Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: CEREGHINO, JOSEPH T/U/W

A Employer identification number: 95-6026006

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

Room/suite:

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)* ▶ $ 2,089,647

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	51,199	50,278		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	21,675			
	b	Gross sales price for all assets on line 6a 307,621				
	7	Capital gain net income (from Part IV, line 2)		21,675		
	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	72,874	71,953	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,064	20,298		6,766
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,018			1,018
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,535	1,389		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	23	13		10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,640	21,700	0	7,794
	25	Contributions, gifts, grants paid	83,601			83,601
	26	**Total expenses and disbursements** Add lines 24 and 25	113,241	21,700	0	91,395
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-40,367			
	b	**Net investment income** (if negative, enter -0-)		50,253		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	402	2,034	2,034
	2	Savings and temporary cash investments	75,524	69,161	69,161
	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)	254,360		
	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)	1,507,123	1,720,509	2,018,453
	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)	1,837,409	1,791,704	2,089,648
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	1,837,409	1,791,704	
	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)	1,837,409	1,791,704	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,837,409	1,791,704	

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	1,837,409
2	Enter amount from Part I, line 27a	2	-40,367
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,131
4	Add lines 1, 2, and 3	4	1,799,173
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,469
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,791,704

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and descnbe the kind(s) of property sold (e g , real estate, 2-story bnck 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 pnce	**(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	21,675
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	105,856	2,089,554	0 050660
2010	84,872	1,975,879	0.042954
2009	83,323	1,739,442	0.047902
2008	126,736	2,184,722	0 058010
2007	121,331	2,544,721	0.047679

2 **Total** of line 1, column (d)	2	0.247205
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 049441
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,012,973
5 Multiply line 4 by line 3	5	99,523
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	503
7 Add lines 5 and 6	7	100,026
8 Enter qualifying distributions from Part XII, line 4	8	91,395

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	1,005
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	1,005
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	1,005
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 647		
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	647
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	358
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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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

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

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Indepndence Mall E MACY1372-062 Phila	Trustee 4 00	27,064		

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	1,972,699
b	Average of monthly cash balances			1b	70,928
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,043,627
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	2,043,627
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	30,654
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,012,973
6	**Minimum investment return.** Enter 5% of line 5			6	100,649

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	100,649
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,005		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,005
3	Distributable amount before adjustments Subtract line 2c from line 1			3	99,644
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	99,644
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	99,644

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	91,395
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	91,395
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	91,395

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				99,644
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			48,020	
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 ▶ $ 91,395				
a	Applied to 2011, but not more than line 2a			48,020	
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				43,375
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				56,269
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**				83,601
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,199	
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	21,675	
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		72,874	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 72,874

(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

SVP Wells Fargo Bank N.A. | 3/26/2013 | 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		3/26/2013		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
GRACE TO YOU
Street
2801 HARRISON PKWY
City VALENCIA | **State** CA | **Zip Code** 91355 | **Foreign Country**
Relationship NONE | **Foundation Status** 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution GENERAL SUPPORT GRANT | **Amount** 2,508

Name
CARE USA INC
Street
151 ELLIS ST NE
City ATLANTA | **State** GA | **Zip Code** 30303-2440 | **Foreign Country**
Relationship NONE | **Foundation Status** 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution GENERAL SUPPORT GRANT | **Amount** 2,508

Name
SALESIAN MISSIONS
Street
PO BOX 30
City NEW ROCHELLE | **State** NY | **Zip Code** 10802-0030 | **Foreign Country**
Relationship NONE | **Foundation Status** 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution GENERAL SUPPORT GRANT | **Amount** 2,508

Name
ST ANTHONY'S GUILD
Street
144 WEST 32ND ST
City NEW YORK | **State** NY | **Zip Code** 10001 | **Foreign Country**
Relationship NONE | **Foundation Status** 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution GENERAL SUPPORT GRANT | **Amount** 3,344

Name
JUVENILE DIABETES RESEARCH FDN
Street
26 BROADWAY 14TH FLOOR
City NEW YORK | **State** NY | **Zip Code** 10004 | **Foreign Country**
Relationship NONE | **Foundation Status** 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution GENERAL SUPPORT GRANT | **Amount** 2,508

Name
FATHER FLANAGANS BOYS HOME
Street
PO 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** 2,508

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

Recipient(s) paid during the year

Name
ORAL ROBERTS EVANGELISTIC ASSOC
Street
PO BOX 2187

City	**State**	**Zip Code**	**Foreign Country**
TULSA	OK	74102-2187	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	2,508

Name
CATHOLIC COUNSELING SERVICE
Street
9461 LBJ FREEWAY, SUITE 100

City	**State**	**Zip Code**	**Foreign Country**
DALLAS	TX	75243	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	2,508

Name
CARMEL OF MARIA REGINA
Street
87609 GREEN HILL RD

City	**State**	**Zip Code**	**Foreign Country**
EUGENE	OR	97402-9108	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	2,508

