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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

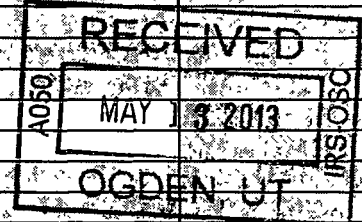
For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>FEINGOLD CHARITABLE FOUNDATION TUA</b>		<b>A Employer identification number</b> 93-0756218
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062</b>		<b>B Telephone number (see instructions)</b> (888) 730-4933
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$</b> 446,719		<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>
<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,433	11,260		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	2,005			
	b Gross sales price for all assets on line 6a	69,754			
	7 Capital gain net income (from Part IV, line 2)		2,005		
	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	13,438	13,265	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	6,642	4,982		1,661
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,029			1,029
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	323	210		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7,994	5,192	0	2,690
	25 Contributions, gifts, grants paid	20,500			20,500
26 Total expenses and disbursements. Add lines 24 and 25	28,494	5,192	0	23,190	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-15,056				
b Net investment income (if negative, enter -0-)		8,073			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	132	776	776
	2 Savings and temporary cash investments	11,583	6,763	6,763
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	391,541	379,278	439,181
	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)	403,256	386,817	446,720
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	403,256	386,817	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	403,256	386,817	
	31 Total liabilities and net assets/fund balances (see instructions)	403,256	386,817	

## 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	403,256
2 Enter amount from Part I, line 27a	2	-15,056
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	388,200
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,383
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	386,817

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

<b>2</b> 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 }	<b>2</b>	2,005
<b>3</b> 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	<b>3</b>	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.

(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	0	0	0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.000000
<b>3</b> 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	<b>3</b>	0.000000
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0
<b>7</b> Add lines 5 and 6	<b>7</b>	0
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	161
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	161
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	161
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	448	
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	448	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	287	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 81 Refunded <input type="checkbox"/>	11	206	

**Part VII-A Statements Regarding Activities**

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

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

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**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?**6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	6,642		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	432,293
<b>b</b>	Average of monthly cash balances	<b>1b</b>	11,282
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	443,575
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	443,575
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	6,654
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	436,921
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	21,846

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	21,846
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	161
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	161
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	21,685
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	21,685
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	21,685

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	23,190
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	23,190
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	23,190

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				21,685
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				7,897
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e		7,897		
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ► \$ 23,190				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				21,685
<b>e</b> Remaining amount distributed out of corpus	1,505			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,402			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,402			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				7,897
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				1,505

**N/A**

- ▶

☐ 4942(j)(3) or ☐ 4942(l)(5)

- (4) Gross investment income**

[illegible]

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>3a</b>	20,500
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>3b</b>	0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	11,433	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	2,005	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		13,438	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	13,438

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

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

[illegible]

