



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 MAY 01 2013 and ending

Name of foundation <b>KANITZ, LOUIS J &amp; GOLDA I MAIN AC</b>		A Employer identification number <b>94-6665743</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A - 101N Independence Mall E-MACY1372-062</b>		Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		C If exemption application is pending, check here <input type="checkbox"/>	
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>5,507,443</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>			

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	140,219	138,096		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	58,022			
	b Gross sales price for all assets on line 6a <b>1,088,823</b>				
	7 Capital gain net income (from Part IV, line 2)		58,022		
	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	198,241	196,118	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	41,175	30,881		10,294
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,327			1,327
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	31,457	3,208		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	38	28		10
	24 Total operating and administrative expenses. Add lines 13 through 23	73,997	34,117	0	11,631
	25 Contributions, gifts, grants paid	250,910			250,910
26 Total expenses and disbursements. Add lines 24 and 25	324,907	34,117	0	262,541	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-126,666				
b Net investment income (if negative, enter -0-)		162,001			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

24NE

ENVELOPE - APR 29 2013  
POSTMARK DATE

SCANNED MAY 07 2013

Form 990-PF (2012) KANITZ, LOUIS J &amp; GOLDA I MAIN AC

94-6665743 Page 2

<b>Part II Balance Sheets</b>		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			
<b>Assets</b>	1 Cash—non-interest-bearing	1,797	9,558	9,558			
	2 Savings and temporary cash investments	267,445	135,126	135,126			
	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)						
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ▶						
	Less accumulated depreciation (attach schedule) ▶						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	4,902,190	4,881,761	5,362,760			
	14 Land, buildings, and equipment basis ▶						
	Less accumulated depreciation (attach schedule) ▶						
	15 Other assets (describe ▶)						
	16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,171,432	5,026,445	5,507,444			
	17 Accounts payable and accrued expenses						
	18 Grants payable						
<b>Net Assets or Fund Balances</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0				
	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	25 Unrestricted						
	26 Temporarily restricted						
	26 Permanently restricted						
	27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
<b>Net Assets or Fund Balances</b>	27 Capital stock, trust principal, or current funds	5,171,432	5,026,445				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
	30 <b>Total net assets or fund balances</b> (see instructions)	5,171,432	5,026,445				
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	5,171,432	5,026,445				

**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	5,171,432
2 Enter amount from Part I, line 27a	2	-126,666
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,960
4 Add lines 1, 2, and 3	4	5,050,726
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	24,281
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,026,445

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

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

  

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

(i) FMV 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))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	58,022
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**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	257,831	5,529,965	0.046624
2010	230,654	5,122,014	0.045032
2009	474,959	4,685,589	0.101366
2008	302,643	5,598,879	0.054054
2007	310,438	6,332,227	0.049025

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.296101
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.059220
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	5,369,461
<b>5</b> Multiply line 4 by line 3	<b>5</b>	317,979
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,620
<b>7</b> Add lines 5 and 6	<b>7</b>	319,599
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	262,541

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,240	
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	3,240	
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	3,240	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,209		
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	15,209		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,969		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,440 Refunded <input type="checkbox"/>	11	8,529		

**Part VII-A Statements Regarding Activities**

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

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☒ Yes ☐ No

☐ Yes ☒ No

☐ Yes ☒ No

<b>5b</b>		X
<b>6b</b>		X
<b>7b</b>	N/A	

**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

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

<b>6b</b>		X
<b>7b</b>	N/A	

**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?

--	--	--

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	41,175		

**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	
<b>Total.</b> Add lines 1 through 3	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,270,768
<b>b</b>	Average of monthly cash balances	<b>1b</b>	180,461
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,451,229
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,451,229
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	81,768
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,369,461
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	268,473

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	268,473
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,240
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,240
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	265,233
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	265,233
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	265,233

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	262,541
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	262,541
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	262,541

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				265,233
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			172,178	
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 262,541				
<b>a</b> Applied to 2011, but not more than line 2a			172,178	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				90,363
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				174,870
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	250,910
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	0





