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: BUTLER, GWIN S. MEMORIAL FUND T/U/W

A Employer identification number: 93-6018358

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 901,514

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	27,119	25,100		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,155			
	b Gross sales price for all assets on line 6a 256,497				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	24,964	25,100	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,439	10,079		3,360
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	826			826
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	846	400		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	133			133
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,244	10,479	0	4,319
	25 Contributions, gifts, grants paid	41,903			41,903
	26 **Total expenses and disbursements.** Add lines 24 and 25	57,147	10,479	0	46,222
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-32,183			
	b **Net investment income** (if negative, enter -0-)		14,621		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	373	1,602	1,602
	2	Savings and temporary cash investments	8,711	26,148	26,148
	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)	866,680	812,056	873,765
	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)	875,764	839,806	901,515
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	875,764	839,806	
	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)	875,764	839,806	
	31	**Total liabilities and net assets/fund balances** (see instructions)	875,764	839,806	

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	875,764
2	Enter amount from Part I, line 27a	2	-32,183
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	991
4	Add lines 1, 2, and 3	4	844,572
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,766
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	839,806

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-2,155
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	43,840	915,699	0 047876
2010	36,776	887,085	0 041457
2009	29,293	808,883	0 036214
2008	57,152	976,293	0.058540
2007	49,727	1,117,285	0 044507

2	**Total** of line 1, column (d)	2	0.228594
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	0.045719
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	891,107
5	Multiply line 4 by line 3	5	40,741
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	146
7	Add lines 5 and 6	7	40,887
8	Enter qualifying distributions from Part XII, line 4	8	46,222

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	146
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	146
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	146
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 552		
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	552
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	406
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 146 **Refunded** ▶	11	260

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) ▶ OR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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** No: 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 Indepndence Mall E MACY1372-062 Phil	Trustee 4.00	13,439		

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	876,930
b	Average of monthly cash balances	1b	27,747
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	904,677
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	904,677
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	13,570
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	891,107
6	**Minimum investment return.** Enter 5% of line 5	6	44,555

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	44,555
2a	Tax on investment income for 2012 from Part VI, line 5	2a	146		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	146
3	Distributable amount before adjustments Subtract line 2c from line 1			3	44,409
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	44,409
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	44,409

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	46,222
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	46,222
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	146
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,076

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				44,409
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			36,979	
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 ▶ $ 46,222				
a	Applied to 2011, but not more than line 2a			36,979	
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				9,243
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				35,166
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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	41,903
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	27,119	
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	-2,155	
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		24,964	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 24,964

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Schultz SVP Wells Fargo Bank N.A. | 4/13/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		4/13/2013		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				
ASHLAND LODGE 944 BPOE				
Street				
PO BOX 569				
City	**State**	**Zip Code**	**Foreign Country**	
ASHLAND	OR	97520		
Relationship	**Foundation Status**			
NONE	501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				41,903

