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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation	3	MAY 06 2013	IRS	A Employer identification number 94-6665743
Number and street (or P O box number if mail is not delivered to street address)	UTAH, UT		Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A - 101N Independence Mall E-MACY1372-062				C If exemption application is pending, check here ► <input type="checkbox"/>
City or town, state, and ZIP code	PA 19106-2112			D 1. Foreign organizations, 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			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) ► \$ 5,507,443	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)				

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)
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	1,088,823			
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	
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	-126,666			
a Excess of revenue over expenses and disbursements				
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)

24/NE

EMPLOYEE APP 292013

SCANNED MAY 07 2013

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	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)			
Liabilities	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	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,171,432	5,026,445	5,507,444
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		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	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	Total net assets or fund balances (see instructions)	5,171,432	5,026,445	
	31	Total liabilities and net assets/fund balances (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.)
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				0
b				0
c				0
d				0
e				0
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	58,022
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	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

2 Total of line 1, column (d) **2** 0.296101

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** 0.059220

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 5,369,461

5 Multiply line 4 by line 3 **5** 317,979

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 1,620

7 Add lines 5 and 6 **7** 319,599

8 Enter qualifying distributions from Part XII, line 4 **8** 262,541

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1 2 3 4 5	
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		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-)	0	
3	Add lines 1 and 2	3,240	
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	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 ► 3,440	Refunded ► 11 8,529	

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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	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>	<input checked="" type="checkbox"/>
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities</i>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>
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? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13		X
14	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)	Telephone no ► 888-730-4933
	Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	ZIP+4 ► 19106-2112
15	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	► 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 ►	Yes X No

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 ►	
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?	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 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)	
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?	
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.)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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

5b X

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

Yes No

X

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?

Yes No

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

Yes No

7b N/A

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?

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

►

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total Add lines 1 through 3		►

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	5,270,768
b	Average of monthly cash balances	1b	180,461
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,451,229
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	5,451,229
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	81,768
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,369,461
6	Minimum investment return. Enter 5% of line 5	6	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)

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

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	262,541
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	262,541
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	262,541
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				265,233
2 Undistributed income, if any, as of the end of 2012			172,178	
a Enter amount for 2011 only				
b Total for prior years. 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 ► \$ 262,541			172,178	
a Applied to 2011, but not more than line 2a				
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				90,363
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)				174,870
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)

NA

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

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 250,910
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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					
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					
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		198,241	0
13 Total. Add line 12, columns (b), (d), and (e)				198,241	198,241

Part XVII B. Relationship of Activities to the Accomplishment of Exempt Purpose

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

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

b If "Yes," complete the following schedule:

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

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

**Sign
Here**

▶ *John N Sulentic SVP Wells Fargo Bank N.A.*

4/11/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

Date

Title

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

Signature of officer or trustee		Date	File		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/11/2013		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	

KANITZ, LOUIS J & 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

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	Totals		Gross Sales	
									Capital Gains/Losses		1,088,823	
									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 NE	G24140108			4/9/2008		11/30/2012	10,794	5,592			
3 X	COOPER INDUSTRIES PLC NE	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		11/18/2012	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	11,765			
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	1,817			
28 X	THERMO FISHER SCIENTIFIC	883556102			11/2/2009		5/9/2012	3,295	2,765			
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	3,901			
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		4/11/2012	9,138	6,742			
34 X	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2007		12/28/2012	5,684	10,090			
35 X	SPDR DJ WILSHIRE INTERNA	78463X863			5/31/2007		11/18/2012	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	8,078	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	252645833			9/13/2012		12/28/2012	6,680	6,744			
51 X	DIAMOND HILL LONG-SHORT	252645833			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 RETS	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 COR	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	Other sales	1,088,823	
		Short Term CG Distributions	0							0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	
69 X	CAPITAL ONE FINANCIAL CORP	14040H105			9/27/2011		5/9/2012	3,532	2,863		
70 X	CVS/CAREMARK CORPORAT	126650100			7/24/2003		8/9/2012	773	238		
71 X	CVS/CAREMARK CORPORAT	126650100			7/24/2003		3/12/2012	7,823	2,349		
72 X	CVS/CAREMARK CORPORAT	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 #26	588509108			11/17/2010		8/9/2012	20,943	20,896		
94 X	LAUDUS MONDRIAN INTL FII	51855Q655			9/29/2011		8/9/2012	57,104	59,516		
95 X	JOHNSON CONTROLS INC	478366107			3/12/2009		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	18,578		
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 ET	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	8,476		
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