KANITZ, LOUIS J &amp; GOLDA I MAIN AC

94-6665743 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**

MUSKEGON HIGH SCHOOL

**Street**

80 W Southern Ave

**City**

MUSKEGON

**State**

MI

**Zip Code**

49441

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

57,260

**Name**

ARCHBISHOP OF THE ARCHDIOCESE OF LA

**Street**

3424 WILSHIRE BLVD

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90010-2241

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

84,481

**Name**

BISHOP OF THE ROMAN CATHOLIC CHURCH

**Street**

360 DIVISION AVE SOUTH

**City**

GRAND RAPIDS

**State**

MI

**Zip Code**

49503

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

84,488

**Name**

ST ANTHONY'S HIGH SCHOOL

**Street****City****State****Zip Code****Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,227

**Name**

MUSKEGON HIGH SCHOOL

**Street**

80 W Southern Ave

**City**

MUSKEGON

**State**

MI

**Zip Code**

49441

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,227

**Name**

GREATER MUSKEGON CATHOLIC SCHOOLS

**Street**

1145 W LAKETON AVE

**City**

MUSKEGON

**State**

MI

**Zip Code**

49441

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,227

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

		Amount						Totals		Gross Sales	
Long Term CG Distributions		10,204				Capital Gains/Losses				1,088,823	
Short Term CG Distributions		0				Other sales				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	
1	X	EATON CORP PLC	G29183103		11/30/2012		12/17/2012	19	19		
2	X	COOPER INDUSTRIES PLC NEW	G24140108		4/9/2008		11/30/2012	10,794	5,592		
3	X	COOPER INDUSTRIES PLC NEW	G24140108		4/9/2008		8/9/2012	3,448	1,932		
4	X	VODAFONE GROUP PLC NEW	92857W209		5/2/2006		5/9/2012	2,722	2,656		
5	X	VANGUARD REIT VIPER	922908553		9/27/2011		8/9/2012	6,903	5,583		
6	X	VANGUARD REIT VIPER	922908553		9/27/2011		5/9/2012	6,530	5,359		
7	X	VANGUARD REIT VIPER	922908553		9/27/2011		2/9/2012	22,023	18,917		
8	X	VANGUARD MSCI EMERGING	922042858		8/9/2012		12/28/2012	10,536	9,977		
9	X	VANGUARD MSCI EMERGING	922042858		8/9/2012		11/16/2012	17,362	17,876		
10	X	VANGUARD MSCI EMERGING	922042858		9/27/2011		2/9/2012	5,956	5,262		
11	X	VANGUARD SHORT TERM BO	921937827		11/16/2012		12/28/2012	24,614	24,745		
12	X	VANGUARD SHORT TERM BO	921937827		9/27/2011		8/9/2012	18,736	18,824		
13	X	VANGUARD SHORT TERM BO	921937827		9/27/2011		2/9/2012	6,898	6,927		
14	X	VANGUARD INTERMEDIATE T	921937819		11/16/2012		12/28/2012	11,506	11,785		
15	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		8/9/2012	11,310	11,112		
16	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		5/9/2012	44,320	44,009		
17	X	UNITEDHEALTH GROUP INC	91324P102		7/23/2007		8/9/2012	628	618		
18	X	UNITEDHEALTH GROUP INC	91324P102		7/23/2007		5/9/2012	4,241	3,969		
19	X	UNITED PARCEL SERVICE-CL	911312106		9/27/2011		5/9/2012	3,232	2,722		
20	X	UNION PACIFIC CORP	907818108		9/27/2011		12/28/2012	2,732	1,913		
21	X	UNION PACIFIC CORP	907818108		9/27/2011		8/9/2012	2,797	2,000		
22	X	UNION PACIFIC CORP	907818108		9/27/2011		2/9/2012	4,012	3,043		
23	X	US BANCORP DEL NEW	902973304		9/27/2011		8/9/2012	591	444		
