4/30/2013 7 57:13 PM - 212448 - 1807 - WWS - BURGESS, FLORANCE E T-U-A

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

RECEIVED MAY 1 3 2013 OGDEN, UT IRS-OSC

ENVELOPE POSTMARK DATE MAY 0 3 2013

SCANNED MAY 1 5 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation: BURGRESS, FLORNACE E T/U/A

A Employer identification number: 94-6713665

Number and street (or P O box number if mail is not delivered to street address) Room/suite: Wells Fargo Bank N.A Trust Tax Dept - 101N-Independence Mall E MACY1372-06

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

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

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 11,392,699

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	294,785	288,411		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	290,565			
	b Gross sales price for all assets on line 6a 2,347,952				
	7 Capital gain net income (from Part IV, line 2)		290,565		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	585,350	578,976	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,213	67,660		22,553
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	893			893
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,052	4,552		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,968	3,958		10
	24 **Total operating and administrative expenses.** Add lines 13 through 23	107,126	76,170	0	23,456
	25 Contributions, gifts, grants paid	259,658			259,658
	26 **Total expenses and disbursements** Add lines 24 and 25	366,784	76,170	0	283,114
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	218,566			
	b **Net investment income** (if negative, enter -0-)		502,806		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	1 Cash—non-interest-bearing		4,828	4,828
	2 Savings and temporary cash investments	338,364	342,943	342,943
	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 ▶			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	9,574,894	9,765,623	11,044,927
	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)	9,913,258	10,113,394	11,392,698
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,913,258	10,113,394	
	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)	9,913,258	10,113,394	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,913,258	10,113,394	

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	9,913,258
2	Enter amount from Part I, line 27a	2	218,566
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	19,235
4	Add lines 1, 2, and 3	4	10,151,059
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	37,665
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,113,394

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	290,565
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	511,501	11,039,493	0 046334
2010	380,513	10,374,836	0 036677
2009	483,640	9,337,818	0 051794
2008	601,485	11,034,893	0 054508
2007	556,192	12,313,972	0 045168

2 Total of line 1, column (d)	2	0 234481
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 046896
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,909,138
5 Multiply line 4 by line 3	5	511,595
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,028
7 Add lines 5 and 6	7	516,623
8 Enter qualifying distributions from Part XII, line 4	8	283,114

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,056
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	10,056
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	10,056
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 5,098		
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	5,098
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,958
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b** N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No	
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*		**6b** No: X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A. 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4.00	90,213		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	10,724,506
b	Average of monthly cash balances	1b	350,761
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,075,267
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	11,075,267
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	166,129
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,909,138
6	**Minimum investment return.** Enter 5% of line 5	6	545,457

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	545,457
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,056		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,056
3	Distributable amount before adjustments Subtract line 2c from line 1			3	535,401
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	535,401
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	535,401

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	283,114
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	283,114
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	283,114

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

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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				535,401
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			255,763	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 283,114				
a	Applied to 2011, but not more than line 2a			255,763	
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				27,351
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				508,050
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	259,658
b *Approved for future payment* See Attached Statement				
Total			▶ 3b	37,094

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	294,785	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	290,565	
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		585,350	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 585,350

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Schultz SVP Wells Fargo Bank N.A. | 4/30/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/30/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
THE AMERICAN RED CROSS				
Street				
PO BOX 55040				
City RIVERSIDE		**State** CA	**Zip Code** 92517-0040	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

Name				
CATHOLIC RELIEF SERVICES				
Street				
PLANNED GIVING DEPARTMENT 228 WEST LEXINGTON STREET				
City BALTIIMORE		**State** MD	**Zip Code** 21201	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

Name				
FATHER FLANAGANS BOYS HOME				
Street				
P O BOX 145				
City BOYS TOWN		**State** NE	**Zip Code** 68010	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

Name				
NAT'L SHRINE IMMACULATE CONCEPTION				
Street				
ATTN W R ROSSI, RECTOR 400 MICHIGAN AVE NE				
City WASHINGTON		**State** DC	**Zip Code** 20017-1565	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

Name				
ST JUDE CHILDREN'S RESEARCH HOSPITAL				
Street				
ATTN ESTATES & TRUST ADMINISTRATION 501 ST JUDE PLACE				
City MEMPHIS		**State** TN	**Zip Code** 38015-1942	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

Name				
RESURRECTION CEMETERY				
Street				
ARCHDIOCESE OF L A - MSGR VADAKIN				
City LOS ANGELES		**State** CA	**Zip Code** 900010-2241	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 37,094

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

Recipient(s) paid during the year

Name
THE SALVATION ARMY
Street
CORP LEGAL DEPT, SC SECTION P O BOX 22646 (ATTN SWYNFORD,C L A.)