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	1,507
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	258,497	258,652	-2,155
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	AMEX UTILITIES SPDR	81369Y886			11/4/2011		2/24/2012	1,573	1,574				0	-1
2	X	AMEX UTILITIES SPDR	81369Y886			4/21/2011		2/24/2012	70	64				0	6
3	X	AMEX UTILITIES SPDR	81369Y886			10/22/2010		9/11/2012	621	542				0	79
4	X	AMEX UTILITIES SPDR	81369Y886			12/10/2010		9/11/2012	548	467				0	81
5	X	AMEX UTILITIES SPDR	81369Y886			1/28/2011		9/11/2012	365	318				0	47
6	X	AMEX UTILITIES SPDR	81369Y886			3/15/2011		9/11/2012	365	317				0	48
7	X	AMEX UTILITIES SPDR	81369Y886			4/21/2011		9/11/2012	110	97				0	13
8	X	VANGUARD INTERMEDIATE T	921937819			8/17/2011		9/11/2012	1,433	1,408				0	25
9	X	VANGUARD INTERMEDIATE T	921937819			2/24/2012		9/11/2012	4,299	4,216				0	83
10	X	VANGUARD MSCI EMERGING	922042858			4/21/2011		2/24/2012	3,278	3,750				0	-472
11	X	VANGUARD MSCI EMERGING	922042858			4/21/2011		11/23/2012	3,044	3,700				0	-656
12	X	VANGUARD MSCI EMERGING	922042858			12/10/2010		11/23/2012	1,209	1,373				0	-164
13	X	VANGUARD REIT VIPER	922908553			11/4/2011		2/24/2012	2,344	2,187				0	157
14	X	VANGUARD REIT VIPER	922908553			9/14/2009		2/24/2012	1,913	1,246				0	667
15	X	AMEX TECHNOLOGY SELECT	81369Y803			3/15/2011		2/24/2012	1,034	912				0	122
16	X	AMEX TECHNOLOGY SELECT	81369Y803			9/11/2012		11/23/2012	971	1,048				0	-77
17	X	VANGUARD REIT VIPER	922908553			9/14/2009		9/11/2012	2,078	1,213				0	865
18	X	VANGUARD REIT VIPER	922908553			5/27/2009		9/11/2012	268	124				0	144
19	X	BANK OF AMERICA 4 875%	060505AR5			11/25/2005		9/15/2012	75,000	74,452				0	548
20	X	CREDIT SUISSE COMM RT ST	22544R305			4/25/2011		9/11/2012	171	203				0	-32
21	X	DIAMOND HILL LONG-SHORT	25264S833			4/25/2011		2/24/2012	1,278	1,210				0	68
22	X	DIAMOND HILL LONG-SHORT	25264S833			2/1/2011		2/24/2012	88	83				0	5
23	X	DIAMOND HILL LONG-SHORT	25264S833			9/13/2012		11/23/2012	1,040	1,056				0	-16
24	X	DREYFUS EMG MKT DEBT LO	261980494			4/25/2011		11/23/2012	876	880				0	-4
25	X	FED HOME LN BK 3 500%	3133XPPC2			12/10/2008		2/13/2012	25,000	25,551				0	-551
26	X	HUSSMAN STRATEGIC GROW	448108100			12/10/2007		9/11/2012	16,205	23,136				0	-6,931
27	X	ISHARES MSCI EAFE	464287465			4/21/2011		2/24/2012	716	806				0	-90
28	X	ISHARES MSCI EAFE	464287465			4/21/2011		9/11/2012	4,776	5,583				0	-807
29	X	ISHARES MSCI EAFE	464287465			1/28/2011		9/11/2012	159	177				0	-18
30	X	ISHARES MSCI EAFE	464287465			1/28/2011		11/23/2012	8,616	9,392				0	-776
31	X	ISHARES S&P MIDCAP 400 GF	464287606			11/4/2011		2/24/2012	1,894	1,738				0	156
32	X	ISHARES S&P MIDCAP 400 GF	464287606			9/11/2012		11/23/2012	1,899	1,933				0	-34
33	X	ISHARES S&P MIDCAP 400 VA	464287705			5/22/2008		2/24/2012	3,391	3,217				0	174
34	X	ISHARES S&P MIDCAP 400 VA	464287705			5/22/2008		9/11/2012	431	402				0	29
35	X	ISHARES S&P MIDCAP 400 VA	464287705			11/4/2011		9/11/2012	2,067	1,818				0	249
36	X	ISHARES S&P MIDCAP 400 VA	464287705			11/4/2011		11/23/2012	1,014	909				0	105
37	X	ISHARES S&P MIDCAP 400 VA	464287705			8/17/2011		11/23/2012	423	366				0	57
38	X	ISHARES TR SMALLCAP 600 I	464287804			4/21/2011		2/24/2012	6,002	5,816				0	186
39	X	ISHARES TR SMALLCAP 600 I	464287804			6/22/2011		2/24/2012	1,140	1,078				0	62
40	X	ISHARES TR SMALLCAP 600 I	464287804			6/22/2011		9/11/2012	390	359				0	31
41	X	ISHARES CORE S&P SMALL-C	464287804			6/22/2011		11/23/2012	1,263	1,221				0	42
42	X	ISHARES CORE S&P SMALL-C	464287804			3/15/2011		11/23/2012	1,263	1,180				0	83
43	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			3/17/2011		9/11/2012	1,406	1,404				0	2
44	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/1/2011		9/11/2012	7,602	7,465				0	137
45	X	MERGER FD SH BEN INT 260	589509108			12/14/2010		9/11/2012	1,583	1,594				0	-11
46	X	MERGER FD SH BEN INT 260	589509108			3/17/2011		9/11/2012	1,598	1,600				0	-2
47	X	MERGER FD SH BEN INT 260	589509108			4/25/2011		9/11/2012	346	351				0	-5
48	X	MERGER FD SH BEN INT 260	589509108			6/24/2011		9/11/2012	693	700				0	-7
49	X	MERGER FD SH BEN INT 260	589509108			10/26/2010		9/11/2012	705	704				0	1
50	X	PIMCO FOREIGN BD FD USD	693390882			2/28/2012		9/11/2012	1,750	1,673				0	77
51	X	PIMCO FOREIGN BD FD USD	693390882			8/19/2011		9/11/2012	8,265	7,881				0	384
52	X	PIMCO FOREIGN BD FD USD	693390882			8/19/2011		11/23/2012	284	267				0	17
53	X	RIDGEWORTH SEIX HY BD-I	76628T645			4/25/2011		9/11/2012	2,667	2,720				0	-53
54	X	RIDGEWORTH SEIX HY BD-I	76628T645			4/25/2011		11/23/2012	4,050	4,131				0	-81
55	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		2/24/2012	726	807				0	-81
56	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		9/11/2012	2,155	2,219				0	-64
57	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/21/2011		11/23/2012	2,841	2,824				0	17
58	X	AMEX HEALTH CARE SPDR	81369Y209			4/21/2011		2/24/2012	901	857				0	44
59	X	AMEX HEALTH CARE SPDR	81369Y209			3/15/2011		2/24/2012	288	258				0	30
60	X	AMEX HEALTH CARE SPDR	81369Y209			3/15/2011		9/11/2012	3,349	2,738				0	611
61	X	AMEX HEALTH CARE SPDR	81369Y209			1/28/2011		11/23/2012	437	350				0	87
62	X	CONSUMER STAPLES SECTO	81369Y308			6/22/2011		2/24/2012	594	563				0	31
63	X	CONSUMER STAPLES SECTO	81369Y308			11/4/2011		2/24/2012	1,518	1,424				0	94
64	X	CONSUMER STAPLES SECTO	81369Y308			4/21/2011		2/24/2012	1,914	1,795				0	119
65	X	CONSUMER STAPLES SECTO	81369Y308			3/15/2011		9/11/2012	1,784	1,465				0	319
66	X	CONSUMER STAPLES SECTO	81369Y308			3/15/2011		11/23/2012	458	381				0	77
67	X	AMEX CONSUMER DISCR SPI	81369Y407			4/21/2011		2/24/2012	557	519				0	38
68	X	AMEX CONSUMER DISCR SPI	81369Y407			6/22/2011		2/24/2012	343	313				0	30