Name
AMERICAN CANCER SOCIETY, INC
Street
PO BOX 720366

City	**State**	**Zip Code**	**Foreign Country**
OKLAHOMA CITY	OK	73162	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

Name
GOODWILL INDUSTRIES OF S CALIFORNIA
Street
342 SAN FERNANDO ROAD

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90031	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

Name
UNIVERSITY OF SOUTHERN CALIFORNIA
Street
3551 TROUSDALE PKWY , ADM 352

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90089-5013	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

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

Recipient(s) paid during the year

Name
YMCA OF METROPOLITAN LOS ANGELES
Street
625 S NEW HAMPSHIRE AVE

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90005	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

Name
MIDNIGHT MISSION
Street
601 S SAN PEDRO ST

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90014	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,016

Name
UNION RESCUE MISSION
Street
545 S SAN PEDRO ST

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90013-2101	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

Name
FOUNDATION FOR THE JUNIOR BLIND
Street
5300 ANGELES VISTA BLVD

City	**State**	**Zip Code**	**Foreign Country**
LOS ANGELES	CA	90043-1648	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

Name
CITY OF HOPE
Street
1500 E DUARTE RD

City	**State**	**Zip Code**	**Foreign Country**
DUARTE	CA	91010	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	2,508

Name
SOUL CLINIC INTERNATIONAL
Street
PO BOX 12345

City	**State**	**Zip Code**	**Foreign Country**
COVINA	CA	91722-5115	

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

Purpose of grant/contribution	**Amount**
GENERAL SUPPORT GRANT	5,852

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

Recipient(s) paid during the year

Name CRIPPLED CHILDREN'S GUILD OFFICES				
Street 2400 S FLOWER ST				
City LOS ANGELES		**State** CA	**Zip Code** 90007-2629	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,852

Name THE SALVATION ARMY				
Street 180 E. OCEAN BLVD, 9TH FLOOR				
City LONG BEACH		**State** CA	**Zip Code** 90802	**Foreign Country**
Relationship NONE	**Foundation Status** 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,853