	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

	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

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

	Long Term CG Distributions Short Term CG Distributions	Amount		1,078,619	0	10	1,030,811	47,818	F M V 12/3
		10,204	0						
1	EATON CORP PLC	G29183103	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale
2	COOPER INDUSTRIES PLC NEW IRELAND	G24140108		4/9/2008	11/30/2012	10,794		0	5,592
3	COOPER INDUSTRIES PLC NEW IRELAND	G24140108		4/9/2008	8/9/2012	3,448		0	1,932
4	VODAFONE GROUP PLC NEW ADR	92857W209		5/2/2006	5/9/2012	2,722		0	2,656
5	VANGUARD REIT VIPER	822908553		9/27/2011	8/9/2012	6,803		0	5,583
6	VANGUARD REIT VIPER	922908553		9/27/2011	5/9/2012	6,530		0	5,359
7	VANGUARD REIT VIPER	822908553		9/27/2011	2/9/2012	22,023		0	18,917
8	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2012	12/28/2012	10,536		0	9,877
9	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2012	11/16/2012	17,362		0	17,876
10	VANGUARD MSCI EMERGING MARKETS	922042858		9/27/2011	2/9/2012	5,858		0	5,262
11	VANGUARD SHORT TERM BOND ETF	921937827		11/16/2012	12/28/2012	24,614		0	24,745
12	VANGUARD SHORT TERM BOND ETF	921937827		9/27/2011	8/9/2012	18,736		0	18,824
13	VANGUARD SHORT TERM BOND ETF	921937827		9/27/2011	2/9/2012	6,898		0	6,627
14	VANGUARD INTERMEDIATE TERM B	921937819		11/16/2012	12/28/2012	11,506		0	11,765
15	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	8/9/2012	11,310		0	11,112
16	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	5/9/2012	44,320		0	44,009
17	UNITEDHEALTH GROUP INC	91324P102		7/23/2007	8/9/2012	628		0	618
18	UNITEDHEALTH GROUP INC	91324P102		7/23/2007	5/9/2012	4,241		0	3,869
19	UNITED PARCEL SERVICE-CL B	911312106		9/27/2011	5/9/2012	3,232		0	2,722
20	UNION PACIFIC CORP	907818108		9/27/2011	12/28/2012	2,732		0	1,913
21	UNION PACIFIC CORP	907818108		9/27/2011	8/9/2012	2,797		0	2,000
22	UNION PACIFIC CORP	907818108		9/27/2011	2/9/2012	4,012		0	3,043
23	US BANCORP DEL NEW	902973304		9/27/2011	8/9/2012	591		0	444
24	US BANCORP DEL NEW	902973304		9/27/2011	5/9/2012	4,158		0	3,281
25	3M CO	88578Y101		9/27/2011	12/28/2012	2,763		0	2,329
26	3M CO	88578Y101		9/27/2011	5/9/2012	3,637		0	3,260
27	THERMO FISHER SCIENTIFIC INC	883558102		11/2/2009	12/28/2012	2,720		0	1,817
28	THERMO FISHER SCIENTIFIC INC	883558102		11/2/2009	5/9/2012	3,295		0	2,765
29	TEVA PHARMACEUTICAL INDUSTRIES	881624209		11/4/2009	8/9/2012	1,169		0	1,471
30	TARGET CORP	87612E106		5/11/2001	8/9/2012	2,389		0	1,513
31	TARGET CORP	87612E106		5/11/2001	2/9/2012	5,155		0	3,801
32	TJX COS INC NEW	872540109		9/27/2011	8/9/2012	722		0	487
33	TJX COS INC NEW	872540109		9/27/2011	4/11/2012	9,138		0	6,742
34	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/31/2007	12/28/2012	5,884		0	10,090
35	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/31/2007	11/16/2012	12,343		0	21,882
36	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/31/2007	8/9/2012	5,702		0	10,370
37	RIDGEWORTH SEIX HY BD-I #5855	7662817645		9/29/2011	12/28/2012	8,585		0	7,783
38	RIDGEWORTH SEIX HY BD-I #5855	7662817645		9/29/2011	11/16/2012	8,494		0	7,894