24	X	US BANCORP DEL NEW	902973304		9/27/2011		5/9/2012	4,156	3,281		
25	X	3M CO	88579Y101		9/27/2011		12/28/2012	2,763	2,329		
26	X	3M CO	88579Y101		9/27/2011		5/9/2012	3,637	3,260		
27	X	THERMO FISHER SCIENTIFIC	883556102		11/2/2009		12/28/2012	2,720	1,917		
28	X	THERMO FISHER SCIENTIFIC	883556102		11/2/2009		5/9/2012	3,295	2,785		
29	X	TEVA PHARMACEUTICAL IND	881624209		11/4/2009		8/9/2012	1,169	1,471		
30	X	TARGET CORP	87612E106		5/11/2001		8/9/2012	2,389	1,513		
31	X	TARGET CORP	87612E106		5/11/2001		2/9/2012	5,155	3,801		
32	X	TJX COS INC NEW	872540109		9/27/2011		8/9/2012	722	467		
33	X	TJX COS INC NEW	872540109		9/27/2011		4/1/2012	9,138	6,742		
34	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/31/2007		12/28/2012	5,884	10,090		
35	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/31/2007		11/16/2012	12,343	21,862		
36	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/31/2007		8/9/2012	5,702	10,370		
37	X	RIDGEWORTH SEIX HY BD-I #	76628T645		9/29/2011		12/28/2012	8,595	7,783		
38	X	RIDGEWORTH SEIX HY BD-I #	76628T645		9/29/2011		11/16/2012	8,494	7,894		
39	X	RIDGEWORTH SEIX HY BD-I #	76628T645		2/13/2012		11/16/2012	9,078	8,877		
40	X	RIDGEWORTH SEIX HY BD-I #	76628T645		2/13/2012		8/9/2012	9,879	9,719		
41	X	PIMCO FOREIGN BD FD USD	693390882		9/29/2011		12/28/2012	5,422	5,342		
42	X	PIMCO FOREIGN BD FD USD	693390882		9/29/2011		8/9/2012	45,352	43,508		
43	X	PIMCO FOREIGN BD FD USD	693390882		5/11/2012		8/9/2012	13,950	13,685		
44	X	ORACLE CORPORATION	68389X105		9/27/2011		8/9/2012	562	547		
45	X	ORACLE CORPORATION	68389X105		9/27/2011		5/9/2012	3,259	3,588		
46	X	NOVARTIS AG - ADR	66987V109		5/30/2007		8/9/2012	2,995	2,859		
47	X	NESTLE S A REGISTERED SH	641069406		5/1/2006		8/9/2012	692	339		
48	X	NESTLE S A REGISTERED SH	641069406		5/1/2006		5/9/2012	3,650	1,910		
49	X	WALT DISNEY CO	254687106		12/1/2011		5/9/2012	3,749	3,032		
50	X	DIAMOND HILL LONG-SHORT	25264S833		8/13/2012		12/28/2012	6,880	6,744		
51	X	DIAMOND HILL LONG-SHORT	25264S833		11/17/2010		5/9/2012	5,661	5,091		
52	X	DIAGEO PLC - ADR	25243Q205		3/19/2008		12/28/2012	2,794	1,915		
53	X	DIAGEO PLC - ADR	25243Q205		3/19/2008		8/9/2012	641	479		
54	X	DIAGEO PLC - ADR	25243Q205		3/19/2008		5/9/2012	3,968	3,192		
55	X	ABBOTT LABS	002824100		7/25/2006		2/9/2012	3,149	2,704		
56	X	AFLAC INC	001055102		9/27/2011		8/9/2012	2,358	1,829		
57	X	CREDIT SUISSE COMM RET S	22544R305		2/13/2012		12/28/2012	8,191	8,629		
58	X	CREDIT SUISSE COMM RT ST	22544R305		11/17/2010		8/9/2012	14,203	15,089		
59	X	CONOCOPHILLIPS	20825C104		5/3/2006		4/16/2012	12,202	11,075		
60	X	COMCAST CORP CLASS A	20030N101		2/13/2006		8/16/2012	1,398	717		
61	X	COMCAST CORP CLASS A	20030N101		2/13/2006		8/9/2012	653	332		
62	X	COMCAST CORP CLASS A	20030N101		2/13/2006		5/9/2012	4,344	2,605		
63	X	CISCO SYSTEMS INC	17275R102		5/21/2012		8/9/2012	653	617		
64	X	CISCO SYSTEMS INC	17275R102		9/27/2011		5/9/2012	3,724	3,282		
65	X	CHEVRON CORP	166764100		7/22/2002		12/28/2012	2,671	899		
66	X	CHEVRON CORP	166764100		7/22/2002		8/9/2012	2,572	827		
67	X	CELANESE CORP	150870103		9/27/2011		5/9/2012	2,860	2,664		
68	X	CAPITAL ONE FINANCIAL CORP	14040H105		9/27/2011		12/28/2012	2,747	2,082		



