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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation ELKINS, KATE FELTON T/U/A		A Employer identification number 94-6052510		
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Indepndence Mall E MACY1372-062		Room/suite		
City or town, state, and ZIP code Philadelphia PA 19106-2112				
G Check all that apply: <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		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
H Check type of organization: <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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 263,583	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)		
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	6,424	6,311	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	500		
	b Gross sales price for all assets on line 6a	35,947		
	7 Capital gain net income (from Part IV, line 2)		500	
	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	6,924	6,811	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,430	1,073	357
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	800		800
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	154	154	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	10		10
	24 Total operating and administrative expenses.			
Add lines 13 through 23	2,394	1,227	0	
25 Contributions, gifts, grants paid	9,799		9,799	
26 Total expenses and disbursements. Add lines 24 and 25	12,193	1,227	0	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-5,269			
b Net investment income (if negative, enter -0-)		5,584		
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		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	5,185	7,901	7,901
	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)	230,913	222,249	255,682
	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)	236,098	230,150	263,583
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	236,098	230,150	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	236,098	230,150	
	31	Total liabilities and net assets/fund balances (see instructions)	236,098	230,150	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	236,098
2	Enter amount from Part I, line 27a	2	-5,269
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	562
4	Add lines 1, 2, and 3	4	231,391
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,241
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	230,150

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement		-		
b See Attached Statement		-		
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	500
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	11,925	255,057	0.046754
2010	8,812	233,982	0.037661
2009	9,821	221,144	0.044410
2008	11,987	253,605	0.047266
2007			0.000000

2 Total of line 1, column (d) 2 0.176091

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 0.044023

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 256,855

5 Multiply line 4 by line 3 5 11,308

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 56

7 Add lines 5 and 6 7 11,364

8 Enter qualifying distributions from Part XII, line 4 8 10,966
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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 144

6b

6c

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

32

Refunded ►

7 144

8

9 0

10 32

11 0

Part VII-A Statements Regarding Activities

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?

Yes No

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

1c X

c Did the foundation file Form 1120-POL for this year?

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?

2 X

If "Yes," attach a detailed description of the activities

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?

5 X

If "Yes," attach the statement required by General Instruction T

6 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?

7 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

8b X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

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

9 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

10 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ► N/A 13 X

14 The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933
Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 X 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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
 (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
 (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
 (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
 (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No

If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) 2b N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____, 20_____, 20_____, 20_____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A***If "Yes," attach the statement required by Regulations section 53.4945-5(d)***6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *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?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No**5b** N/A► **6b** X**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 Phila	Trustee	4.00	1,430	

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

►

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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

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.

1	NONE	
2		

All other program-related investments. See instructions.

3 **NONE** _____

Total. Add lines 1 through 3

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 248,403
b	Average of monthly cash balances	1b 12,363
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 260,766
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	3 260,766
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 3,911
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 256,855
6	Minimum investment return. Enter 5% of line 5	6 12,843

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 12,843
2a	Tax on investment income for 2012 from Part VI, line 5	2a 112
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 112
3	Distributable amount before adjustments Subtract line 2c from line 1	3 12,731
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 12,731
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 12,731

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 10,966
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 10,966
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 10,966

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				12,731
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				4,401
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 ► \$ 10,966				
a Applied to 2011, but not more than line 2a				4,401
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				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
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				0		
	Subtract line 2d from line 2c				0		
3	Complete 3a, b, or c for the alternative test relied upon				0		
a	"Assets" alternative test—enter				0		
(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				0		
(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)(ii)				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	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	9,799
b Approved for future payment NONE				
Total			► 3b	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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	6,424
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	500
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		6,924	0
13 Total. Add line 12, columns (b), (d), and (e)				13	6,924

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

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		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			

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

(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

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

Signature of officer or trustee

4/20/2013

SVP Wells Fargo Bank N A.