39	RIDGEWORTH SEIX HY BD-I #5855	7662817645		2/13/2012	11/16/2012	9,078		0	8,877
40	RIDGEWORTH SEIX HY BD-I #5855	7662817645		2/13/2012	8/9/2012	9,879		0	9,719
41	PIMCO FOREIGN BD FD USD H-INST #1	693390882		9/29/2011	12/28/2012	5,422		0	5,342
42	PIMCO FOREIGN BD FD USD H-INST #1	693390882		9/29/2011	8/9/2012	45,352		0	43,508
43	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/11/2012	8/9/2012	13,950		0	13,685
44	ORACLE CORPORATION	68389X105		9/27/2011	8/9/2012	582		0	547
45	ORACLE CORPORATION	68389X105		9/27/2011	5/9/2012	3,259		0	3,588
46	NOVARTIS AG - ADR	66987V109		5/30/2007	8/9/2012	2,995		0	2,859
47	NESTLE S.A. REGISTERED SHARES - A	641069406		5/1/2006	8/9/2012	692		0	339
48	NESTLE S.A. REGISTERED SHARES - A	641069406		5/1/2006	5/9/2012	3,850		0	1,910
49	WALT DISNEY CO	254687106		12/1/2011	5/9/2012	3,749		0	3,032
50	DIAMOND HILL LONG-SHORT FD CL I #	252645833		8/13/2012	12/28/2012	6,880		0	6,744
51	DIAMOND HILL LONG-SHORT FD CL I #	252645833		11/17/2010	5/9/2012	5,681		0	5,091
52	DIAGEO PLC - ADR	25243Q205		3/19/2008	12/28/2012	2,794		0	1,815
53	DIAGEO PLC - ADR	25243Q205		3/19/2008	8/9/2012	641		0	478
54	DIAGEO PLC - ADR	25243Q205		3/19/2008	5/9/2012	3,968		0	3,192
55	ABBOTT LABS	002824100		7/25/2008	2/9/2012	3,149		0	2,704
56	AFLAC INC	001055102		9/27/2011	8/9/2012	2,358		0	1,829
57	CREDIT SUISSE COMM RET ST-I #2156	22544P305		2/13/2012	12/28/2012	8,191		0	8,629
58	CREDIT SUISSE COMM RT ST-CO #2156	22544P305		11/17/2010	8/9/2012	14,203		0	15,089
59	CONOCOPHILLIPS	20825C104		5/3/2006	4/16/2012	12,202		0	11,075
60	COMCAST CORP CLASS A	20030N101		2/13/2006	8/16/2012	1,398		0	717
61	COMCAST CORP CLASS A	20030N101		2/13/2006	8/9/2012	653		0	332
62	COMCAST CORP CLASS A	20030N101		2/13/2006	5/9/2012	4,344		0	2,605
63	CISCO SYSTEMS INC	17275R102		5/21/2012	8/9/2012	653		0	617
64	CISCO SYSTEMS INC	17275R102		9/27/2011	5/9/2012	3,724		0	3,282
65	CHEVRON CORP	166764100		7/22/2002	12/28/2012	2,671		0	899
66	CHEVRON CORP	166764100		7/22/2002	8/9/2012	2,572		0	827
67	CELANES CORP	160870103		9/27/2011	5/9/2012	2,860		0	2,664
68	CAPITAL ONE FINANCIAL CORP	14040H105		9/27/2011	12/28/2012	2,747		0	2,082
69	CAPITAL ONE FINANCIAL CORP	14040H105		9/27/2011	5/9/2012	3,532		0	2,883
70	CVS/CAREMARK CORPORATION	126650100		7/24/2003	8/9/2012	773		0	238
71	CVS/CAREMARK CORPORATION	126650100		7/24/2003	3/12/2012	7,823		0	5,249
72	CVS/CAREMARK CORPORATION	126650100		7/24/2003	2/9/2012	3,192		0	1,035
73	CME GROUP INC	12572Q105		6/7/2012	8/9/2012	848		10	858
74	BOEING CO	097023105		9/27/2011	5/9/2012	3,039		0	2,612
75	BHP BILLITON LIMITED - ADR	098803108		9/27/2011	5/9/2012	2,799		0	2,987
76	ABBOTT LABS	002824100		7/25/2006	6/7/2012	4,785		0	3,700
77	BERKSHIRE HATHAWAY INC	084670702		3/17/2010	8/9/2012	931		0	904
78	BAKER HUGHES INC COM	057224107		4/11/2007	12/28/2012	16,011		0	22,369
79	APPLE INC	037833100		1/25/2008	12/28/2012	3,068		0	786
80	APPLE INC	037833100		1/25/2008	8/9/2012	3,089		0	655
81	APPLE INC	037833100		1/25/2008	4/11/2012	9,999		0	2,097
82	APPLE INC	037833100		1/25/2008	2/9/2012	5,771		0	1,573
83	APACHE CORP	037411105		4/16/2012	8/9/2012	616		0	649
84	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/27/2011	11/16/2012	4,952		0	3,269