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

		Amount						Totals		Gross Sales	
Long Term CG Distributions		10,204				Capital Gains/Losses				1,088,823	
Short Term CG Distributions		0				Other sales				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	
69	X	CAPITAL ONE FINANCIAL CORP	14040H105		9/27/2011		5/9/2012	3,532	2,863		
70	X	CVS/CAREMARK CORPORATI	126650100		7/24/2003		8/9/2012	773	238		
71	X	CVS/CAREMARK CORPORATI	126650100		7/24/2003		3/12/2012	7,623	2,349		
72	X	CVS/CAREMARK CORPORATI	126650100		7/24/2003		2/9/2012	3,192	1,035		
73	X	CME GROUP INC	12572Q105		6/7/2012		8/9/2012	848	858		
74	X	BOEING CO	097023105		9/27/2011		5/9/2012	3,039	2,612		
75	X	BHP BILLITON LIMITED - ADR	088606108		9/27/2011		5/9/2012	2,799	2,967		
76	X	ABBOTT LABS	002824100		7/25/2006		6/7/2012	4,786	3,700		
77	X	BERKSHIRE HATHAWAY INC	084670702		3/17/2010		8/9/2012	931	904		
78	X	BAKER HUGHES INC COM	057224107		4/11/2007		2/9/2012	16,011	22,369		
79	X	APPLE INC	037833100		1/25/2008		12/28/2012	3,068	786		
80	X	APPLE INC	037833100		1/25/2008		8/9/2012	3,089	655		
81	X	APPLE INC	037833100		1/25/2008		4/11/2012	9,999	2,097		
82	X	APPLE INC	037833100		1/25/2008		2/9/2012	5,771	1,573		
83	X	APACHE CORP	037411105		4/16/2012		8/9/2012	616	649		
84	X	ANHEUSER-BUSCH INBEV SP	03524A108		9/27/2011		11/16/2012	4,952	3,269		
85	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		7/5/2012	3,059	2,333		
86	X	ANHEUSER-BUSCH INBEV SP	03524A108		12/1/2011		5/9/2012	4,778	4,008		
87	X	AFFILIATED MANAGERS GRO	008252108		9/27/2011		8/9/2012	2,220	1,663		
88	X	AFFILIATED MANAGERS GRO	008252108		9/27/2011		2/9/2012	8,064	6,565		
89	X	ABBOTT LABS	002824100		7/25/2006		11/7/2012	9,301	6,830		
90	X	ABBOTT LABS	002824100		7/25/2006		8/9/2012	590	427		
91	X	ABBOTT LABS	002824100		7/25/2006		7/5/2012	8,683	6,356		
92	X	MICROSOFT CORP	594918104		6/15/1993		5/9/2012	3,268	314		
93	X	MERGER FD SH BEN INT #260	589509108		11/17/2010		8/9/2012	20,943	20,996		
94	X	LAUDUS MONDRIAN INTL FI-II	51855Q655		9/29/2011		8/9/2012	57,104	59,516		
95	X	JOHNSON CONTROLS INC	478366107		3/12/2012		8/9/2012	714	890		
96	X	JPMORGAN CHASE & CO	46625H100		11/2/2009		8/9/2012	626	721		
97	X	JPMORGAN CHASE & CO	46625H100		11/2/2009		5/9/2012	4,289	4,456		
98	X	ISHARES CORE S&P SMALL-C	464287804		9/27/2011		12/28/2012	8,541	6,973		
99	X	ISHARES CORE S&P SMALL-C	464287804		9/27/2011		11/16/2012	2,217	1,947		