Print/Type preparer's name

Da

Tit

Paid Preparer Use Only	Firm's type	Preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Business	JOSEPH J CASTRIANO		4/20/2013		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			

ELKINS, KATE FELTON T/U/A

94-6052510 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

UNITED WAY OF THE BAY AREA

Street

221 MAIN STREET #300

City SAN FRANCISCO	State CA	Zip Code 94105	Foreign Country
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Relationship

Foundation Status

NONE
501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 9,799
--	-----------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

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

Name**Street**

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

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
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Relationship

Foundation Status

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

Part 1, Line 6 (90-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	Totals		Net Gain or Loss	
													Capital Gains/Losses	Other sales		
Long Term CG Distributions	258	0												35,947	0	35,447
Short Term CG Distributions	0															0
1 X - VANGUARD RET. VIPER SHARES MSCI EAFE	922908553	464287465			10/14/2011	8/9/2012	1,251	827	829	276				0	197	-2
2 X - SHARES MSCI EAFE	464287465				4/30/2010	8/9/2012		259						0		-17
3 X - SHARES MSCI EAFE	464287465				4/30/2010	8/9/2012		434	441					0		-7
4 X - HUSSMAN STRATEGIC GROWTH	448108100				10/14/2011	8/9/2012		312	370					0		-58
5 X - HUSSMAN STRATEGIC GROWTH	448108100				2/19/2008	8/9/2012		2,810	3,909					0		-1,059
6 X - HUSSMAN STRATEGIC GROWTH	448108100				2/8/2008	8/9/2012		840	1,173					0		-333
7 X - HUSSMAN STRATEGIC GROWTH	448108100				10/18/2011	8/9/2012		475	442					0		-33
8 X - DIAMOND HILL LONG-SHORT CREDIT SUISSE COMM RT ST	22544R305				8/17/2011	8/9/2012		742	828					0		-86
9 X - VANGUARD RET. VIPER	922908553				9/30/2011	8/9/2012		263	203					0		60
10 X - VANGUARD RET. VIPER	922908553				10/14/2011	8/9/2012		151	103					0		28
11 X - VANGUARD RET. VIPER	922908553				10/14/2011	5/9/2012		522	420					0		102
12 X - VANGUARD RET. VIPER	922908553				8/15/2011	5/9/2012		1,103	1,080					0		23
13 X - VANGUARD MSCI EMERGING	922042858				4/30/2010	8/9/2012		485	469					0		16
14 X - AMEX MSCI EMERGING	922042858				5/24/2010	8/9/2012		115	109					0		6
15 X - AMEX HEALTH CARE SPDR	81369Y209				9/30/2011	8/9/2012		568	570					0		-2
16 X - VANGUARD SHORT TERM BO	921937827				9/30/2011	8/9/2012		487	488					0		-1
17 X - VANGUARD SHORT TERM BO	921937827				9/30/2011	8/9/2012		712	702					0		10
18 X - VANGUARD INTERMEDIATE T	921937819				9/30/2011	5/9/2012		1,234	1,228					0		6