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

	Amount
Long Term CG Distributions	1,507
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	256,497	258,652	-2,155
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	AMEX CONSUMER DISCR SPI	81369Y407			9/11/2012		11/23/2012	374	374				0	0
70	X	AMEX ENERGY SELECT SPDR	81369Y506			1/28/2011		2/24/2012	1,294	1,215				0	79
71	X	AMEX ENERGY SELECT SPDR	81369Y506			6/22/2011		2/24/2012	609	591				0	18
72	X	AMEX ENERGY SELECT SPDR	81369Y506			11/4/2011		2/24/2012	3,122	2,900				0	222
73	X	AMEX ENERGY SELECT SPDR	81369Y506			12/10/2010		9/11/2012	1,466	1,317				0	149
74	X	AMEX ENERGY SELECT SPDR	81369Y506			11/4/2011		9/11/2012	440	424				0	16
75	X	AMEX ENERGY SELECT SPDR	81369Y506			10/22/2010		9/11/2012	1,393	1,124				0	269
76	X	AMEX ENERGY SELECT SPDR	81369Y506			10/22/2010		11/23/2012	426	355				0	71
77	X	AMEX FINANCIAL SELECT SP	81369Y605			1/28/2011		2/24/2012	162	180				0	-18
78	X	AMEX FINANCIAL SELECT SP	81369Y605			3/15/2011		2/24/2012	1,472	1,626				0	-154
79	X	AMEX FINANCIAL SELECT SP	81369Y605			4/21/2011		2/24/2012	2,414	2,645				0	-231
80	X	AMEX FINANCIAL SELECT SP	81369Y605			12/10/2010		2/24/2012	1,501	1,608				0	-107
81	X	AMEX FINANCIAL SELECT SP	81369Y605			12/10/2010		9/11/2012	760	773				0	-13
82	X	CONSUMER STAPLES SECTO	81369Y308			4/21/2011		9/11/2012	143	124				0	19
83	X	AMEX FINANCIAL SELECT SP	81369Y605			6/22/2011		9/11/2012	1,085	1,063				0	22
84	X	AMEX FINANCIAL SELECT SP	81369Y605			10/22/2010		9/11/2012	2,171	2,051				0	120
85	X	AMEX FINANCIAL SELECT SP	81369Y605			10/22/2010		11/23/2012	473	439				0	34
86	X	AMEX INDUSTRIAL SPDR	81369Y704			3/15/2011		2/24/2012	1,014	971				0	43
87	X	AMEX INDUSTRIAL SPDR	81369Y704			12/10/2010		2/24/2012	676	620				0	56
88	X	AMEX INDUSTRIAL SPDR	81369Y704			12/10/2010		9/11/2012	845	792				0	53
89	X	AMEX INDUSTRIAL SPDR	81369Y704			10/22/2010		9/11/2012	956	845				0	111
90	X	AMEX INDUSTRIAL SPDR	81369Y704			10/22/2010		11/23/2012	400	358				0	42
91	X	AMEX TECHNOLOGY SELECT	81369Y803			1/28/2011		2/24/2012	890	804				0	86
92	X	AMEX TECHNOLOGY SELECT	81369Y803			11/4/2011		2/24/2012	1,465	1,328				0	137