City	State	Zip Code	Foreign Country
LONG BEACH	CA	90807-5646	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	37,094

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment

Recipient(s) approved for future payments

Name FATHER FLANAGANS BOYS HOME			
Street P O BOX 145			
City BOYS TOWN	**State** NE	**Zip Code** 68010	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 37,094

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	69,855	Capital Gains/Losses	2,347,952	2,057,387	290,565
Short Term CG Distributions	28,346	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABBOTT LABS	002824100			5/5/2011		3/20/2012	9,961	8,699				0	1,262
2	X	ABBOTT LABS	002824100			5/5/2011		8/7/2012	1,652	1,318				0	334
3	X	ABBOTT LABS	002824100			4/20/2009		8/7/2012	8,260	5,534				0	2,726
4	X	AFFILIATED MANAGERS GRO	008252108			10/11/2011		3/20/2012	17,891	13,477				0	4,414
5	X	AFFILIATED MANAGERS GRO	008252108			7/14/2010		3/20/2012	7,268	4,313				0	2,955
6	X	ANHEUSER-BUSCH INBEV SP	03524A108			3/20/2012		8/7/2012	7,868	6,869				0	999
7	X	BAKER HUGHES INC COM	057224107			2/3/2010		2/27/2012	26,621	25,074				0	1,547
8	X	BAKER HUGHES INC COM	057224107			7/14/2010		2/27/2012	5,023	4,740				0	283
9	X	BERKSHIRE HATHAWAY INC	084670702			12/14/2009		8/7/2012	8,504	6,606				0	1,898
10	X	CVS/CAREMARK CORPORATI	126650100			12/26/2007		8/7/2012	8,140	7,330				0	810
11	X	CAPITAL ONE FINANCIAL COF	14040H105			11/11/2011		3/20/2012	9,932	8,143				0	1,789
12	X	CONOCOPHILLIPS	20825C104			2/3/2010		8/7/2012	28,304	19,211				0	9,093
13	X	CONOCOPHILLIPS	20825C104			7/14/2010		8/7/2012	5,661	4,115				0	1,546
14	X	DIAGEO PLC - ADR	25243Q205			12/27/2010		8/7/2012	8,053	5,567				0	2,486
15	X	ECOLAB INC	278865100			12/14/2009		3/20/2012	49,626	37,285				0	12,341
16	X	JP MORGAN MID CAP VALUE-	339128100			4/30/2010		11/13/2012	69,741	55,000				0	14,741
17	X	JP MORGAN MID CAP VALUE-	339128100			7/14/2010		11/13/2012	20,589	15,000				0	5,589
18	X	GILEAD SCIENCES INC	375558103			3/20/2012		8/7/2012	16,147	13,154				0	2,993
19	X	GOLDMAN SACHS GRTH OPP	38142Y401			4/30/2010		11/9/2012	62,008	55,000				0	7,008
20	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/14/2010		11/9/2012	18,132	15,000				0	3,132
21	X	HUSSMAN STRATEGIC GROW	448108100			12/21/2009		11/9/2012	43,593	50,117				0	-6,524
22	X	HUSSMAN STRATEGIC GROW	448108100			11/11/2011		11/9/2012	155,000	175,000				0	-20,000
23	X	JPMORGAN CHASE & CO	46625H100			10/22/2008		3/20/2012	24,283	20,280				0	4,003