19 X - VANGUARD INTERMEDIATE T	921937819				9/30/2011	5/9/2012		426	407					0		19
20 X - AMEX UTILITIES SPDR	81369Y886				10/14/2011	5/9/2012		319	274					0		45
21 X - AMEX UTILITIES SPDR	81369Y886				4/30/2010	8/9/2012		488	474					0		14
22 X - AMEX TECHNOLOGY SELECT	81369Y803				10/14/2011	8/9/2012		150	119					0		31
23 X - AMEX TECHNOLOGY SELECT	81369Y803				4/30/2010	8/9/2012		429	357					0		72
24 X - AMEX INDUSTRIAL SPDR	81369Y803				4/30/2010	8/9/2012		73	67					0		6
25 X - AMEX INDUSTRIAL SPDR	81369Y704				4/30/2010	5/9/2012		1,071	1,001					0		70
26 X - AMEX INDUSTRIAL SPDR	81369Y704				4/30/2010	8/9/2012		104	116					0		-12
27 X - AMEX FINANCIAL SELECT SP	81369Y605				10/14/2011	5/9/2012		327	364					0		-37
28 X - AMEX FINANCIAL SELECT SP	81369Y605				4/30/2010	5/9/2012		926	1,041					0		-115
29 X - AMEX FINANCIAL SELECT SP	81369Y605				4/30/2010	2/9/2012		255	296					0		-31
30 X - AMEX ENERGY SELECT SP	81369Y506				10/14/2011	5/24/2012		456	461					0		-5
31 X - AMEX ENERGY SELECT SP	81369Y506				10/14/2011	5/9/2012		1,278	1,260					0		28
32 X - AMEX ENERGY SELECT SPDR	81369Y506				4/30/2010	2/9/2012		1,034	847					0		187
33 X - AMEX CONSUMER DISCR SPI	81369Y209				4/30/2010	8/9/2012		45	36					0		9
34 X - AMEX CONSUMER DISCR SPI	81369Y407				4/30/2010	5/9/2012		397	320					0		17
35 X - CONSUMER STAPLES SECTO	81369Y308				4/30/2010	8/9/2012		71	56					0		144
36 X - CONSUMER STAPLES SECTO	81369Y308				4/30/2010	5/9/2012		814	670					0		-5
37 X - CONSUMER STAPLES SECTO	81369Y308				10/14/2011	2/9/2012		813	770					0		43
38 X - CONSUMER STAPLES SECTO	81369Y308				4/30/2010	5/9/2012		562	470					0		82
39 X - AMEX HEALTH CARE SPDR	81369Y209				5/9/2012	5/24/2012		169	175					0		-6
40 X - LAUDIUS MONDRIAN INTL FUND	81369Y100				2/9/2012	5/24/2012		305	341					0		96
41 X - AMEX MATERIALS SPDR	81369Y100				5/2/2011	8/9/2012		270	281					0		-24
42 X - SPDR DJ WILSHIRE INTERN	784639X863				5/2/2011	5/9/2012		614	670					0		-21
43 X - SPDR DJ WILSHIRE INTERN	784639X863				8/17/2011	8/9/2012		2,568	2,468					0		-93
44 X - FIMCO FOREIGN BD USD	6833390882				4/30/2010	8/9/2012		255	251					0		100
45 X - MERGER FUND BD INTL FUND	569509108				5/9/2012	10/19/2011		494					0		4	
46 X - LAUDIUS MONDRIAN INTL FUND	51855Q635				2/9/2012	8/9/2012		2,368	2,464					0		96
47 X - iSHARES TR SMALLCAP 600I	464287804				10/7/2010	8/9/2012		149	145					0		4
48 X - iSHARES TR SMALLCAP 600I	464287804				4/30/2010	2/9/2012		2,727	2,159					0		568
49 X - iSHARES S&P MIDCAP 400 VA	464287705				4/30/2010	2/9/2012		741	686					0		-56
50 X - iSHARES S&P MIDCAP 400 VA	464287705				4/30/2010	2/9/2012		1,257	1,143					0		-14
51 X - iSHARES S&P MIDCAP 400 Gr	464287696				4/30/2010	2/9/2012		658	539					0		119