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

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

**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 A. Sulentis* SVP Wells Fargo Bank N.A.

4/12/2013

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**

PrintType preparer's name

JOSEPH J CASTRIANO

Preparer's signature

*[Signature]*

Date \_\_\_\_\_

4/12/2013

Check ☒ if self-employed

PTIN

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**

MEAD PUBLIC LIBRARY

**Street**

710 NORTH 8TH STREET

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53801-4563

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

BOOKWORM GARDENS

**Street**

1415 CAMPUS DRIVE

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53801

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

500

**Name**

MEALS ON WHEELS

**Street**

615 S 8TH ST STE 270

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53801

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

BATIKUITOS LAGOON FOUNDATION

**Street**

7380 GABBIANO LN

**City**

CARLSBAD

**State**

CA

**Zip Code**

92011

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

500

**Name**

CONGREGATIONAL BETH EL

**Street**

1007 NORTH AVE

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53083

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

MEAD PUBLIC LIBRARY

**Street**

710 NORTH 8TH STREET

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53801-4563

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

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

Recipient(s) paid during the year

**Name**

SHEBOYGAN HUMANE SOCIETY

**Street**

3107 N 20TH ST

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53083

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

SHARON S RICHARDSON COMMUNITY HOSPICE

**Street**

W2850 WISCONSIN 28

**City**

SHEBOYGAN FALLS

**State**

WI

**Zip Code**

53085

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

SHEBOYGAN EARLY BIRD CHARITABLE FOUNDATION INC

**Street**

PO BOX 64

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53082

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

MILWAUKEE SYMPHONY ORCHESTRA

**Street**

700 N WATER ST

**City**

MILWAUKEE

**State**

WI

**Zip Code**

53202

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

2,500

**Name**

FRIENDS OF CARDIFF AND CARLSBAD STATE BEACHES

**Street**

P O BOX 232363

**City**

ENCINITAS

**State**

CA

**Zip Code**

92023-2363

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

SHEBOYGAN SYMPHONY ORCHESTRA

**Street**

921 N 8TH STREET

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53081

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000



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

Recipient(s) paid during the year

**Name**

SHEBOYGAN COUNTY HISTORICAL RESEARCH CENTER

**Street**

518 WATER STREET

**City**

SHEBOYGAN FALLS

**State**

WI

**Zip Code**

53085

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

PLAYING AGAIN SAMS OF WISCONSIN

**Street**

PO BOX 128

**City**

MILWAUKEE

**State**

WI

**Zip Code**

53201

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

1,000

**Name**

SOUTH HIGH SCHOOL SCHOLARSHIP FUND

**Street**

3128 SOUTH 12TH STREET

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53081

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

3,000

**Name**

NORTH HIGH SCHOOL SCHOLARSHIP FUND

**Street**

1042 SCHOOL AVENUE

**City**

SHEBOYGAN

**State**

WI

**Zip Code**

53083

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIPS

**Amount**

3,000

**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**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Totals				
															Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss
															Long Term CG Distributions	Short Term CG Distributions	Gross Sales	67,749	
															69,754	0	0	20	
															Capital Gains/Losses				
															Other sales				
1	X	CREDIT SUISSE COMM RT ST	22544R305		8/11/2011		8/9/2012	1,393	1,530					0	-31				
2	X	DIAMOND HILL LONG-SHORT	25264S833		1/28/2011		5/9/2012	106	100					0	-6				
3	X	DIAMOND HILL LONG-SHORT	25264S833		5/13/2010		5/9/2012	756	679					0	-77				
4	X	HUSSMAN STRATEGIC GROW	448108100		1/29/2010		8/9/2012	4,498	5,187					0	-689				
5	X	HUSSMAN STRATEGIC GROW	448108100		8/11/2011		8/9/2012	1,324	1,499					0	-175				
6	X	HUSSMAN STRATEGIC GROW	448108100		5/13/2010		8/9/2012	3,213	3,703					0	-490				