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		826	0	0	826
	Description				
1	TAX PREP FEES	826			826

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		846	400	0	0
1	FOREIGN TAXES PAID	400	400		
2	ESTIMATED EXCISE TAXES PAID	446			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		133	0	0	133
	Description				
1	STATE AG FEES	133	0		133

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			866,680	812,056	873,765
1				0	
2	MERGER FD SH BEN INT 260		0	12,811	12,946
3	PIMCO FOREIGN BD FD USD H-INST 103		0	18,265	18,471
4	CONSUMER STAPLES SECTOR SPDR TR		0	10,714	12,878
5	AMEX FINANCIAL SELECT SPDR		0	14,960	16,947
6	AMEX MATERIALS SPDR		0	5,792	6,494
7	AMEX TECHNOLOGY SELECT SPDR		0	22,703	28,763
8	AMEX ENERGY SELECT SPDR		0	9,540	12,998
9	ISHARES TR SMALLCAP 600 INDEX FD		0	37,352	43,892
10	ISHARES S&P MIDCAP 400 VALUE		0	12,534	19,743
11	LAUDUS MONDRIAN INTL FI-INST 2940		0	18,911	18,743
12	ISHARES S&P MIDCAP 400 GROWTH		0	16,639	23,912
13	ISHARES MSCI EAFE		0	81,056	81,537
14	AMEX INDUSTRIAL SPDR		0	10,091	13,113
15	AMEX HEALTH CARE SPDR		0	9,614	12,203
16	AMEX CONSUMER DISCR SPDR		0	13,725	17,078
17	DREYFUS EMG MKT DEBT LOC C-I 6083		0	42,392	43,827
18	DRIEHAUS ACTIVE INCOME FUND		0	12,780	13,049
19	HUSSMAN STRATEGIC GROWTH FUND 6(		0	21,461	16,852
20	CB RICHARD ELLIS REALTY TRUST		0	27,528	32,609
21	VANGUARD REIT VIPER		0	14,881	30,531
22	VANGUARD EMERGING MARKETS ETF		0	54,586	54,371
23	VANGUARD BD INDEX FD INC		0	125,751	125,534
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	28,465	30,392
25	VANGUARD INTERMEDIATE TERM B		0	57,625	58,333
26	DIAMOND HILL LONG-SHORT FD CL I 11		0	18,947	21,536
27	RIDGEWORTH SEIX HY BD-I 5855		0	42,520	43,679
28	GATEWAY FUND - Y 1986		0	21,655	21,224
29	CREDIT SUISSE COMM RT ST-CO 2156		0	48,758	42,110

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

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

1	COST BASIS ADJUSTMENT	1	419
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	572
3	Total	3	991

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	3,231
2	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	1,535
3	Total	3	4,766