100	X	ISHARES CORE S&P SMALL-C	464287804		5/9/2012		11/16/2012	5,865	5,964		
101	X	ISHARES TR SMALLCAP 600 I	464287804		5/9/2012		8/9/2012	4,311	4,219		
102	X	ISHARES TR SMALLCAP 600 I	464287804		9/27/2011		2/9/2012	43,028	35,680		
103	X	ISHARES S&P MIDCAP 400 VA	464287705		9/27/2011		12/28/2012	5,408	4,363		
104	X	ISHARES S&P MIDCAP 400 VA	464287705		9/27/2011		11/16/2012	5,354	4,645		
105	X	ISHARES S&P MIDCAP 400 VA	464287705		9/27/2011		5/9/2012	12,268	10,486		
106	X	ISHARES S&P MIDCAP 400 VA	464287705		9/27/2011		2/9/2012	22,123	16,578		
107	X	ISHARES S&P MIDCAP 400 GR	464287606		5/9/2012		12/28/2012	9,496	9,100		
108	X	ISHARES S&P MIDCAP 400 GR	464287606		9/27/2011		2/9/2012	9,211	8,189		
109	X	ISHARES MSCI EAFE	464287465		8/23/2005		12/28/2012	15,809	15,750		
110	X	ISHARES MSCI EAFE	464287465		8/23/2005		11/16/2012	39,313	42,111		
111	X	ISHARES MSCI EAFE	464287465		8/23/2005		8/9/2012	31,697	34,236		
112	X	ISHARES CORE S & P 500 ETR	464287200		9/27/2011		12/28/2012	10,178	8,619		
113	X	ISHARES S & P 500 INDEX FU	464287200		9/27/2011		8/9/2012	8,309	7,063		
114	X	ISHARES S & P 500 INDEX FU	464287200		9/27/2011		5/9/2012	8,682	7,662		
115	X	ISHARES S & P 500 INDEX FU	464287200		9/27/2011		2/9/2012	11,678	10,295		
116	X	INTEL CORP	458140100		7/31/1991		8/9/2012	614	33		
117	X	INTEL CORP	458140100		7/31/1991		5/9/2012	3,905	208		
118	X	HUSSMAN STRATEGIC GROW	448108100		9/29/2011		12/28/2012	5,447	6,476		
119	X	HUSSMAN STRATEGIC GROW	448108100		9/29/2011		8/9/2012	109,335	128,346		
120	X	HEWLETT PACKARD CO	428236103		11/2/2009		8/30/2012	5,044	14,493		
121	X	HEWLETT PACKARD CO	428236103		11/2/2009		8/9/2012	758	1,878		
122	X	HEWLETT PACKARD CO	428236103		11/2/2009		2/9/2012	4,712	7,704		
123	X	GOLDMAN SACHS GROUP INC	38141G104		9/27/2011		8/9/2012	2,774	2,769		
124	X	GILEAD SCIENCES INC	375558103		12/8/2011		9/25/2012	2,297	1,325		
125	X	GILEAD SCIENCES INC	375558103		12/8/2011		8/9/2012	2,775	1,909		
126	X	E M C CORP MASS	268648102		2/6/2006		8/9/2012	594	295		
127	X	E M C CORP MASS	268648102		2/6/2006		5/9/2012	3,333	1,663		
128	X	DREYFUS EMG MKT DEBT LO	261980494		8/13/2012		12/28/2012	7,675	7,310		
129	X	WALT DISNEY CO	254687106		1/6/2006		8/16/2012	1,458	706		
130	X	WALT DISNEY CO	254687106		1/6/2006		8/9/2012	654	316		
131	X	WALT DISNEY CO	254687106		1/6/2006		5/9/2012	759	414		