24	X	JPMORGAN CHASE & CO	46625H100			10/11/2011		3/20/2012	10,666	7,583				0	3,083
25	X	KRAFT FOODS INC	50075N104			4/27/2010		3/20/2012	45,156	34,980				0	10,176
26	X	NESTLE S A REGISTERED SH	641069406			2/1/2008		8/7/2012	7,993	5,957				0	2,036
27	X	NOVARTIS AG - ADR	66987V109			5/5/2011		8/7/2012	5,919	5,971				0	-52
28	X	PHILLIPS 66	718546104			2/3/2010		5/18/2012	7,849	5,709				0	2,140
29	X	PHILLIPS 66	718546104			7/14/2010		5/18/2012	1,570	1,223				0	347
30	X	TCW SMALL CAP GROWTH FU	87234N849			4/27/2010		11/9/2012	41,543	43,688				0	-2,145
31	X	TCW SMALL CAP GROWTH FU	87234N849			4/30/2010		11/9/2012	47,938	50,000				0	-2,062
32	X	TCW SMALL CAP GROWTH FU	87234N849			7/19/2010		11/9/2012	44,742	40,000				0	4,742
33	X	TJX COS INC NEW	872540109			6/29/2011		8/7/2012	20,127	11,701				0	8,426
34	X	TEVA PHARMACEUTICAL IND	881624209			5/5/2011		8/7/2012	4,036	4,720				0	-684
35	X	THERMO FISHER SCIENTIFIC	883556102			4/27/2010		3/20/2012	10,008	9,504				0	504
36	X	THERMO FISHER SCIENTIFIC	883556102			4/27/2010		8/7/2012	6,578	6,246				0	332
37	X	US BANCORP DEL NEW	902973304			2/4/2011		3/20/2012	10,014	8,640				0	1,374
38	X	US BANCORP DEL NEW	902973304			2/4/2011		8/7/2012	4,970	4,114				0	856
39	X	UNITED TECHNOLOGIES COF	913017109			8/30/2002		3/20/2012	36,265	12,811				0	23,454
40	X	UNITEDHEALTH GROUP INC	91324P102			2/3/2010		3/20/2012	10,964	6,628				0	4,336
41	X	UNITEDHEALTH GROUP INC	91324P102			4/27/2010		3/20/2012	10,964	5,987				0	4,977
42	X	WELLS FARGO ADV INTL BON	94985D582			5/5/2011		8/7/2012	72,108	75,000				0	-2,892
43	X	WELLS FARGO ADV INTL BON	94985D582			11/11/2011		8/7/2012	177,892	184,716				0	-6,824
44	X	WELLS FARGO ADV INTL BON	94985D582			5/9/2011		11/13/2012	271,996	275,000				0	-3,004
45	X	WELLS FARGO ADV INTL BON	94985D582			11/11/2011		11/13/2012	5,222	5,284				0	-62
46	X	WELLS FARGO ADV INTL BON	94985D582			9/8/2010		11/13/2012	22,782	22,569				0	213
47	X	TAXABLE TOTAL RETURN BO	991283912			9/20/1996		4/5/2012	600,000	572,208				0	27,792
48	X	THE ENDOWMENT FUND 5%	END995PR6			9/30/2011		3/14/2012	38,249	38,249				0	0
49	X	ACCENTURE PLC	G1151C101			6/17/2005		3/20/2012	41,981	15,772				0	26,209
50	X	COOPER INDUSTRIES PLC NE	G24140108			9/8/2010		11/30/2012	17,857	10,048				0	7,809
51	X	COOPER INDUSTRIES PLC NE	G24140108			2/3/2010		11/30/2012	44,445	24,970				0	19,475
52	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	11	11				0	0
53	X	POWERSHARES SECTION 15							16,811						16,811
54	X	POWERSHARES SHORT TERM							838						838
55	X	POWERSHARES LONG TERM								11,266					-11,266