7	X	ISHARES MSCI EAFE	464287465		10/21/2011		2/9/2012	705	672					0	-33				
8	X	ISHARES MSCI EAFE	464287465		10/21/2011		8/9/2012	2,741	2,740					0	-1				
9	X	ISHARES S&P MIDCAP 400	921937819		1/26/2011		2/9/2012	877	814					0	-63				
10	X	VANGUARD INTERMEDIATE T	921937827		2/9/2012		8/9/2012	1,247	1,225					0	-22				
11	X	VANGUARD SHORT TERM BO	921937827		9/17/2010		2/9/2012	1,298	1,304					0	-6				
12	X	VANGUARD SHORT TERM BO	921937827		9/17/2010		8/9/2012	2,190	2,200					0	-10				
13	X	VANGUARD MSCI EMERGING	922042858		5/13/2010		2/9/2012	1,985	1,832					0	-153				
14	X	VANGUARD REIT VIPER	922908553		5/21/2010		2/9/2012	1,877	1,440					0	-437				
15	X	VANGUARD REIT VIPER	922908553		10/21/2011		2/9/2012	125	108					0	-17				
16	X	VANGUARD REIT VIPER	922908553		1/29/2010		5/9/2012	718	470					0	-248				
17	X	VANGUARD REIT VIPER	922908553		1/29/2010		8/9/2012	723	460					0	-263				
18	X	ISHARES S&P MIDCAP 400	464287705		1/28/2011		2/9/2012	1,676	1,840					0	-164				
19	X	ISHARES S&P MIDCAP 400	464287705		1/28/2011		5/9/2012	1,153	1,148					0	-5				
20	X	ISHARES TR SMALLCAP 600	464287804		10/21/2011		2/9/2012	2,576	2,188					0	-388				
21	X	ISHARES TR SMALLCAP 600	464287804		2/9/2012		8/9/2012	1,364	1,079					0	-285				
22	X	ISHARES TR SMALLCAP 600	464287804		5/9/2012		8/9/2012	595	582					0	-13				
23	X	LAUDUS MONDRIAN INTL FHT	51855Q655		2/13/2012		8/9/2012	1,503	1,504					0	-1				
24	X	LAUDUS MONDRIAN INTL FHT	51855Q655		1/28/2011		8/9/2012	3,079	3,058					0	-21				
25	X	MERGER FD SH BEN INT 260	589509108		5/13/2010		8/9/2012	1,989	1,959					0	-30				
26	X	PIMCO FOREIGN BD FD USD	693390882		2/13/2012		8/9/2012	1,018	978					0	-40				
27	X	PIMCO FOREIGN BD FD USD	693390882		8/11/2011		8/9/2012	4,140	3,972					0	-168				
28	X	RIDGEMOUNT SEIX HY BD-1	76628T645		1/28/2011		8/9/2012	1,830	1,862					0	-32				
29	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/2/2011		5/9/2012	578	666					0	-88				
30	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		5/9/2012	381	415					0	-34				
31	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		8/9/2012	501	540					0	-39				
32	X	AMEX MATERIALS SPDR	81369Y100		5/9/2012		5/24/2012	577	594					0	-17				
33	X	AMEX MATERIALS SPDR	81369Y100		9/17/2010		5/24/2012	102	98					0	-2				
34	X	AMEX HEALTH CARE SPDR	81369Y209		1/26/2011		5/9/2012	736	644					0	-92				
35	X	AMEX HEALTH CARE SPDR	81369Y209		9/17/2010		5/9/2012	37	30					0	-7				
36	X	AMEX HEALTH CARE SPDR	81369Y209		5/24/2012		8/9/2012	231	218					0	-13				
37	X	CONSUMER STAPLES SECTO	81369Y308		10/21/2011		2/9/2012	1,269	1,223					0	-46				
38	X	CONSUMER STAPLES SECTO	81369Y308		1/26/2011		5/9/2012	1,188	1,040					0	-148				
39	X	CONSUMER STAPLES SECTO	81369Y308		1/26/2011		8/9/2012	214	178					0	-36				
40	X	AMEX CONSUMER DISCR SPI	81369Y407		1/26/2011		5/9/2012	618	534					0	-84				
41	X	AMEX CONSUMER DISCR SPI	81369Y407		1/26/2011		8/9/2012	223	191					0	-32				
42	X	AMEX ENERGY SELECT SPDR	81369Y506		1/26/2011		2/9/2012	1,825	1,548					0	-277				
43	X	AMEX ENERGY SELECT SPDR	81369Y506		1/26/2011		5/9/2012	538	563					0	-25				
44	X	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011		5/9/2012	1,278	1,292					0	-14				
45	X	AMEX ENERGY SELECT SPDR	81369Y506		10/21/2011		5/24/2012	195	204					0	-9				
46	X	AMEX ENERGY SELECT SPDR	81369Y506		9/17/2010		5/24/2012	520	432					0	-88				
47	X	AMEX ENERGY SELECT SPDR	81369Y506		9/17/2010		8/9/2012	143	108					0	-35				
48	X	AMEX FINANCIAL SELECT SP	81369Y605		4/26/2011		2/9/2012	617	679					0	-62				
49	X	AMEX FINANCIAL SELECT SP	81369Y605		1/26/2011		2/9/2012	1,176	1,318					0	-142				
50	X	AMEX FINANCIAL SELECT SP	81369Y605		1/26/2011		5/9/2012	491	544					0	-53				
51	X	AMEX INDUSTRIAL SPDR	81369Y704		1/26/2011		8/9/2012	312	346					0	-34				
52	X	AMEX INDUSTRIAL SPDR	81369Y704		1/26/2011		5/9/2012	1,357	1,380					0	-23				
53	X	AMEX INDUSTRIAL SPDR	81369Y704		9/17/2010		5/9/2012	500	430					0	-70				
54	X	AMEX TECHNOLOGY SELECT	81369Y803		9/17/2010		8/9/2012	218	184					0	-34				
55	X	AMEX UTILITIES SPDR	81369Y886		1/26/2011		2/9/2012	630	553					0	-77				
56	X	AMEX UTILITIES SPDR	81369Y886		10/21/2011		2/9/2012	662	660					0	-2				
57	X	AMEX UTILITIES SPDR	81369Y886		9/17/2010		5/9/2012	887	771					0	-116				
58	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		5/9/2012	213	193					0	-20				
59	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		5/9/2012	3,965	3,937					0	-28				
60	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		5/9/2012	3,965	3,937					0	-28				