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

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

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

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

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

	Amount
Long Term CG Distributions	2,158
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	307,621	285,946	21,675
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	HEWLETT PACKARD CO	428236103			6/30/2009		8/31/2012	1,838	4,208				0	-2,370
2	X	HEWLETT PACKARD CO	428236103			6/30/2009		8/9/2012	544	1,081				0	-537
3	X	HEWLETT PACKARD CO	428236103			7/16/2008		8/9/2012	350	751				0	-401
4	X	GOLDMAN SACHS GROUP IN	38141G104			12/8/2010		5/9/2012	1,073	1,619				0	-546
5	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	1,014	585				0	429
6	X	GILEAD SCIENCES INC	375558103			12/8/2011		8/9/2012	1,303	896				0	407
7	X	E M C CORP MASS	268648102			7/16/2008		8/9/2012	216	101				0	115
8	X	E M C CORP MASS	268648102			7/16/2008		5/9/2012	726	342				0	384
9	X	E M C CORP MASS	268648102			6/30/2009		5/9/2012	645	314				0	331
10	X	E M C CORP MASS	268648102			6/17/2008		5/9/2012	188	117				0	71
11	X	WALT DISNEY CO	254687106			6/17/2008		8/16/2012	653	435				0	218
12	X	WALT DISNEY CO	254687106			6/17/2008		8/9/2012	302	201				0	101
13	X	WALT DISNEY CO	254687106			6/17/2008		5/9/2012	2,008	1,506				0	502
14	X	DIAMOND HILL LONG-SHORT	25264S833			5/3/2010		5/9/2012	3,340	3,059				0	281
15	X	DIAGEO PLC - ADR	25243Q205			6/30/2009		8/9/2012	214	115				0	99
16	X	DIAGEO PLC - ADR	25243Q205			6/30/2009		5/9/2012	1,290	745				0	545
17	X	DIAGEO PLC - ADR	25243Q205			8/31/2009		5/9/2012	496	310				0	186
18	X	CREDIT SUISSE COMM RT ST	22544R305			8/11/2011		8/9/2012	6,205	6,815				0	-610
19	X	CONOCOPHILLIPS	20825C104			7/21/2010		4/16/2012	371	265				0	106
20	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	2	2				0	0
21	X	COOPER INDUSTRIES PLC NE	G24140108			6/17/2008		11/30/2012	4,921	2,752				0	2,169
22	X	COOPER INDUSTRIES PLC NE	G24140108			6/17/2008		5/9/2012	1,147	843				0	304
23	X	VODAFONE GROUP PLC NEW	92857W209			6/17/2008		5/9/2012	1,210	1,312				0	-102
24	X	VANGUARD REIT VIPER	922908553			7/21/2009		8/9/2012	3,616	1,648				0	1,968
25	X	VANGUARD REIT VIPER	922908553			7/21/2009		5/9/2012	7,574	3,581				0	3,993
26	X	VANGUARD REIT VIPER	922908553			10/21/2011		5/9/2012	5,224	4,324				0	900
27	X	VANGUARD MSCI EMERGING	922042858			8/9/2012		11/16/2012	7,389	7,608				0	-219
28	X	VANGUARD SHORT TERM BO	921937827			5/9/2012		8/9/2012	5,110	5,116				0	-6
29	X	VANGUARD INTERMEDIATE T	921937819			5/9/2012		8/9/2012	5,789	5,743				0	46
30	X	UNITEDHEALTH GROUP INC	91324P102			6/30/2009		8/9/2012	1,099	521				0	578
31	X	UNITED PARCEL SERVICE-CL	911312106			8/12/2011		5/9/2012	1,616	1,372				0	244
32	X	UNION PACIFIC CORP	907818108			5/14/2010		8/9/2012	486	300				0	186
33	X	UNION PACIFIC CORP	907818108			5/14/2010		5/9/2012	2,346	1,574				0	772
34	X	US BANCORP DEL NEW	902973304			2/4/2011		8/9/2012	1,181	988				0	193
35	X	3M CO	88579Y101			12/15/2010		5/9/2012	1,299	1,298				0	1
36	X	3M CO	88579Y101			2/4/2011		5/9/2012	433	440				0	-7
37	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		8/9/2012	228	224				0	4
38	X	THERMO FISHER SCIENTIFIC	883556102			4/12/2011		5/9/2012	1,488	1,565				0	-77
39	X	TEVA PHARMACEUTICAL IND	881624209			9/27/2010		5/9/2012	692	871				0	-179
40	X	TEVA PHARMACEUTICAL IND	881624209			4/20/2010		5/9/2012	952	1,380				0	-428
41	X	TARGET CORP	87612E106			10/10/2001		8/9/2012	314	157				0	157
42	X	TARGET CORP	87612E106			10/10/2001		5/9/2012	221	126				0	95
43	X	TARGET CORP	87612E106			6/29/2011		5/9/2012	1,712	1,451				0	261
44	X	TJX COS INC NEW	872540109			6/29/2011		8/9/2012	496	286				0	210
45	X	TJX COS INC NEW	872540109			6/29/2011		4/11/2012	3,996	2,630				0	1,366
46	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/28/2011		11/16/2012	989	1,029				0	-40
47	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		11/16/2012	3,442	3,612				0	-170
48	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		8/9/2012	2,466	2,657				0	-191
49	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		5/9/2012	1,806	2,076				0	-270
50	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		5/9/2012	1,517	1,748				0	-231
51	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/16/2008		5/9/2012	144	175				0	-31
52	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/13/2012		11/16/2012	5,584	5,544				0	40
53	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		8/9/2012	16,052	15,399				0	653
54	X	ORACLE CORPORATION	68389X105			6/4/2010		8/9/2012	250	180				0	70
55	X	ORACLE CORPORATION	68389X105			6/4/2010		5/9/2012	1,464	1,195				0	269
56	X	NOVARTIS AG - ADR	66987V109			6/17/2008		8/9/2012	1,233	1,051				0	182
57	X	NESTLE S A REGISTERED SH	641069406			6/17/2008		8/9/2012	252	191				0	61
58	X	NESTLE S A REGISTERED SH	641069406			6/17/2008		5/9/2012	1,236	1,003				0	233
59	X	MICROSOFT CORP	594918104			5/19/2003		5/9/2012	1,573	1,312				0	261
60	X	MERGER FD SH BEN INT #26	589509108			5/3/2010		8/9/2012	1,591	1,573				0	18
61	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			7/23/2010		8/9/2012	4,697	4,482				0	215
62	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			5/11/2012		8/9/2012	5,908	5,868				0	40
63	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/8/2011		8/9/2012	3,118	3,100				0	18
64	X	CONOCOPHILLIPS	20825C104			6/30/2009		4/16/2012	741	420				0	321
65	X	CONOCOPHILLIPS	20825C104			5/15/2008		4/16/2012	4,373	5,253				0	-880
66	X	COMCAST CORP CLASS A	20030N101			7/16/2008		8/16/2012	648	355				0	293
67	X	COMCAST CORP CLASS A	20030N101			7/16/2008		8/9/2012	1,340	729				0	611
68	X	CISCO SYSTEMS INC	17275R102			2/17/2011		8/9/2012	300	317				0	-17