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

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

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

		154	154	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOEIGN TAXES PAID	154	154		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
10	0	0	10	0	10	
1	STATE AG FEES		10	0		

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
1			236,098	222,249	255,682

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	123
2 MUTUAL FUND & CTF INCOME ADDITIONS	2	142
3 FEDERAL EXCISE TAX REFUND	3	297
4 Total	4	562

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

1 MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,137
2 PY RETURN OF CAPITAL ADJUSTMENT	2	104
3 Total	3	1,241

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

Long Term CGC Distributions											Short Term CGC Distributions															
Description of Property Sold			CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost of Other Basis Plus		Cost of Other Basis		FMV as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adjusted Basis on Losses	
1. VANGUARD DEUT VIFR	...	...	527008553	Acquired	1014/2011	2/9/2012	1,251				1,054		0		197		0		0		0		197	
2. ISHARES MSCI EAFE	...	...	465287465		1014/2011	8/9/2012	827				829		0		2		0		0		0		2	
3. ISHARES MSCI EAFE	...	...	465287465		4/30/2010	8/9/2012	259				276		0		-17		0		0		0		-17	
4. ISHARES MSCI EAFE	...	...	465287465		4/30/2010	8/9/2012	434				441		0		0		0		0		0		0	
5. HUSSMAN STRATEGIC GROWTH FUND	...	...	448108100		10/4/2011	8/9/2012	312				370		0		-58		0		0		0		-58	
6. HUSSMAN STRATEGIC GROWTH FUND	...	...	448108100		2/19/2008	8/9/2012	2,810				3,909		0		-1,059		0		0		0		-1,059	
7. HUSSMAN STRATEGIC GROWTH FUND	...	...	448108100		2/18/2008	8/9/2012	840				1,173		0		333		0		0		0		333	
8. HUSSMAN LONG-TERM FUND CL # 256483633	...	...	256483633		10/18/2011	5/9/2012	475				442		0		33		0		0		0		33	
9. CREDIT SUISSE COMMUTER ST-CO #2156	...	...	55445305		8/17/2011	8/9/2012	742				828		0		-86		0		0		0		-86	
10. VANGUARD REIT VIFR	...	...	922908553		9/30/2011	8/9/2012	263				203		0		60		0		0		0		60	
11. VANGUARD REIT VIFR	...	...	922908553		10/14/2011	8/9/2012	131				103		0		28		0		0		0		28	
12. VANGUARD REIT VIFR	...	...	922908553		10/14/2011	5/9/2012	522				420		0		102		0		0		0		102	
13. VANGUARD INS CEMERGING MARKETS	...	...	922042856		8/15/2011	2/9/2012	1,103				1,980		0		23		0		0		0		19	
14. VANGUARD INS CEMERGING MARKETS	...	...	922042856		5/24/2012	8/9/2012	485				469		0		16		0		0		0		16	
15. AMEX HEALTH CARE SPDR	...	...	817937209		5/24/2012	8/9/2012	115				109		0		6		0		0		0		6	
16. VANGUARD SHORT TERM BOND EFT	...	...	921931827		---	---	568				570		0		2		0		0		0		2	
17. VANGUARD SHORT TERM BOND EFT	...	...	921931827		9/30/2011	2/9/2012	487				488		0		-1		0		0		0		-1	
18. VANGUARD INTERMEDIATE TERM B	...	...	921937819		9/30/2011	8/9/2012	712				702		0		-10		0		0		0		-10	
19. VANGUARD INTERMEDIATE TERM B	...	...	921937819		9/30/2011	5/9/2012	1,234				1,228		0		6		0		0		0		6	
20. AMEX UTILITIES SPDR	...	...	813697866		10/14/2011	5/9/2012	426				407		0		19		0		0		0		19	
21. AMEX UTILITIES SPDR	...	...	813697866		4/30/2010	5/9/2012	319				274		0		45		0		0		0		45	
22. AMEX UTILITIES SPDR	...	...	813697866		10/14/2011	2/9/2012	488				474		0		14		0		0		0		14	