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

	Amount
Long Term CG Distributions	1,507
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
						254,990	0	0	258,652	-3,682	0	0	0	-3,682
1	AMEX UTILITIES SPDR	81369Y886		11/4/2011	2/24/2012	1,573		0	1,574	-1	0	0	0	-1
2	AMEX UTILITIES SPDR	81369Y886		4/21/2011	2/24/2012	70		0	64	6	0	0	0	6
3	AMEX UTILITIES SPDR	81369Y886		10/22/2010	9/11/2012	621		0	542	79	0	0	0	79
4	AMEX UTILITIES SPDR	81369Y886		12/10/2010	9/11/2012	548		0	467	81	0	0	0	81
5	AMEX UTILITIES SPDR	81369Y886		1/28/2011	9/11/2012	365		0	318	47	0	0	0	47
6	AMEX UTILITIES SPDR	81369Y886		3/15/2011	9/11/2012	365		0	317	48	0	0	0	48
7	AMEX UTILITIES SPDR	81369Y886		4/21/2011	9/11/2012	110		0	97	13	0	0	0	13
8	VANGUARD INTERMEDIATE TERM B	921937819		8/17/2011	9/11/2012	1,433		0	1,408	25	0	0	0	25
9	VANGUARD INTERMEDIATE TERM B	921937819		2/24/2012	9/11/2012	4,299		0	4,216	83	0	0	0	83
10	VANGUARD MSCI EMERGING MARKETS	922042858		4/21/2011	2/24/2012	3,278		0	3,750	-472	0	0	0	-472
11	VANGUARD MSCI EMERGING MARKETS	922042858		4/21/2011	11/23/2012	3,044		0	3 700	-656	0	0	0	-656
12	VANGUARD MSCI EMERGING MARKETS	922042858		12/10/2010	11/23/2012	1,209		0	1,373	-164	0	0	0	-164
13	VANGUARD REIT VIPER	922908553		11/4/2011	2/24/2012	2 344		0	2 187	157	0	0	0	157
14	VANGUARD REIT VIPER	922908553		9/14/2009	2/24/2012	1,913		0	1,246	667	0	0	0	667
15	AMEX TECHNOLOGY SELECT SPDR	81369Y803		3/15/2011	2/24/2012	1,034		0	912	122	0	0	0	122
16	AMEX TECHNOLOGY SELECT SPDR	81369Y803		9/11/2012	11/23/2012	971		0	1,048	-77	0	0	0	-77
17	VANGUARD REIT VIPER	922908553		9/14/2009	9/11/2012	2 078		0	1,213	865	0	0	0	865
18	VANGUARD REIT VIPER	922908553		5/27/2009	9/11/2012	268		0	124	144	0	0	0	144
19	BANK OF AMERICA 4 875% 9/15/12	060505AR5		11/25/2005	9/15/2012	75,000		0	74,452	548	0	0	0	548
20	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		4/25/2011	9/11/2012	171		0	203	-32	0	0	0	-32
21	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		4/25/2011	2/24/2012	1,278		0	1,210	68	0	0	0	68
22	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		2/1/2011	2/24/2012	88		0	83	5	0	0	0	5
23	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		9/13/2012	11/23/2012	1,040		0	1,056	-16	0	0	0	-16
24	DREYFUS EMG MKT DEBT LOC C-I 608	261980494		4/25/2011	11/23/2012	876		0	880	-4	0	0	0	-4
25	FED HOME LN BK 3 500% 2/13/12	3133XPPC2		12/10/2008	2/13/2012	25,000		0	25,551	-551	0	0	0	-551
26	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/10/2007	9/11/2012	16 205		0	23,136	-6,931	0	0	0	-6,931
27	ISHARES MSCI EAFE	464287465		4/21/2011	2/24/2012	716		0	806	-90	0	0	0	-90
28	ISHARES MSCI EAFE	464287465		4/21/2011	9/11/2012	4,776		0	5,583	-807	0	0	0	-807
29	ISHARES MSCI EAFE	464287465		1/28/2011	9/11/2012	159		0	177	-18	0	0	0	-18
30	ISHARES MSCI EAFE	464287465		1/28/2011	11/23/2012	8,616		0	9,392	-776	0	0	0	-776
31	ISHARES S&P MIDCAP 400 GROWTH	464287606		11/4/2011	2/24/2012	1,894		0	1,738	156	0	0	0	156
32	ISHARES S&P MIDCAP 400 GROWTH	464287606		9/11/2012	11/23/2012	1,899		0	1,933	-34	0	0	0	-34
33	ISHARES S&P MIDCAP 400 VALUE	464287705		5/22/2008	2/24/2012	3,391		0	3,217	174	0	0	0	174
34	ISHARES S&P MIDCAP 400 VALUE	464287705		5/22/2008	9/11/2012	431		0	402	29	0	0	0	29
35	ISHARES S&P MIDCAP 400 VALUE	464287705		11/4/2011	9/11/2012	2,067		0	1,818	249	0	0	0	249
36	ISHARES S&P MIDCAP 400 VALUE	464287705		11/4/2011	11/23/2012	1,014		0	909	105	0	0	0	105
37	ISHARES S&P MIDCAP 400 VALUE	464287705		8/17/2011	11/23/2012	423		0	366	57	0	0	0	57
38	ISHARES TR SMALLCAP 600 INDEX FD	464287804		4/21/2011	2/24/2012	6,002		0	5,816	186	0	0	0	186
39	ISHARES TR SMALLCAP 600 INDEX FD	464287804		6/22/2011	2/24/2012	1,140		0	1,078	62	0	0	0	62
40	ISHARES TR SMALLCAP 600 INDEX FD	464287804		6/22/2011	9/11/2012	390		0	359	31	0	0	0	31
41	ISHARES CORE S&P SMALL-CAP E	464287804		6/22/2011	11/23/2012	1,263		0	1,221	42	0	0	0	42