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

	Amount
Long Term CG Distributions	2,158
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	307,621	285,946	21,675
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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
69	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/9/2012	130	131				1	0
70	X	CISCO SYSTEMS INC	17275R102			2/17/2011		5/9/2012	1,593	1,604				11	0
71	X	CHEVRON CORP	166764100			5/15/2008		8/9/2012	559	492				0	67
72	X	CELANESE CORP	150870103			6/13/2011		5/9/2012	1,232	1,295				0	-63
73	X	CAPITAL ONE FINANCIAL COF	14040H105			8/31/2009		8/9/2012	56	36				0	20
74	X	CAPITAL ONE FINANCIAL COF	14040H105			7/21/2010		8/9/2012	168	125				0	43
75	X	CAPITAL ONE FINANCIAL COF	14040H105			7/21/2010		5/9/2012	107	84				0	23
76	X	CAPITAL ONE FINANCIAL COF	14040H105			6/17/2008		5/9/2012	1,498	1,256				0	242
77	X	CVS/CAREMARK CORPORATI	126650100			5/19/2003		8/9/2012	500	140				0	360
78	X	CVS/CAREMARK CORPORATI	126650100			5/19/2003		3/12/2012	3,721	1,043				0	2,678
79	X	BOEING CO	097023105			3/18/2011		5/9/2012	1,482	1,386				0	96
80	X	BHP BILLITON LIMITED - ADR	088606108			4/12/2011		8/9/2012	623	912				0	-289
81	X	BERKSHIRE HATHAWAY INC	084670702			7/8/2011		8/9/2012	508	460				0	48
82	X	BAKER HUGHES INC COM	057224107			6/30/2009		5/9/2012	606	546				0	60
83	X	BAKER HUGHES INC COM	057224107			5/15/2008		5/9/2012	5,050	10,180				0	-5,130
84	X	APPLE INC	037833100			6/30/2009		8/9/2012	1,236	284				0	952
85	X	APPLE INC	037833100			6/30/2009		4/11/2012	5,624	1,279				0	4,345
86	X	APACHE CORP	037411105			4/16/2012		8/9/2012	440	464				0	-24
87	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			11/23/2010		8/9/2012	5,612	5,565				0	47
88	X	JOHNSON CONTROLS INC	478366107			7/8/2011		8/9/2012	382	632				0	-250
89	X	JPMORGAN CHASE & CO	46625H100			6/30/2009		8/9/2012	258	239				0	19
90	X	JPMORGAN CHASE & CO	46625H100			6/30/2009		5/9/2012	1,511	1,264				0	247
91	X	JPMORGAN CHASE & CO	46625H100			1/25/2010		5/9/2012	449	437				0	12
92	X	ISHARES CORE S&P SMALL-C	464287804			10/21/2011		11/16/2012	2,503	2,253				0	250
93	X	ISHARES TR SMALLCAP 600 I	464287804			8/9/2011		8/9/2012	1,412	1,139				0	273
94	X	ISHARES TR SMALLCAP 600 I	464287804			7/16/2008		5/9/2012	15,549	12,506				0	3,043
95	X	ISHARES S&P MIDCAP 400 VA	464287705			2/3/2010		5/9/2012	14,326	11,433				0	2,893
96	X	ISHARES MSCI EAFE	464287465			2/15/2006		11/16/2012	3,389	4,014				0	-625
97	X	ISHARES MSCI EAFE	464287465			2/3/2006		11/16/2012	13,035	15,495				0	-2,460
98	X	ISHARES MSCI EAFE	464287465			2/3/2006		8/9/2012	9,101	10,908				0	-1,807
99	X	ISHARES S & P 500 INDEX FU	464287200			6/30/2009		8/9/2012	3,239	2,116				0	1,123
100	X	ISHARES S & P 500 INDEX FU	464287200			6/30/2009		5/9/2012	4,748	3,219				0	1,529
101	X	ISHARES S & P 500 INDEX FU	464287200			7/21/2010		5/9/2012	5,155	4,160				0	995
102	X	INTEL CORP	458140100			5/3/2004		5/9/2012	1,858	1,806				0	52
103	X	HUSSMAN STRATEGIC GROW	448108100			7/23/2009		8/9/2012	21,371	25,683				0	-4,312
104	X	HUSSMAN STRATEGIC GROW	448108100			10/28/2008		8/9/2012	10,064	13,501				0	-3,437
105	X	HEWLETT PACKARD CO	428236103			7/8/2011		8/31/2012	371	795				0	-424
106	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		11/16/2012	2,063	1,361				0	702
107	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		8/9/2012	246	163				0	83
108	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	1,334	1,017				0	317
109	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		5/9/2012	2,140	1,795				0	345
110	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		8/9/2012	234	121				0	113
111	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		5/9/2012	2,381	1,396				0	985
112	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		5/9/2012	1,760	1,487				0	273
113	X	ABBOTT LABS	002824100			9/20/2004		11/7/2012	4,201	2,772				0	1,429
114	X	ABBOTT LABS	002824100			9/20/2004		7/5/2012	3,823	2,516				0	1,307
115	X	ABBOTT LABS	002824100			9/20/2004		6/7/2012	184	128				0	56
116	X	ABBOTT LABS	002824100			4/12/2011		6/7/2012	1,104	911				0	193
117	X	ABBOTT LABS	002824100			4/12/2011		5/9/2012	1,670	1,367				0	303
118	X	AFLAC INC	001055102			5/15/2008		8/9/2012	816	1,196				0	-380

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

		1,018	0	0	1,018
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,018			1,018