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

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
								10,204	0	1,078,619	47,818
85 ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	3,059		0	2,333		726	
86 ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	4,778		0	4,008		770	
87 AFFILIATED MANAGERS GROUP, INC C	008252108		9/27/2011	8/9/2012	2,220		0	1,663		557	
88 AFFILIATED MANAGERS GROUP, INC C	008252108		9/27/2011	2/9/2012	8,064		0	6,565		1,499	
89 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	8,583		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-INST #2940	518550Q655		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	46625H100		11/2/2009	8/9/2012	626		0	721		-95	
97 JPMORGAN CHASE & CO	46625H100		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		1,588	
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 FD	464287804		5/9/2012	8/9/2012	4,311		0	4,219		92	
102 iSHARES TR SMALLCAP 600 INDEX FD	464287804		9/27/2011	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	12,268		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		386	
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	8,819		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	7,682		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	814		0	33		581	
117 INTEL CORP	458140100		7/31/1991	5/9/2012	3,905		0	208		3,697	
118 HUSSMAN STRATEGIC GROWTH FUND	446108100		9/29/2011	12/28/2012	5,447		0	6,476		-1,028	
119 HUSSMAN STRATEGIC GROWTH FUND	446108100		9/29/2011	8/9/2012	109,335		0	128,346		-19,011	
120 HEWLETT PACKARD CO	428235103		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		289	
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 #608	261980494		8/13/2012	12/28/2012	7,875		0	7,310		365	
129 WALT DISNEY CO	254687105		1/6/2006	8/16/2012	1,458		0	708		752	
130 WALT DISNEY CO	254687105		1/6/2006	8/9/2012	654		0	316		338	
131 WALT DISNEY CO	254687105		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 MACY137	Philadelphia	PA	19106-2112		TRUSTEE
2							

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

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

	Date	Amount
1		0
2		
3	6/11/2012	7,604
4	9/11/2012	3,802
5	12/11/2012	3,803
6		0
7		15,209

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	172,178
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	172,178