42	ISHARES CORE S&P SMALL-CAP E	464287804		3/15/2011	11/23/2012	1,263		0	1,180	83	0	0	0	83
43	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		3/17/2011	9/11/2012	1,406		0	1,404	2	0	0	0	2
44	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		2/1/2011	9/11/2012	7,602		0	7,465	137	0	0	0	137
45	MERGER FD SH BEN INT 260	589509108		12/14/2010	9/11/2012	1,583		0	1,594	-11	0	0	0	-11
46	MERGER FD SH BEN INT 260	589509108		3/17/2011	9/11/2012	1,598		0	1,600	-2	0	0	0	-2
47	MERGER FD SH BEN INT 260	589509108		4/25/2011	9/11/2012	346		0	351	-5	0	0	0	-5
48	MERGER FD SH BEN INT 260	589509108		6/24/2011	9/11/2012	693		0	700	-7	0	0	0	-7
49	MERGER FD SH BEN INT 260	589509108		10/26/2010	9/11/2012	705		0	704	1	0	0	0	1
50	PIMCO FOREIGN BD FD USD H-INST 10	693390882		2/28/2012	9/11/2012	1,750		0	1,673	77	0	0	0	77
51	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/19/2011	9/11/2012	8,265		0	7,881	384	0	0	0	384
52	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/19/2011	11/23/2012	284		0	267	17	0	0	0	17
53	RIDGEWORTH SEIX HY BD-I 5855	76628T645		4/25/2011	9/11/2012	2,667		0	2,720	-53	0	0	0	-53
54	RIDGEWORTH SEIX HY BD-I 5855	76628T645		4/25/2011	11/23/2012	4,050		0	4,131	-81	0	0	0	-81
55	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/21/2011	2/24/2012	726		0	807	-81	0	0	0	-81
56	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/21/2011	9/11/2012	2,155		0	2,219	-64	0	0	0	-64
57	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/21/2011	11/23/2012	2,841		0	2,824	17	0	0	0	17
58	AMEX HEALTH CARE SPDR	81369Y209		4/21/2011	2/24/2012	901		0	857	44	0	0	0	44
59	AMEX HEALTH CARE SPDR	81369Y209		3/15/2011	2/24/2012	288		0	258	30	0	0	0	30
60	AMEX HEALTH CARE SPDR	81369Y209		3/15/2011	9/11/2012	3,349		0	2,738	611	0	0	0	611
61	AMEX HEALTH CARE SPDR	81369Y209		1/28/2011	11/23/2012	437		0	350	87	0	0	0	87
62	CONSUMER STAPLES SECTOR SPDR T	81369Y308		6/22/2011	2/24/2012	594		0	563	31	0	0	0	31
63	CONSUMER STAPLES SECTOR SPDR T	81369Y308		11/4/2011	2/24/2012	1,518		0	1,424	94	0	0	0	94
64	CONSUMER STAPLES SECTOR SPDR T	81369Y308		4/21/2011	2/24/2012	1,914		0	1,795	119	0	0	0	119
65	CONSUMER STAPLES SECTOR SPDR T	81369Y308		3/15/2011	9/11/2012	1,784		0	1,465	319	0	0	0	319
66	CONSUMER STAPLES SECTOR SPDR T	81369Y308		3/15/2011	11/23/2012	458		0	381	77	0	0	0	77
67	AMEX CONSUMER DISCR SPDR	81369Y407		4/21/2011	2/24/2012	557		0	519	38	0	0	0	38
68	AMEX CONSUMER DISCR SPDR	81369Y407		6/22/2011	2/24/2012	343		0	313	30	0	0	0	30
69	AMEX CONSUMER DISCR SPDR	81369Y407		9/11/2012	11/23/2012	374		0	374	0	0	0	0	0
70	AMEX ENERGY SELECT SPDR	81369Y506		1/28/2011	2/24/2012	1,294		0	1,215	79	0	0	0	79
71	AMEX ENERGY SELECT SPDR	81369Y506		6/22/2011	2/24/2012	609		0	591	18	0	0	0	18
72	AMEX ENERGY SELECT SPDR	81369Y506		11/4/2011	2/24/2012	3,122		0	2,900	222	0	0	0	222
73	AMEX ENERGY SELECT SPDR	81369Y506		12/10/2010	9/11/2012	1,466		0	1,317	149	0	0	0	149
74	AMEX ENERGY SELECT SPDR	81369Y506		11/4/2011	9/11/2012	440		0	424	16	0	0	0	16
75	AMEX ENERGY SELECT SPDR	81369Y506		10/22/2010	9/11/2012	1,393		0	1,124	269	0	0	0	269
76	AMEX ENERGY SELECT SPDR	81369Y506		10/22/2010	11/23/2012	426		0	355	71	0	0	0	71
77	AMEX FINANCIAL SELECT SPDR	81369Y605		1/28/2011	2/24/2012	162		0	180	-18	0	0	0	-18
78	AMEX FINANCIAL SELECT SPDR	81369Y605		3/15/2011	2/24/2012	1,472		0	1,626	-154	0	0	0	-154
79	AMEX FINANCIAL SELECT SPDR	81369Y605		4/21/2011	2/24/2012	2,414		0	2 645	-231	0	0	0	-231
80	AMEX FINANCIAL SELECT SPDR	81369Y605		12/10/2010	2/24/2012	1,501		0	1,608	-107	0	0	0	-107
81	AMEX FINANCIAL SELECT SPDR	81369Y605		12/10/2010	9/11/2012	760		0	773	-13	0	0	0	-13
82	CONSUMER STAPLES SECTOR SPDR T	81369Y308		4/21/2011	9/11/2012	143		0	124	19	0	0	0	19
83	AMEX FINANCIAL SELECT SPDR	81369Y605		6/22/2011	9/11/2012	1,085		0	1,063	22	0	0	0	22
84	AMEX FINANCIAL SELECT SPDR	81369Y605		10/22/2010	9/11/2012	2,171		0	2,051	120	0	0	0	120