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

		1,535	1,389	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,389	1,389		
2	ESTIMATED EXCISE TAXES PAID	146			

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

		23	13	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	13	13		
2	STATE AG FEES	10			10

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

			1,507,123	1,720,509	2,018,453
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	NOVARTIS AG - ADR		0	3,228	4,178
3	ORACLE CORPORATION		0	3,990	5,898
4	PIMCO FOREIGN BD FD USD H-INST 103		0	17,035	17,307
5	SCHLUMBERGER LTD		0	5,215	6,029
6	TJX COS INC NEW		0	3,333	5,434
7	TEVA PHARMACEUTICAL INDUSTRIES - A		0	6,461	4,780
8	THERMO FISHER SCIENTIFIC INC		0	4,011	5,932
9	MCKESSON CORP		0	5,214	5,333
10	GOLDMAN SACHS GROUP INC		0	5,561	4,592
11	UNITED PARCEL SERVICE-CL B		0	4,378	4,940
12	TARGET CORP		0	3,609	6,805
13	UNITEDHEALTH GROUP INC		0	2,851	6,238
14	"LOS ANGELES, CO ,"		0	3,623	1
15	BHP BILLITON LIMITED		0	5,376	4,627
16	ISHARES TR SMALLCAP 600 INDEX FD		0	87,980	131,364
17	JPMORGAN CHASE & CO		0	6,288	8,134
18	US BANCORP DEL NEW		0	5,296	6,260
19	ISHARES S&P MIDCAP 400 VALUE		0	46,799	60,817
20	TOTAL FINA ELF S A ADR		0	4,920	5,669
21	UNION PACIFIC CORP		0	5,684	9,932
22	ISHARES S & P 500 INDEX FUND		0	55,740	86,743
23	ANHEUSER-BUSCH INBEV SPN ADR		0	4,084	6,556
24	LAUDUS MONDRIAN INTL FI-INST 2940		0	16,887	17,306
25	ISHARES S&P MIDCAP 400 GROWTH		0	51,706	73,451
26	ISHARES MSCI EAFE		0	221,704	248,251
27	CHEVRON CORP		0	7,773	8,543
28	DREYFUS EMG MKT DEBT LOC C-I 6083		0	99,920	103,396
29	3M CO		0	5,799	6,221
30	BERSHIRE HATHAWAY INC		0	6,965	8,970
31	HUSSMAN STRATEGIC GROWTH FUND 6		0	57,808	50,393
32	COMCAST CORP CLASS A		0	3,654	7,621
33	GOOGLE INC		0	5,466	6,366
34	VANGUARD REIT VIPER		0	35,984	78,631
35	CELANESE CORP		0	4,292	4,542
36	VANGUARD EMERGING MARKETS ETF		0	152,255	180,658
37	VODAFONE GROUP PLC NEW ADR		0	4,110	3,980
38	EATON CORP PLC		0	4,806	5,039
39	VANGUARD BD INDEX FD INC		0	158,996	162,223
40	CME GROUP INC		0	5,972	5,624
41	SPDR DJ WILSHIRE INTERNATIONAL REA		0	70,558	82,907
42	VANGUARD INTERMEDIATE TERM B		0	80,312	86,926
43	DIAMOND HILL LONG-SHORT FD CL I 11		0	74,946	83,191
44	RIDGEWORTH SEIX HY BD-I 5855		0	90,138	104,431
45	GATEWAY FUND - Y 1986		0	49,440	48,952
46	CREDIT SUISSE COMM RT ST-CO 2156		0	110,552	100,594

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

			1,507,123	1,720,509	2,018,453
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	AFLAC INC		0	5,961	5,896
48	AFFILIATED MANAGERS GROUP INC		0	3,642	7,809
49	APACHE CORPORATION COM		0	7,231	6,044
50	APPLE COMPUTER INC COM		0	3,412	12,772
51	BOEING COMPANY		0	4,644	5,049
52	CVS/CAREMARK CORPORATION		0	1,589	6,044
53	CAPITAL ONE FINANCIAL CORP		0	3,091	5,503
54	CISCO SYSTEMS INC		0	6,964	8,076
55	DIAGEO PLC - ADR		0	3,264	6,645
56	WALT DISNEY CO		0	4,919	7,717
57	E M C CORP MASS		0	2,407	4,807
58	GILEAD SCIENCES INC		0	3,118	5,876
59	INTEL CORP		0	4,985	4,784
60	JOHNSON CONTROLS INC		0	7,102	5,766
61	MERGER FD SH BEN INT 260		0	39,089	39,317
62	MICROSOFT CORP		0	4,070	4,567
63	NESTLE S A REGISTERED SHARES - ADR		0	4,302	5,996

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	914
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,217
3	Total	3	2,131

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	6,531
2	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	938
3	Total	3	7,469