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		893	0	0	893
	Description				
1	ACCOUNTING FEES	893			893

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		12,052	4,552	0	0
	Description				
1	FOREIGN TAXES WITHHELD	4,552	4,552		
2	EXCISE TAX DUE	7,500			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,968	3,958	0	10
1	ADR FEES	70	70		
2	PARTNERSHIP EXPENSES	3,888	3,888		
3	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	FMV End of Year
			9,574,894	9,765,623	11,044,927
1				0	
2	AFLAC INC		0	50,957	55,670
3	ABBOTT LABORATORIES		0	25,454	37,662
4	AFFILIATED MANAGERS GROUP INC		0	25,880	50,758
5	APACHE CORPORATION COM		0	56,796	47,492
6	APPLE COMPUTER INC COM		0	30,600	63,861
7	ARTISAN INTERNATIONAL FUND 661		0	200,000	249,518
8	BOEING COMPANY		0	34,852	33,158
9	CVS/CAREMARK CORPORATION		0	39,370	51,976
10	CAPITAL ONE FINANCIAL CORP		0	34,072	50,689
11	CISCO SYSTEMS INC		0	35,104	39,102
12	DIAGEO PLC - ADR		0	29,468	48,847
13	WALT DISNEY CO		0	40,365	53,773
14	E M C CORP MASS		0	25,172	37,444
15	GILEAD SCIENCES INC		0	31,007	48,477
16	INTEL CORP		0	34,942	35,776
17	INTERNATIONAL BUSINESS MACHS CORI		0	28,047	67,042
18	JOHNSON CONTROLS INC		0	42,847	33,430
19	MERGER FD SH BEN INT 260		0	200,000	199,217
20	MICROSOFT CORP		0	25,836	33,120
21	NESTLE S A REGISTERED SHARES - ADI		0	36,233	54,743
22	NOVARTIS AG - ADR		0	33,797	39,562
23	ORACLE CORPORATION		0	30,049	41,650
24	PIMCO FOREIGN BD FD USD H-INST 103		0	275,000	260,972
25	SCHLUMBERGER LTD		0	31,020	49,895
26	TJX COS INC NEW		0	30,370	49,030
27	TEVA PHARMACEUTICAL INDUSTRIES - A		0	43,880	36,033
28	THERMO FISHER SCIENTIFIC INC		0	34,034	42,733
29	TOTAL FINA ELF S A ADR		0	51,880	54,610
30	UNION PACIFIC CORP		0	40,110	67,889
31	GOLDMAN SACHS GROUP INC		0	47,408	54,213
32	UNITED PARCEL SERVICE-CL B		0	41,526	46,819
33	TARGET CORP		0	28,913	56,212
34	UNITEDHEALTH GROUP INC		0	23,947	43,392
35	TAXABLE INTERMEDIATE TERM BD FD		0	2,638,689	2,631,434
36	TAXABLE TOTAL RETURN BOND FUND		0	397,944	415,688
37	BHP BILLITON LIMITED		0	37,213	36,465
38	ISHARES TR SMALLCAP 600 INDEX FD		0	134,028	141,752
39	ISHARES RUSSELL 2000		0	40,149	45,532
40	JPMORGAN CHASE & CO		0	37,381	54,302
41	US BANCORP DEL NEW		0	41,506	49,826
42	ANHEUSER-BUSCH INBEV SPN ADR		0	37,277	52,883
43	ISHARES TR S & P MIDCAP 400 ID FD		0	296,664	387,477
44	ACCENTURE PLC		0	8,420	23,608
45	ISHARES MSCI EAFE		0	367,854	348,836
46	CHEVRON CORP		0	20,301	69,750

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			9,574,894	9,765,623	11,044,927
47	DREYFUS EMG MKT DEBT LOC C-I 6083		0	525,000	563,547
48	3M CO		0	19,931	21,356
49	BERSHIRE HATHAWAY INC		0	40,791	52,923
50	SPDR S&P MIDCAP 400 ETF TRUST		0	129,961	148,568
51	COMCAST CORP CLASS A		0	39,921	64,072
52	ISHARES TR MSCI EMERGING MARKETS		0	269,491	442,613
53	WELLS FARGO INTL ADV FUND-IS 4705		0	277,431	277,906
54	GOOGLE INC		0	30,596	35,369
55	VANGUARD REIT VIPER		0	392,810	574,105
56	CELANESE CORP		0	37,587	34,065
57	VANGUARD EMERGING MARKETS ETF		0	260,120	278,980
58	VODAFONE GROUP PLC NEW ADR		0	30,070	31,236
59	POWERSHARES DB COMMODITY INDEX		0	387,814	454,759
60	EATON CORP PLC		0	31,559	32,941
61	CME GROUP INC		0	48,563	46,110
62	SPDR DJ WILSHIRE INTERNATIONAL REA		0	283,997	326,458
63	DIAMOND HILL LONG-SHORT FD CL I 11		0	200,000	214,739
64	RIDGEWORTH SEIX HY BD-I 5855		0	525,000	573,412
65	GATEWAY FUND - Y 1986		0	200,000	201,038
66	CREDIT SUISSE COMM RT·ST-CO 2156		0	105,000	98,873
67	KEELEY SMALL CAP VAL FD CL I 2251		0	133,619	179,539