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

	Amount
Long Term CG Distributions	1,507
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
						254,990	0	0	258,652	-3,662	0	0	0	-3,662
85	AMEX FINANCIAL SELECT SPDR	81369Y605		10/22/2010	11/23/2012	473		0	439	34	0	0	0	34
86	AMEX INDUSTRIAL SPDR	81369Y704		3/15/2011	2/24/2012	1 014		0	971	43	0	0	0	43
87	AMEX INDUSTRIAL SPDR	81369Y704		12/10/2010	2/24/2012	876		0	820	56	0	0	0	56
88	AMEX INDUSTRIAL SPDR	81369Y704		12/10/2010	9/11/2012	845		0	792	53	0	0	0	53
89	AMEX INDUSTRIAL SPDR	81369Y704		10/22/2010	9/11/2012	956		0	845	111	0	0	0	111
90	AMEX INDUSTRIAL SPDR	81369Y704		10/22/2010	11/23/2012	400		0	358	42	0	0	0	42
91	AMEX TECHNOLOGY SELECT SPDR	81369Y803		1/28/2011	2/24/2012	890		0	804	86	0	0	0	86
92	AMEX TECHNOLOGY SELECT SPDR	81369Y803		11/4/2011	2/24/2012	1,465		0	1,328	137	0	0	0	137

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
										13,439	0	0
1	Wells Fargo Bank N A	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	13,439	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	106
2	First quarter estimated tax payment	5/9/2012	2	32
3	Second quarter estimated tax payment	6/11/2012	3	138
4	Third quarter estimated tax payment	9/11/2012	4	138
5	Fourth quarter estimated tax payment	12/11/2012	5	138
6	Other payments		6	0
7	Total		7	552

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	36,979
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	36,979