23. AMEX TECHNOLOGY SELECT SPDR	...	...	813697863		4/30/2010	8/9/2012	150				119		0		31		0		0		0		31	
24. AMEX TECHNOLOGY SELECT SPDR	...	...	813697863		4/30/2010	5/9/2012	429				357		0		72		0		0		0		72	
25. AMEX INDUSTRIAL SPDR	...	...	813697704		4/30/2010	8/9/2012	73				67		0		6		0		0		0		6	
26. AMEX INDUSTRIAL SPDR	...	...	813697704		4/30/2010	5/9/2012	1,071				1,001		0		70		0		0		0		70	
27. AMEX FINANCIAL SELECT SPDR	...	...	813697605		4/30/2010	8/9/2012	104				116		0		-12		0		0		0		-12	
28. AMEX FINANCIAL SELECT SPDR	...	...	813697605		4/30/2010	5/9/2012	327				364		0		0		0		0		0		0	
29. AMEX FINANCIAL SELECT SPDR	...	...	813697605		4/30/2010	2/9/2012	926				1,043		0		-115		0		0		0		-115	
30. AMEX FINANCIAL SELECT SPDR	...	...	813697605		4/23/2011	2/9/2012	295				296		0		0		0		0		0		0	
31. AMEX ENERGY SELECT SPDR	...	...	813697506		10/14/2011	5/9/2012	456				461		0		-5		0		0		0		-5	
32. AMEX ENERGY SELECT SPDR	...	...	813697506		10/14/2011	5/9/2012	1,278				1,250		0		28		0		0		0		28	
33. AMEX ENERGY SELECT SPDR	...	...	813697506		4/30/2010	2/9/2012	1,034				847		0		187		0		0		0		187	
34. AMEX CONSUMER DISCR SPDR	...	...	813697407		4/30/2010	8/9/2012	45				36		0		9		0		0		0		9	
35. AMEX CONSUMER DISCR SPDR	...	...	813697407		4/30/2010	5/9/2012	397				320		0		77		0		0		0		77	
36. CONSUMER STAPLES SECTOR SPDR	...	...	813697308		4/30/2010	8/9/2012	71				55		0		15		0		0		0		15	
37. CONSUMER STAPLES SECTOR SPDR	...	...	813697308		4/30/2010	5/9/2012	813				770		0		144		0		0		0		144	
38. CONSUMER STAPLES SECTOR SPDR	...	...	813697308		10/14/2011	2/9/2012	552				470		0		82		0		0		0		82	
39. AMEX HEALTH CARE SPDR	...	...	813697209		4/30/2010	5/9/2012	169				175		0		-6		0		0		0		-6	
40. AMEX MATERIALS SPDR	...	...	813697100		2/9/2012	5/9/2012	305				341		0		24		0		0		0		24	
41. AMEX MATERIALS SPDR	...	...	813697100		5/22/2011	8/9/2012	270				291		0		-21		0		0		0		-21	
42. SPDR WILSHIRE INTERNATIONAL R	...	...	4636973683		4/30/2010	8/9/2012	614				707		0		-93		0		0		0		-93	
43. SPDR WILSHIRE INTERNATIONAL R	...	...	4636973683		8/17/2011	8/9/2012	2,568				2,668		0		100		0		0		0		100	
44. PIMCO FOREIGN BD USD H-INST #1	...	...	693200882		5/4/2010	8/9/2012	251				251		0		4		0		0		0		4	
45. MERGER FD SH BENEFIT #260	...	...	589509108		8/9/2012	8/9/2012	255						0		0		0		0		0		0	
46. LAUDIUS MONDRIAN INTL FUNDS #940	...	...	589506365		10/18/2011	8/9/2012	2,368				2,368		0		-96		0		0		0		-96	
47. ISHARES TM SMALLCAP 600 INDEX FD	...	...	5932012		8/9/2012	8/9/2012	149				145		0		4		0		0		0		4	
48. ISHARES S&P MIDCAP 400 INDEX FD	...	...	463287804		4/30/2010	8/9/2012	2,727				2,539		0		568		0		0		0		568	
49. ISHARES S&P MIDCAP 400 VALUE	...	...	463287705		4/30/2010	2/9/2012	686				686		0		55		0		0		0		55	
50. ISHARES S&P MIDCAP 400 GROWTH	...	...	463287705		4/30/2010	2/9/2012	1,257				1,257		0		114		0		0		0		114	
51. ISHARES S&P MIDCAP 400 VALUE	...	...	463287705		4/30/2010	2/9/2012	539				539		0		119		0		0		0		119	

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

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

	Date	Amount
1 Credit from prior year return	1	144
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	144

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	4,401
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,401