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

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

1	COST BASIS ADJUSTMENT	1	5,954
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,558
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	378
4	FEDERAL EXCISE TAX REFUND	4	7,345
5	Total	5	19,235

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	29,552
2	PY RETURN OF CAPITAL ADJUSTMENT	2	5,322
3	PARTNERSHIP INCOME ADJUSTMENT	3	2,791
4	Total	4	37,665

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

	Amount
Long Term CG Distributions	69,855
Short Term CG Distributions	28,346

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,249,751	0	0	2,057,387	192,364	0	0	0	192,364
1	ABBOTT LABS	002824100		5/5/2011	3/20/2012	9,961		0	8,699	1,262	0	0	0	1,262
2	ABBOTT LABS	002824100		5/5/2011	8/7/2012	1,652		0	1,318	334	0	0	0	334
3	ABBOTT LABS	002824100		4/20/2009	8/7/2012	8,260		0	5,534	2,726	0	0	0	2,726
4	AFFILIATED MANAGERS GROUP, INC C	008252108		10/11/2011	3/20/2012	17,891		0	13,477	4,414	0	0	0	4,414
5	AFFILIATED MANAGERS GROUP, INC C	008252108		7/14/2010	3/20/2012	7,268		0	4,313	2,955	0	0	0	2,955
6	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		3/20/2012	8/7/2012	7,868		0	6,869	999	0	0	0	999
7	BAKER HUGHES INC COM	057224107		2/3/2010	2/27/2012	26,621		0	25,074	1,547	0	0	0	1,547
8	BAKER HUGHES INC COM	057224107		7/14/2010	2/27/2012	5,023		0	4,740	283	0	0	0	283
9	BERKSHIRE HATHAWAY INC	084670702		12/14/2009	8/7/2012	8,504		0	6,606	1,898	0	0	0	1,898
10	CVS/CAREMARK CORPORATION	126650100		12/26/2007	8/7/2012	8,140		0	7,330	810	0	0	0	810
11	CAPITAL ONE FINANCIAL CORP	14040H105		11/11/2011	3/20/2012	9,932		0	8,143	1,789	0	0	0	1,789
12	CONOCOPHILLIPS	20825C104		2/3/2010	8/7/2012	28,304		0	19,211	9,093	0	0	0	9,093
13	CONOCOPHILLIPS	20825C104		7/14/2010	8/7/2012	5,661		0	4,115	1,546	0	0	0	1,546
14	DIAGEO PLC - ADR	25243Q205		12/27/2010	8/7/2012	8,053		0	5,567	2,486	0	0	0	2,486
15	ECOLAB INC	278865100		12/14/2009	3/20/2012	49,626		0	37,285	12,341	0	0	0	12,341
16	JP MORGAN MID CAP VALUE-I 758	339128100		4/30/2010	11/13/2012	69,741		0	55,000	14,741	0	0	0	14,741
17	JP MORGAN MID CAP VALUE-I 758	339128100		7/14/2010	11/13/2012	20,589		0	15,000	5,589	0	0	0	5,589
18	GILEAD SCIENCES INC	375558103		3/20/2012	8/7/2012	16,147		0	13,154	2,993	0	0	0	2,993
19	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		4/30/2010	11/9/2012	62,008		0	55,000	7,008	0	0	0	7,008
20	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		7/14/2010	11/9/2012	18,132		0	15,000	3,132	0	0	0	3,132
21	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/21/2009	11/9/2012	43,593		0	50,117	-6,524	0	0	0	-6,524
22	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/11/2011	11/9/2012	155,000		0	175,000	-20,000	0	0	0	-20,000
23	JPMORGAN CHASE & CO	46625H100		10/22/2008	3/20/2012	24,283		0	20,280	4,003	0	0	0	4,003
24	JPMORGAN CHASE & CO	46625H100		10/11/2011	3/20/2012	10,666		0	7,583	3,083	0	0	0	3,083
25	KRAFT FOODS INC	50075N104		4/27/2010	3/20/2012	45,156		0	34,980	10,176	0	0	0	10,176