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

	Amount
Long Term CG Distributions	2,158
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						305,463	0	12	285,958	19,517	0	0	0	19,517
1	HEWLETT PACKARD CO	428236103		6/30/2009	8/31/2012	1,838		0	4 208	-2 370	0	0	0	-2 370
2	HEWLETT PACKARD CO	428236103		6/30/2009	8/9/2012	544		0	1,081	-537	0	0	0	-537
3	HEWLETT PACKARD CO	428236103		7/16/2008	8/9/2012	350		0	751	-401	0	0	0	-401
4	GOLDMAN SACHS GROUP INC	38141G104		12/8/2010	5/9/2012	1,073		0	1,619	-546	0	0	0	-546
5	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	1,014		0	585	429	0	0	0	429
6	GILEAD SCIENCES INC	375558103		12/8/2011	8/9/2012	1,303		0	896	407	0	0	0	407
7	E M C CORP MASS	268648102		7/16/2008	8/9/2012	216		0	101	115	0	0	0	115
8	E M C CORP MASS	268648102		7/16/2008	5/9/2012	726		0	342	384	0	0	0	384
9	E M C CORP MASS	268648102		6/30/2009	5/9/2012	645		0	314	331	0	0	0	331
10	E M C CORP MASS	268648102		6/17/2008	5/9/2012	188		0	117	71	0	0	0	71
11	WALT DISNEY CO	254687106		6/17/2008	8/16/2012	653		0	435	218	0	0	0	218
12	WALT DISNEY CO	254687106		6/17/2008	8/9/2012	302		0	201	101	0	0	0	101
13	WALT DISNEY CO	254687106		6/17/2008	5/9/2012	2 008		0	1,506	502	0	0	0	502
14	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/3/2010	5/9/2012	3,340		0	3,059	281	0	0	0	281
15	DIAGEO PLC - ADR	25243Q205		6/30/2009	8/9/2012	214		0	115	99	0	0	0	99
16	DIAGEO PLC - ADR	25243Q205		6/30/2009	5/9/2012	1,290		0	745	545	0	0	0	545
17	DIAGEO PLC - ADR	25243Q205		8/31/2009	5/9/2012	496		0	310	186	0	0	0	186
18	CREDIT SUISSE COMM RT ST-CO #215	22544R305		8/11/2011	8/9/2012	6 205		0	6 815	-610	0	0	0	-610
19	CONOCOPHILLIPS	20825C104		7/21/2010	4/16/2012	371		0	265	106	0	0	0	106
20	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	2		0	2	0	0	0	0	0
21	COOPER INDUSTRIES PLC NEW IRELA	G24140108		6/17/2008	11/30/2012	4,921		0	2 752	2,169	0	0	0	2 169
22	COOPER INDUSTRIES PLC NEW IRELA	G24140108		6/17/2008	5/9/2012	1,147		0	843	304	0	0	0	304
23	VODAFONE GROUP PLC NEW ADR	92857W209		6/17/2008	5/9/2012	1,210		0	1,312	-102	0	0	0	-102
24	VANGUARD REIT VIPER	922908553		7/21/2009	8/9/2012	3 616		0	1,648	1,968	0	0	0	1,968
25	VANGUARD REIT VIPER	922908553		7/21/2009	5/9/2012	7,574		0	3,581	3,993	0	0	0	3,993
26	VANGUARD REIT VIPER	922908553		10/21/2011	5/9/2012	5,224		0	4,324	900	0	0	0	900
27	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2012	11/16/2012	7,389		0	7 608	-219	0	0	0	-219
28	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	8/9/2012	5 110		0	5,116	-6	0	0	0	-6
29	VANGUARD INTERMEDIATE TERM B	921937819		5/9/2012	8/9/2012	5,789		0	5,743	46	0	0	0	46
30	UNITEDHEALTH GROUP INC	91324P102		6/30/2009	8/9/2012	1,099		0	521	578	0	0	0	578
31	UNITED PARCEL SERVICE-CL B	911312106		8/12/2011	5/9/2012	1,616		0	1,372	244	0	0	0	244
32	UNION PACIFIC CORP	907818108		5/14/2010	8/9/2012	486		0	300	186	0	0	0	186
33	UNION PACIFIC CORP	907818108		5/14/2010	5/9/2012	2 346		0	1 574	772	0	0	0	772
34	US BANCORP DEL NEW	902973304		2/4/2011	8/9/2012	1 181		0	988	193	0	0	0	193
35	3M CO	88579Y101		12/15/2010	5/9/2012	1,299		0	1,298	1	0	0	0	1
36	3M CO	88579Y101		2/4/2011	5/9/2012	433		0	440	-7	0	0	0	-7
37	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	8/9/2012	228		0	224	4	0	0	0	4
38	THERMO FISHER SCIENTIFIC INC	883556102		4/12/2011	5/9/2012	1,488		0	1,565	-77	0	0	0	-77
39	TEVA PHARMACEUTICAL INDUSTRIES -	881624209		9/27/2010	5/9/2012	692		0	871	-179	0	0	0	-179
40	TEVA PHARMACEUTICAL INDUSTRIES -	881624209		4/20/2010	5/9/2012	952		0	1,380	-428	0	0	0	-428
41	TARGET CORP	87612E106		10/10/2001	8/9/2012	314		0	157	157	0	0	0	157
42	TARGET CORP	87612E106		10/10/2001	5/9/2012	221		0	126	95	0	0	0	95