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

		1,029	0	0	1,029
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
<b>1</b>	TAX PREP FEES	1,029			1,029

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

		323	210	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	210	210		
2	ESTIMATED EXCISE PAYMENTS	113			

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

		391,541	379,278	439,181
Asset Description		Book Value	Book Value	FMV
	Basis of Valuation	Beg of Year	End of Year	End of Year
1			0	
2	PIMCO FOREIGN BD FD USD H-INST 103	0	9,344	9,495
3	CONSUMER STAPLES SECTOR SPDR TR	0	5,636	7,051
4	AMEX FINANCIAL SELECT SPDR	0	10,013	11,227
5	AMEX MATERIALS SPDR	0	1,346	1,539
6	AMEX TECHNOLOGY SELECT SPDR	0	12,043	14,887
7	AMEX ENERGY SELECT SPDR	0	4,858	6,428
8	ISHARES TR SMALLCAP 600 INDEX FD	0	13,232	23,508
9	ISHARES S&P MIDCAP 400 VALUE	0	8,603	10,841
10	LAUDUS MONDRIAN INTL FI-INST 2940	0	9,623	9,502
11	ISHARES S&P MIDCAP 400 GROWTH	0	10,115	12,928
12	ISHARES MSCI EAFE	0	32,655	45,829
13	AMEX INDUSTRIAL SPDR	0	5,533	6,822
14	AMEX HEALTH CARE SPDR	0	6,877	8,933
15	AMEX CONSUMER DISCR SPDR	0	5,232	7,400
16	DREYFUS EMG MKT DEBT LOC C-I 6083	0	21,543	22,720
17	DRIEHAUS ACTIVE INCOME FUND	0	6,442	6,603
18	HUSSMAN STRATEGIC GROWTH FUND 60	0	9,092	7,965
19	VANGUARD REIT VIPER	0	9,910	15,134
20	VANGUARD EMERGING MARKETS ETF	0	21,041	29,835
21	VANGUARD BD INDEX FD INC	0	62,035	61,876
22	SPDR DJ WILSHIRE INTERNATIONAL REA	0	14,594	16,829
23	VANGUARD INTERMEDIATE TERM B	0	26,633	28,064
24	DIAMOND HILL LONG-SHORT FD CL I 11	0	10,086	11,422
25	RIDGEWORTH SEIX HY BD-I 5855	0	22,283	24,185
26	GATEWAY FUND - Y 1986	0	10,850	10,743
27	CREDIT SUISSE COMM RT ST-CO 2156	0	23,255	20,943
28	MERGER FD SH BEN INT 260	0	6,404	6,472

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

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

<b>1</b>	PY RETURN OF CAPITAL ADJUSTMENT	<b>1</b>	182
<b>2</b>	COST BASIS ADJUSTMENT	<b>2</b>	1,201
<b>3</b>	Total	<b>3</b>	1,383