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

		1,327	0	0	1,327
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,327			1,327

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

		31,457	3,208	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,208	3,208		
2	PY EXCISE TAX DUE	13,040			
3	ESTIMATED EXCISE PAYMENTS	15,209			
4					

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

		38	28	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	28	28		
2	STATE AG FEES	10			10

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

			4,902,190	4,881,761
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year
1				0
2	AFLAC INC		0	8,862
3	AFFILIATED MANAGERS GROUP INC		0	11,898
4	APACHE CORPORATION COM		0	15,763
5	APPLE COMPUTER INC COM		0	7,077
6	BOEING COMPANY		0	9,876
7	CVS/CAREMARK CORPORATION		0	3,984
8	CAPITAL ONE FINANCIAL CORP		0	9,804
9	CISCO SYSTEMS INC		0	15,445
10	DIAGEO PLC - ADR		0	8,830
11	WALT DISNEY CO		0	8,640
12	E M C CORP MASS		0	5,753
13	GILEAD SCIENCES INC		0	7,207
14	INTEL CORP		0	729
15	JOHNSON CONTROLS INC		0	12,764
16	MERGER FD SH BEN INT 260		0	79,521
17	MICROSOFT CORP		0	1,128
18	NESTLE S A REGISTERED SHARES - ADR		0	6,345
19	NOVARTIS AG - ADR		0	8,351
20	ORACLE CORPORATION		0	12,286
21	PIMCO FOREIGN BD FD USD H-INST 103		0	110,074
22	SCHLUMBERGER LTD		0	12,250
23	TJX COS INC NEW		0	8,551
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	12,698
25	THERMO FISHER SCIENTIFIC INC		0	9,854
26	TOTAL FINA ELF S A ADR		0	11,194
27	UNION PACIFIC CORP		0	15,823
28	MCKESSON CORP		0	11,853
29	GOLDMAN SACHS GROUP INC		0	7,998
30	UNITED PARCEL SERVICE-CL B		0	9,982
31	TARGET CORP		0	10,510
32	UNITEDHEALTH GROUP INC		0	13,607
33	BHP BILLITON LIMITED		0	9,986
34	ISHARES TR SMALLCAP 600 INDEX FD		0	226,645
35	JPMORGAN CHASE & CO		0	16,170
36	US BANCORP DEL NEW		0	11,003
37	ISHARES S&P MIDCAP 400 VALUE		0	101,126
38	ISHARES S & P 500 INDEX FUND		0	164,965
39	ANHEUSER-BUSCH INBEV SPN ADR		0	9,376
40	LAUDUS MONDRIAN INTL FI-INST 2940		0	124,082
41	ISHARES S&P MIDCAP 400 GROWTH		0	136,415
42	ISHARES MSCI EAFE		0	479,666
43	CHEVRON CORP		0	6,546
44	DREYFUS EMG MKT DEBT LOC C-I 6083		0	248,059
45	DRIEHAUS ACTIVE INCOME FUND		0	79,515
46	3M CO		0	11,955

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

			4,902,190	4,881,761
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year
47	BERSHIRE HATHAWAY INC		0	18,625
48	HUSSMAN STRATEGIC GROWTH FUND 60		0	117,933
49	COMCAST CORP CLASS A		0	8,146
50	GOOGLE INC		0	12,781
51	VANGUARD REIT VIPER		0	151,884
52	CELANESE CORP		0	9,253
53	VANGUARD EMERGING MARKETS ETF		0	307,600
54	VODAFONE GROUP PLC NEW ADR		0	9,741
55	CME GROUP INC		0	13,299
56	SPDR DJ WILSHIRE INTERNATIONAL REA		0	168,120
57	VANGUARD INTERMEDIATE TERM B		0	372,521
58	DIAMOND HILL LONG-SHORT FD CL I 11		0	117,440
59	RIDGEWORTH SEIX HY BD-I 5855		0	246,368
60	GATEWAY FUND - Y 1986		0	134,081
61	EATON CORP PLC		0	11,109
62	VANGUARD BD INDEX FD INC		0	810,328
63	CREDIT SUISSE COMM RT ST-CO 2156		0	278,366

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,413
2	COST BASIS ADJUSTMENT	2	2,547
3	Total	3	5,960

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	15,319
2	GAIN ON CY SALES NOT SETTLED AT YEAR END	2	8,244
3	PY RETURN OF CAPITAL ADJUSTMENT	3	718
4	Total	4	24,281

[illegible]