43	TARGET CORP	87612E106		6/29/2011	5/9/2012	1,712		0	1,451	261	0	0	0	261
44	TJX COS INC NEW	872540109		6/29/2011	8/9/2012	496		0	286	210	0	0	0	210
45	TJX COS INC NEW	872540109		6/29/2011	4/11/2012	3,996		0	2 630	1 366	0	0	0	1,366
46	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/28/2011	11/16/2012	989		0	1,029	-40	0	0	0	-40
47	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	11/16/2012	3,442		0	3,612	-170	0	0	0	-170
48	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	8/9/2012	2,466		0	2 657	-191	0	0	0	-191
49	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		4/29/2011	5/9/2012	1,806		0	2 076	-270	0	0	0	-270
50	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	5/9/2012	1,517		0	1,748	-231	0	0	0	-231
51	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/16/2008	5/9/2012	144		0	175	-31	0	0	0	-31
52	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/13/2012	11/16/2012	5,584		0	5,544	40	0	0	0	40
53	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/11/2011	8/9/2012	16,052		0	15,399	653	0	0	0	653
54	ORACLE CORPORATION	68389X105		6/4/2010	8/9/2012	250		0	180	70	0	0	0	70
55	ORACLE CORPORATION	68389X105		6/4/2010	5/9/2012	1 464		0	1,195	269	0	0	0	269
56	NOVARTIS AG - ADR	66987V109		6/17/2008	8/9/2012	1,233		0	1,051	182	0	0	0	182
57	NESTLE S A REGISTERED SHARES - A	641069406		6/17/2008	8/9/2012	252		0	191	61	0	0	0	61
58	NESTLE S A REGISTERED SHARES - A	641069406		6/17/2008	5/9/2012	1,236		0	1,003	233	0	0	0	233
59	MICROSOFT CORP	594918104		5/19/2003	5/9/2012	1 573		0	1,312	261	0	0	0	261
60	MERGER FD SH BEN INT #260	589509108		5/3/2010	8/9/2012	1,591		0	1,573	18	0	0	0	18
61	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		7/23/2010	8/9/2012	4,697		0	4,482	215	0	0	0	215
62	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		5/11/2012	8/9/2012	5 908		0	5,868	40	0	0	0	40
63	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/8/2011	8/9/2012	3 118		0	3,100	18	0	0	0	18
64	CONOCOPHILLIPS	20825C104		6/30/2009	4/16/2012	741		0	420	321	0	0	0	321
65	CONOCOPHILLIPS	20825C104		5/15/2008	4/16/2012	4,373		0	5,253	-880	0	0	0	-880
66	COMCAST CORP CLASS A	20030N101		7/16/2008	8/16/2012	648		0	355	293	0	0	0	293
67	COMCAST CORP CLASS A	20030N101		7/16/2008	8/9/2012	1,340		0	729	611	0	0	0	611
68	CISCO SYSTEMS INC	17275R102		2/17/2011	8/9/2012	300		0	317	-17	0	0	0	-17
69	CISCO SYSTEMS INC	17275R102		2/17/2011	5/9/2012	130		1	131	0	0	0	0	0
70	CISCO SYSTEMS INC	17275R102		2/17/2011	5/9/2012	1,593		11	1,604	0	0	0	0	0
71	CHEVRON CORP	166764100		5/15/2008	8/9/2012	559		0	492	67	0	0	0	67
72	CELANESE CORP	150870103		6/13/2011	5/9/2012	1 232		0	1,295	-63	0	0	0	-63
73	CAPITAL ONE FINANCIAL CORP	14040H105		8/31/2009	8/9/2012	56		0	36	20	0	0	0	20
74	CAPITAL ONE FINANCIAL CORP	14040H105		7/21/2010	8/9/2012	168		0	125	43	0	0	0	43
75	CAPITAL ONE FINANCIAL CORP	14040H105		7/21/2010	5/9/2012	107		0	84	23	0	0	0	23
76	CAPITAL ONE FINANCIAL CORP	14040H105		6/17/2008	5/9/2012	1,498		0	1,256	242	0	0	0	242
77	CVS/CAREMARK CORPORATION	126650100		5/19/2003	8/9/2012	500		0	140	360	0	0	0	360
78	CVS/CAREMARK CORPORATION	126650100		5/19/2003	3/12/2012	3 721		0	1,043	2 678	0	0	0	2 678
79	BOEING CO	097023105		3/18/2011	5/9/2012	1,482		0	1,386	96	0	0	0	96
80	BHP BILLITON LIMITED - ADR	088606108		4/12/2011	8/9/2012	623		0	912	-289	0	0	0	-289
81	BERKSHIRE HATHAWAY INC	084670702		7/8/2011	8/9/2012	508		0	460	48	0	0	0	48
82	BAKER HUGHES INC COM	057224107		6/30/2009	5/9/2012	606		0	546	60	0	0	0	60
83	BAKER HUGHES INC COM	057224107		5/15/2008	5/9/2012	5,050		0	10,180	-5 130	0	0	0	-5 130
84	APPLE INC	037833100		6/30/2009	8/9/2012	1 236		0	284	952	0	0	0	952

