		7/31/2006	6/19/2012	576		0	478	98	0	0	0	98
98	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/8/2011	8/9/2012	297		0	240	57	0	0	0	57
99	ISHARES CORE S&P SMALL-CAP E	464287804		10/21/2011	11/16/2012	644		0	579	65	0	0	0	65
100	JPMORGAN CHASE & CO	46625H100		1/25/2010	5/9/2012	327		0	318	9	0	0	0	9
101	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	8/9/2012	57		0	56	1	0	0	0	1
102	3M CO	88579Y101		12/15/2010	5/9/2012	260		0	260	0	0	0	0	0
103	US BANCORP DEL NEW	902973304		2/4/2011	5/9/2012	375		0	329	46	0	0	0	46
104	US BANCORP DEL NEW	902973304		2/4/2011	8/9/2012	66		0	55	11	0	0	0	11
105	UNION PACIFIC CORP	907818108		5/14/2010	5/9/2012	335		0	225	110	0	0	0	110
106	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	6/19/2012	235		0	196	39	0	0	0	39
107	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	5/9/2012	386		0	341	45	0	0	0	45
108	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	8/9/2012	52		0	49	3	0	0	0	3
109	VANGUARD INTERMEDIATE TERM B	921937819		5/9/2012	6/19/2012	797		0	795	2	0	0	0	2
110	VANGUARD INTERMEDIATE TERM B	921937819		5/9/2012	8/9/2012	802		0	795	7	0	0	0	7
111	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	6/19/2012	1,702		0	1,705	-3	0	0	0	-3
112	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	8/9/2012	1,217		0	1,218	-1	0	0	0	-1
113	VANGUARD MSCI EMERGING MARKETS	922042858		4/23/2008	6/19/2012	761		0	966	-205	0	0	0	-205
114	VANGUARD MSCI EMERGING MARKETS	922042858		4/23/2008	11/16/2012	929		0	1,169	-240	0	0	0	-240
115	VANGUARD MSCI EMERGING MARKETS	922042858		2/4/2011	11/16/2012	404		0	472	-68	0	0	0	-68
116	VANGUARD MSCI EMERGING MARKETS	922042858		10/6/2010	11/16/2012	121		0	141	-20	0	0	0	-20
117	VANGUARD REIT VIPER	922908553		10/21/2011	5/9/2012	1,763		0	1,459	304	0	0	0	304
118	VANGUARD REIT VIPER	922908553		2/10/2009	5/9/2012	784		0	349	435	0	0	0	435
119	VANGUARD REIT VIPER	922908553		2/10/2009	6/19/2012	451		0	204	247	0	0	0	247
120	VANGUARD REIT VIPER	922908553		2/10/2009	8/9/2012	460		0	197	263	0	0	0	263
121	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	5/9/2012	686		0	782	-96	0	0	0	-96
122	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	6/19/2012	428		0	494	-66	0	0	0	-66
123	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	6/19/2012	36		0	41	-5	0	0	0	-5
124	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	8/9/2012	193		0	204	-11	0	0	0	-11
125	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/27/2011	11/16/2012	1,029		0	1,059	-30	0	0	0	-30
126	TJX COS INC NEW	872540109		6/29/2011	4/11/2012	791		0	521	270	0	0	0	270
127	TJX COS INC NEW	872540109		6/29/2011	8/9/2012	90		0	52	38	0	0	0	38
128	TARGET CORP	87612E106		6/29/2011	5/9/2012	331		0	281	50	0	0	0	50
129	TARGET CORP	87612E106		12/18/2001	5/9/2012	55		0	38	17	0	0	0	17
130	TARGET CORP	87612E106		12/18/2001	8/9/2012	63		0	38	25	0	0	0	25
131	TEVA PHARMACEUTICAL INDUSTRIES	881624209		4/20/2010	5/9/2012	216		0	314	-98	0	0	0	-98
132	TEVA PHARMACEUTICAL INDUSTRIES	881624209		9/27/2010	5/9/2012	173		0	218	-45	0	0	0	-45
133	TEVA PHARMACEUTICAL INDUSTRIES	881624209		9/27/2010	8/9/2012	81		0	109	-28	0	0	0	-28
134	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	5/9/2012	319		0	335	-16	0	0	0	-16
135	VODAFONE GROUP PLC NEW ADR	92857W209		3/28/2007	8/9/2012	237		0	223	14	0	0	0	14
136	COOPER INDUSTRIES PLC NEW IRELA	G24140108		4/4/2008	5/9/2012	242		0	172	70	0	0	0	70
137	COOPER INDUSTRIES PLC NEW IRELA	G24140108		2/10/2009	11/30/2012	397		0	137	260	0	0	0	260
138	COOPER INDUSTRIES PLC NEW IRELA	G24140108		4/4/2008	11/30/2012	556		0	301	255	0	0	0	255
139	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	16		0	15	1	0	0	0	1

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
										6,941	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	6,941	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	320
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	320

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	21,186
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	21,186

Account Name: HUBBARD, JOHN & BLISS FOUNDATION

Account Number: 2200974000

EIN: 87-6120904

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