Long Term CG Distributions		Amount																	
Short Term CG Distributions		10,204				1,078,619		0		10		1,030,811		47,818					
		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 12/3								
95	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	3,059		0	2,333	726									
96	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	4,778		0	4,008	770									
97	AFFILIATED MANAGERS GROUP, INC C	008252108		9/27/2011	8/9/2012	2,220		0	1,663	557									
98	AFFILIATED MANAGERS GROUP, INC C	008252108		9/27/2011	2/9/2012	8,064		0	6,565	1,499									
99	ABBOTT LABS	002824100		7/25/2006	11/7/2012	9,301		0	6,830	2,471									
90	ABBOTT LABS	002824100		7/25/2006	8/9/2012	590		0	427	163									
91	ABBOTT LABS	002824100		7/25/2006	7/5/2012	8,683		0	6,356	2,327									
92	MICROSOFT CORP	594918104		6/15/1993	5/9/2012	3,268		0	314	2,954									
93	MERGER FD SH BEN INT #260	589509108		11/17/2010	8/9/2012	20,943		0	20,896	-53									
94	LAUDUS MONDRIAN INTL FI-HNST #2940	518550655		9/29/2011	8/9/2012	57,104		0	59,516	-2,412									
95	JOHNSON CONTROLS INC	478366107		3/12/2012	8/9/2012	714		0	890	-176									
96	JPMORGAN CHASE & CO	46825H100		11/2/2009	8/9/2012	626		0	721	-95									
97	JPMORGAN CHASE & CO	46825H100		11/2/2009	5/9/2012	4,289		0	4,456	-167									
98	ISHARES CORE S&P SMALL-CAP E	464287804		9/27/2011	12/28/2012	8,541		0	6,973	1,568									
99	ISHARES CORE S&P SMALL-CAP E	464287804		9/27/2011	11/16/2012	2,217		0	1,847	270									
100	ISHARES CORE S&P SMALL-CAP E	464287804		5/9/2012	11/16/2012	5,865		0	5,964	-99									
101	ISHARES TR SMALLCAP 600 INDEX FO	464287804		5/9/2012	8/9/2012	4,311		0	4,219	92									
102	ISHARES TR SMALLCAP 600 INDEX FO	464287804		8/27/2011	2/9/2012	43,028		0	35,680	7,348									
103	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	12/28/2012	5,408		0	4,363	1,045									
104	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	11/16/2012	5,354		0	4,645	709									
105	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	5/9/2012	12,266		0	10,486	1,782									
106	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	2/9/2012	22,123		0	18,578	3,545									
107	ISHARES S&P MIDCAP 400 GROWTH	464287606		5/9/2012	12/28/2012	9,496		0	9,100	396									
108	ISHARES S&P MIDCAP 400 GROWTH	464287606		9/27/2011	2/9/2012	9,211		0	8,189	1,022									
109	ISHARES MSCI EAFE	464287465		8/23/2005	12/28/2012	15,809		0	15,750	59									
110	ISHARES MSCI EAFE	464287465		8/23/2005	11/16/2012	39,313		0	42,111	-2,798									
111	ISHARES MSCI EAFE	464287465		8/23/2005	8/9/2012	31,697		0	34,236	-2,539									
112	ISHARES CORE S & P 500 ETF	464287200		9/27/2011	12/28/2012	10,178		0	8,818	1,559									
113	ISHARES S & P 500 INDEX FUND	464287200		9/27/2011	8/9/2012	8,309		0	7,063	1,246									
114	ISHARES S & P 500 INDEX FUND	464287200		9/27/2011	5/9/2012	8,682		0	7,662	1,020									
115	ISHARES S & P 500 INDEX FUND	464287200		9/27/2011	2/9/2012	11,678		0	10,295	1,383									
116	INTEL CORP	458140100		7/31/1991	8/9/2012	614		0	33	581									
117	INTEL CORP	458140100		7/31/1991	5/9/2012	3,905		0	208	3,697									
118	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/29/2011	12/28/2012	5,447		0	6,476	-1,028									
119	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/29/2011	8/9/2012	109,335		0	128,346	-19,011									
120	HEWLETT PACKARD CO	428236103		11/2/2009	8/30/2012	5,044		0	14,493	-9,449									
121	HEWLETT PACKARD CO	428236103		11/2/2009	8/9/2012	758		0	1,878	-1,120									
122	HEWLETT PACKARD CO	428236103		11/2/2009	2/9/2012	4,712		0	7,704	-2,982									
123	GOLDMAN SACHS GROUP INC	38141G104		9/27/2011	8/9/2012	2,774		0	2,769	5									
124	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	2,297		0	1,325	972									
125	GILEAD SCIENCES INC	375558103		12/8/2011	8/9/2012	2,775		0	1,809	866									
126	E M C CORP MASS	268648102		2/6/2006	8/9/2012	594		0	295	299									
127	E M C CORP MASS	268648102		2/6/2006	5/9/2012	3,333		0	1,683	1,670									
128	DREYFUS EMG MKT DEBT LOC C-I #606	261980494		8/13/2012	12/28/2012	7,875		0	7,310	365									
129	WALT DISNEY CO	254687106		1/6/2006	8/16/2012	1,458		0	708	752									
130	WALT DISNEY CO	254687106		1/6/2006	8/9/2012	654		0	316	338									
131	WALT DISNEY CO	254687106		1/6/2006	5/9/2012	759		0	414	345									

**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
1	Wells Fargo Bank N A	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE
2								

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	6/11/2012	3	7,604
4 Third quarter estimated tax payment	9/11/2012	4	3,802
5 Fourth quarter estimated tax payment	12/11/2012	5	3,803
6 Other payments		6	0
7 Total		7	15,209

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

<b>1</b>	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	<b>1</b>	172,178
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	172,178