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

Long Term CG Distributions		Amount	783	Short Term CG Distributions		Amount	783						
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	Gain Minus Excess of FMV Over Adj Basis or Losses
1 CREDIT SUISSE COMM RT ST-CO 215622544R305			8/11/2011	8/6/2012	1,393		0	1,530	-137		0	0	
2 DIAMOND HILL LONG-SHORT FD CL 1 125284S833			1/28/2011	5/6/2012	106		0	100	6		0	0	
3 DIAMOND HILL LONG-SHORT FD CL 1 125284S833			5/13/2010	5/6/2012	756		0	678	77		0	0	
4 HUSSMAN STRATEGIC GROWTH FUND			1/29/2010	8/6/2012	4,488		0	5,187	-699		0	0	
5 HUSSMAN STRATEGIC GROWTH FUND			8/11/2011	8/6/2012	1,324		0	1,498	-172		0	0	
6 HUSSMAN STRATEGIC GROWTH FUND			5/13/2010	8/6/2012	3,213		0	3,703	-490		0	0	
7 ISHARES MSCI EAFE			10/21/2011	2/6/2012	705		0	672	33		0	0	
8 ISHARES MSCI EAFE			10/21/2011	8/6/2012	2,741		0	2,740	1		0	0	
9 ISHARES MSCI EAFE			5/6/2012	8/6/2012	310		0	308	2		0	0	
10 ISHARES S&P MIDCAP 400 GROWTH			1/26/2011	2/6/2012	877		0	814	63		0	0	
11 VANGUARD INTERMEDIATE TERM B			2/6/2012	8/6/2012	1,247		0	1,235	12		0	0	
12 VANGUARD SHORT TERM BOND ETF			8/17/2010	2/6/2012	1,288		0	1,304	-16		0	0	
13 VANGUARD SHORT TERM BOND ETF			8/17/2010	8/6/2012	2,190		0	2,200	-10		0	0	
14 VANGUARD MSCI EMERGING MARKET			5/13/2010	2/6/2012	1,985		0	1,832	153		0	0	
15 VANGUARD REIT VIPER			5/21/2010	2/6/2012	1,877		0	1,440	437		0	0	
16 VANGUARD REIT VIPER			10/21/2011	2/6/2012	125		0	108	17		0	0	
17 VANGUARD REIT VIPER			1/26/2010	5/6/2012	718		0	470	248		0	0	
18 VANGUARD REIT VIPER			1/26/2010	8/6/2012	723		0	460	263		0	0	
19 ISHARES S&P MIDCAP 400 VALUE			1/26/2011	2/6/2012	1,676		0	1,840	-164		0	0	
20 ISHARES S&P MIDCAP 400 VALUE			1/26/2011	5/6/2012	1,153		0	1,148	5		0	0	
21 ISHARES TR SMALLCAP 800 INDEX FD			10/21/2011	2/6/2012	2,578		0	2,188	388		0	0	
22 ISHARES TR SMALLCAP 800 INDEX FD			8/6/2011	2/6/2012	1,364		0	1,078	285		0	0	
23 ISHARES TR SMALLCAP 800 INDEX FD			5/6/2012	8/6/2012	595		0	582	13		0	0	
24 LAUDUS MONDRIAN INTL FUND 2940			2/13/2012	8/6/2012	1,503		0	1,504	-1		0	0	
25 LAUDUS MONDRIAN INTL FUND 2940			1/28/2011	8/6/2012	3,079		0	3,058	21		0	0	
26 MERGER FUND SH BEN INT 260			5/13/2010	8/6/2012	1,989		0	1,958	30		0	0	
27 PIMCO FOREIGN BD FD USD FUND 10			2/13/2012	8/6/2012	4,101		0	3,972	129		0	0	
28 PIMCO FOREIGN BD FD USD FUND 10			8/11/2011	8/6/2012	1,830		0	1,862	-32		0	0	
29 RIDGEMOUNT SEIX HY BD 1 5855			5/22/2011	5/6/2012	578		0	668	-88		0	0	