26	NESTLE S A REGISTERED SHARES - A	641069406		2/1/2008	8/7/2012	7,993		0	5,957	2,036	0	0	0	2,036
27	NOVARTIS AG - ADR	66987V109		5/5/2011	8/7/2012	5,919		0	5,971	-52	0	0	0	-52
28	PHILLIPS 66	718546104		2/3/2010	5/18/2012	7,849		0	5,709	2,140	0	0	0	2,140
29	PHILLIPS 66	718546104		7/14/2010	5/18/2012	1,570		0	1,223	347	0	0	0	347
30	TCW SMALL CAP GROWTH FUND-I 472	87234N849		4/27/2010	11/9/2012	41,543		0	43,688	-2,145	0	0	0	-2,145
31	TCW SMALL CAP GROWTH FUND-I 472	87234N849		4/30/2010	11/9/2012	47,938		0	50,000	-2,062	0	0	0	-2,062
32	TCW SMALL CAP GROWTH FUND-I 472	87234N849		7/19/2010	11/9/2012	44,742		0	40,000	4,742	0	0	0	4,742
33	TJX COS INC NEW	872540109		6/29/2011	8/7/2012	20,127		0	11,701	8,426	0	0	0	8,426
34	TEVA PHARMACEUTICAL INDUSTRIES	881624209		5/5/2011	8/7/2012	4,036		0	4,720	-684	0	0	0	-684
35	THERMO FISHER SCIENTIFIC INC	883556102		4/27/2010	3/20/2012	10,008		0	9,504	504	0	0	0	504
36	THERMO FISHER SCIENTIFIC INC	883556102		4/27/2010	8/7/2012	6,578		0	6,246	332	0	0	0	332
37	US BANCORP DEL NEW	902973304		2/4/2011	3/20/2012	10,014		0	8,640	1,374	0	0	0	1,374
38	US BANCORP DEL NEW	902973304		2/4/2011	8/7/2012	4,970		0	4,114	856	0	0	0	856
39	UNITED TECHNOLOGIES CORP	913017109		8/30/2002	3/20/2012	36,265		0	12,811	23,454	0	0	0	23,454
40	UNITEDHEALTH GROUP INC	91324P102		2/3/2010	3/20/2012	10,964		0	6,628	4,336	0	0	0	4,336
41	UNITEDHEALTH GROUP INC	91324P102		4/27/2010	3/20/2012	10,964		0	5,987	4,977	0	0	0	4,977
42	WELLS FARGO ADV INTL BOND IS 470	94985D582		5/5/2011	8/7/2012	72,108		0	75 000	-2 892	0	0	0	-2,892
43	WELLS FARGO ADV INTL BOND-IS 470	94985D582		11/11/2011	8/7/2012	177,892		0	184,716	-6,824	0	0	0	-6,824
44	WELLS FARGO ADV INTL BOND-IS 470	94985D582		5/9/2011	11/13/2012	271,996		0	275,000	-3,004	0	0	0	-3,004
45	WELLS FARGO ADV INTL BOND-IS 470	94985D582		11/11/2011	11/13/2012	5 222		0	5,284	-62	0	0	0	-62
46	WELLS FARGO ADV INTL BOND-IS 470	94985D582		9/8/2010	11/13/2012	22,782		0	22,569	213	0	0	0	213
47	TAXABLE TOTAL RETURN BOND FUND	991283912		9/20/1998	4/5/2012	600,000		0	572,208	27,792	0	0	0	27,792
48	THE ENDOWMENT FUND 5% HOLDBAC	END995PR6		9/30/2011	3/14/2012	38,249		0	38,249	0	0	0	0	0
49	ACCENTURE PLC	G1151C101		6/17/2005	3/20/2012	41,981		0	15,772	26 209	0	0	0	26,209
50	COOPER INDUSTRIES PLC NEW IRELA	G24140108		9/8/2010	11/30/2012	17,857		0	10,048	7,809	0	0	0	7,809
51	COOPER INDUSTRIES PLC NEW IRELA	G24140108		2/3/2010	11/30/2012	44,445		0	24,970	19,475	0	0	0	19,475
52	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	11		0	11	0	0	0	0	0
53	POWERSHARES SECTION 156 GAIN					16,811			0	16,811	0	0	0	16,811
54	POWERSHARES SHORT TERM GAIN					838			0	838	0	0	0	838
55	POWERSHARES LONG TERM GAIN								11,266	-11,266	0	0	0	-11,266

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										90,213	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	90,213	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	5,098
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	5,098

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	255,763
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	255,763