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

	Amount
Long Term CG Distributions	2,158
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						305,463	0	12	285,958	19,517	0	0	0	19,517
85	APPLE INC	037833100		6/30/2009	4/11/2012	5,624		0	1,278	4,345	0	0	0	4,345
86	APACHE CORP	037411105		4/16/2012	8/9/2012	440		0	464	-24	0	0	0	-24
87	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		11/23/2010	8/9/2012	5,612		0	5 565	47	0	0	0	47
88	JOHNSON CONTROLS INC	478366107		7/8/2011	8/9/2012	382		0	632	-250	0	0	0	250
89	JPMORGAN CHASE & CO	46625H100		6/30/2009	8/9/2012	258		0	239	19	0	0	0	19
90	JPMORGAN CHASE & CO	46625H100		6/30/2009	5/9/2012	1,511		0	1,264	247	0	0	0	247
91	JPMORGAN CHASE & CO	46625H100		1/25/2010	5/9/2012	449		0	437	12	0	0	0	12
92	ISHARES CORE S&P SMALL-CAP E	464287804		10/21/2011	11/16/2012	2 503		0	2 253	250	0	0	0	250
93	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/9/2011	8/9/2012	1,412		0	1,139	273	0	0	0	273
94	ISHARES TR SMALLCAP 600 INDEX FD	464287804		7/16/2008	5/9/2012	15,549		0	12,506	3 043	0	0	0	3,043
95	ISHARES S&P MIDCAP 400 VALUE	464287705		2/3/2010	5/9/2012	14,326		0	11,433	2 893	0	0	0	2,893
96	ISHARES MSCI EAFE	464287465		2/15/2006	11/16/2012	3,389		0	4,014	-625	0	0	0	-625
97	ISHARES MSCI EAFE	464287465		2/3/2006	11/16/2012	13,035		0	15 495	-2,460	0	0	0	-2,460
98	ISHARES MSCI EAFE	464287465		2/3/2006	8/9/2012	9,101		0	10 908	-1,807	0	0	0	-1,807
99	ISHARES S & P 500 INDEX FUND	464287200		6/30/2009	8/9/2012	3 239		0	2,116	1,123	0	0	0	1,123
100	ISHARES S & P 500 INDEX FUND	464287200		6/30/2009	5/9/2012	4,748		0	3,219	1,529	0	0	0	1,529
101	ISHARES S & P 500 INDEX FUND	464287200		7/21/2010	5/9/2012	5 155		0	4 160	995	0	0	0	995
102	INTEL CORP	458140100		5/3/2004	5/9/2012	1,858		0	1,806	52	0	0	0	52
103	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/23/2009	8/9/2012	21,371		0	25 683	-4,312	0	0	0	-4,312
104	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/28/2008	8/9/2012	10,064		0	13,501	-3,437	0	0	0	-3,437
105	HEWLETT PACKARD CO	428236103		7/8/2011	8/31/2012	371		0	795	-424	0	0	0	-424
106	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/2/2011	11/16/2012	2,063		0	1,361	702	0	0	0	702
107	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/2/2011	8/9/2012	246		0	163	83	0	0	0	83
108	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	1,334		0	1,017	317	0	0	0	317
109	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	5/9/2012	2 140		0	1 795	345	0	0	0	345
110	AFFILIATED MANAGERS GROUP INC C	008252108		7/2/2010	8/9/2012	234		0	121	113	0	0	0	113
111	AFFILIATED MANAGERS GROUP, INC C	008252108		7/2/2010	5/9/2012	2,381		0	1,396	985	0	0	0	985
112	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	5/9/2012	1,760		0	1,487	273	0	0	0	273
113	ABBOTT LABS	002824100		9/20/2004	11/7/2012	4 201		0	2 772	1,429	0	0	0	1,429
114	ABBOTT LABS	002824100		9/20/2004	7/5/2012	3,823		0	2,516	1,307	0	0	0	1 307
115	ABBOTT LABS	002824100		9/20/2004	6/7/2012	184		0	128	56	0	0	0	56
116	ABBOTT LABS	002824100		4/12/2011	6/7/2012	1,104		0	911	193	0	0	0	193
117	ABBOTT LABS	002824100		4/12/2011	5/9/2012	1,670		0	1 367	303	0	0	0	303
118	AFLAC INC	001055102		5/15/2008	8/9/2012	816		0	1,196	-380	0	0	0	-380

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

									27,064	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A		101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	27,064	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	501
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	12/11/2012	5	146
6	Other payments		6	0
7	Total		7	647

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	48,020
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	48,020