30 SPDR DJ WILSHIRE INTERNATIONAL R			4/28/2011	5/6/2012	381		0	415	-34		0	0	
31 SPDR DJ WILSHIRE INTERNATIONAL R			4/28/2011	8/6/2012	501		0	540	-39		0	0	
32 SPDR DJ WILSHIRE INTERNATIONAL R			5/6/2012	5/6/2012	577		0	584	-7		0	0	
33 AMEX MATERIALS SPDR			8/17/2010	5/24/2012	102		0	98	4		0	0	
34 AMEX MATERIALS SPDR			1/26/2011	5/24/2012	736		0	644	92		0	0	
35 AMEX HEALTH CARE SPDR			8/17/2010	5/6/2012	37		0	30	7		0	0	
36 AMEX HEALTH CARE SPDR			5/24/2012	8/6/2012	231		0	218	13		0	0	
37 CONSUMER STAPLES SECTOR SPDR			10/21/2011	2/6/2012	1,269		0	1,223	46		0	0	
38 CONSUMER STAPLES SECTOR SPDR			1/26/2011	5/6/2012	1,188		0	1,040	148		0	0	
39 CONSUMER STAPLES SECTOR SPDR			1/26/2011	8/6/2012	214		0	178	36		0	0	
40 AMEX CONSUMER DISCR SPDR			1/26/2011	2/6/2012	618		0	534	84		0	0	
41 AMEX CONSUMER DISCR SPDR			1/26/2011	5/6/2012	223		0	191	32		0	0	
42 AMEX ENERGY SELECT SPDR			1/26/2011	2/6/2012	1,625		0	1,548	77		0	0	
43 AMEX ENERGY SELECT SPDR			1/26/2011	5/6/2012	538		0	563	-25		0	0	
44 AMEX ENERGY SELECT SPDR			10/21/2011	5/6/2012	1,278		0	1,282	-4		0	0	
45 AMEX ENERGY SELECT SPDR			8/17/2010	5/24/2012	195		0	204	-9		0	0	
46 AMEX ENERGY SELECT SPDR			9/17/2010	8/6/2012	920		0	432	488		0	0	
47 AMEX ENERGY SELECT SPDR			4/26/2011	2/6/2012	143		0	108	35		0	0	
48 AMEX FINANCIAL SELECT SPDR			1/26/2011	2/6/2012	817		0	679	-138		0	0	
49 AMEX FINANCIAL SELECT SPDR			1/26/2011	5/6/2012	1,178		0	1,318	-142		0	0	
50 AMEX FINANCIAL SELECT SPDR			1/26/2011	8/6/2012	481		0	544	-63		0	0	
51 AMEX INDUSTRIAL SPDR			1/26/2011	2/6/2012	312		0	346	-34		0	0	
52 AMEX INDUSTRIAL SPDR			1/26/2011	5/6/2012	1,357		0	1,380	-23		0	0	
53 AMEX INDUSTRIAL SPDR			9/17/2010	5/6/2012	500		0	430	70		0	0	
54 AMEX TECHNOLOGY SELECT SPDR			1/26/2011	8/6/2012	218		0	184	34		0	0	
55 AMEX UTILITIES SPDR			1/26/2011	2/6/2012	630		0	553	77		0	0	
56 AMEX UTILITIES SPDR			10/21/2011	2/6/2012	660		0	660	0		0	0	
57 AMEX UTILITIES SPDR			8/17/2010	5/6/2012	887		0	771	116		0	0	
58 AMEX UTILITIES SPDR			1/26/2011	5/6/2012	213		0	193	20		0	0	
59 VANGUARD INTERMEDIATE TERM B			2/6/2012	5/6/2012	3,865		0	3,937	-72		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
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	6,642		0
2												

6,642 0



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

	Date		Amount
1 Credit from prior year return		1	335
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	5/9/2012	3	113
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	448