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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 KEOWN, ROBERT J T/U/W		A Employer identification number 95-6226284
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		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 <input type="checkbox"/>
Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,237,160		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	31,935	31,382		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	13,441			
b Gross sales price for all assets on line 6a	169,496			
7 Capital gain net income (from Part IV, line 2)		13,441		
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	45,376	44,823	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	15,583	11,687		3,896
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	986			986
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	711	711		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	10			10
24 Total operating and administrative expenses. Add lines 13 through 23	17,290	12,398	0	4,892
25 Contributions, gifts, grants paid	53,167			53,167
26 Total expenses and disbursements. Add lines 24 and 25	70,457	12,398	0	58,059
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-25,081			
b Net investment income (if negative, enter -0-)		32,425		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) KEOWN, ROBERT J T/U/W

95-6226284

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	426		
	2 Savings and temporary cash investments	31,132	26,280	26,280
	3 Accounts receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	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) <input type="checkbox"/> Less allowance for doubtful accounts <input type="checkbox"/>			
	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 <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,063,865	1,039,994	1,210,880
	14 Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/>			
	15 Other assets (describe <input type="checkbox"/>)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,095,423	1,066,274	1,237,160
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 <input type="checkbox"/>)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,095,423	1,066,274	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,095,423	1,066,274	
	30 Total net assets or fund balances (see instructions)	1,095,423	1,066,274	
	31 Total liabilities and net assets/fund balances (see instructions)	1,095,423	1,066,274	

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	1,095,423
2 Enter amount from Part I, line 27a	2	-25,081
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	2,524
4 Add lines 1, 2, and 3	4	1,072,866
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	6,592
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,066,274

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	13,441
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	84,048	1,248,385	0.067325
2010	64,411	1,094,012	0.058876
2009	104,748	1,045,046	0.100233
2008	77,590	1,337,376	0.058017
2007	65,492	1,553,680	0.042153

2 Total of line 1, column (d)	2	0.326604
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	0.065321
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,218,089
5 Multiply line 4 by line 3	5	79,567
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	324
7 Add lines 5 and 6	7	79,891
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	58,059

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax 112

Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

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

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes No	X

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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 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 Independence Mall E MACY1372-062 Phi	Trustee 4 00	15,583		

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	1,180,322
b	Average of monthly cash balances	1b	56,317
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,236,639
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	1,236,639
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	18,550
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,218,089
6	Minimum investment return. Enter 5% of line 5	6	60,904

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	60,904
2a	Tax on investment income for 2012 from Part VI, line 5	2a	649
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	649
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60,255
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	60,255
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	60,255

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	58,059
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	58,059
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	58,059

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				60,255
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			53,167	
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 ▶ \$ 58,059				
a Applied to 2011, but not more than line 2a			53,167	
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				4,892
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				55,363
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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	53,167
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	31,935	
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	13,441	
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		45,376	0
13 Total Add line 12, columns (b), (d), and (e)				13	45,376

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?

- (1) Cash

- (2) Other assets

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets

- (4) Reimbursement arrangements

- (5) Loans or loan guarantees

- (6) Performance of services or membership or fundraising solicitations

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

[illegible]

- 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 A. Silente SVP Wells Fargo Bank N.A.

3/19/2013

▶ 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

3/19/2013

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶	13-4008324
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Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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Security Type	Account #	EIN	CUSIP	Asset Name	Fed Cost	FMV
Cash	3307230-000	95-6226284			305 56	305 56
Savings & Temp Inv	3307230-000	95-6226284	VP0528308	FEDERATED TREAS OBL FD 68	8440 63	8440 63
Savings & Temp Inv	3307230-000	95-6226284	VP0528308	FEDERATED TREAS OBL FD 68	17533 67	17533 67
				Total Cash & Equivalents	26,279.86	26,279.86
Invest - Other	3307230-000	95-6226284	589509108	MERGER FD SH BEN INT #260	24111 51	24247 43
Invest - Other	3307230-000	95-6226284	693390882	PIMCO FOREIGN BD FD USD H-INST #103	10522 44	10670 78
Invest - Other	3307230-000	95-6226284	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	12190 31	15844 6
Invest - Other	3307230-000	95-6226284	81369Y605	AMEX FINANCIAL SELECT SPDR	22501 18	25863 42
Invest - Other	3307230-000	95-6226284	81369Y100	AMEX MATERIALS SPDR	2958 89	3566 3
Invest - Other	3307230-000	95-6226284	81369Y803	AMEX TECHNOLOGY SELECT SPDR	24358 95	32167 75
Invest - Other	3307230-000	95-6226284	81369Y506	AMEX ENERGY SELECT SPDR	10422 71	13998 32
Invest - Other	3307230-000	95-6226284	999612906	TAXABLE SHORT-TERM BOND FUND	28138 13	27941 42
Invest - Other	3307230-000	95-6226284	999708902	TAXABLE INTERMEDIATE TERM BD FD	56519 13	58545 66
Invest - Other	3307230-000	95-6226284	991283912	TAXABLE TOTAL RETURN BOND FUND	53825 76	58451 62
Invest - Other	3307230-000	95-6226284	464287804	ISHARES CORE S&P SMALL-CAP E	71133 11	80130 6
Invest - Other	3307230-000	95-6226284	464287705	ISHARES S&P MIDCAP 400 VALUE	28155 17	36313 68
Invest - Other	3307230-000	95-6226284	464287606	ISHARES S&P MIDCAP 400 GROWTH	33061 98	44162 26
Invest - Other	3307230-000	95-6226284	464287465	ISHARES MSCI EAFE	121956 62	153692 58
Invest - Other	3307230-000	95-6226284	81369Y704	AMEX INDUSTRIAL SPDR	12006 8	15614 8
Invest - Other	3307230-000	95-6226284	81369Y209	AMEX HEALTH CARE SPDR	15022 24	20697 98
Invest - Other	3307230-000	95-6226284	81369Y407	AMEX CONSUMER DISCR SPDR	10852 51	16793 44
Invest - Other	3307230-000	95-6226284	140995127	CORE EQUITY FUND	51428 35	60664 15
Invest - Other	3307230-000	95-6226284	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	57689 53	60272 56
Invest - Other	3307230-000	95-6226284	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	34444 28	29363 41
Invest - Other	3307230-000	95-6226284	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	10931 3	11160 63
Invest - Other	3307230-000	95-6226284	922908553	VANGUARD REIT VIPER	24459 9	48757 8
Invest - Other	3307230-000	95-6226284	922042858	VANGUARD MSCI EMERGING MARKETS ETF	89999 99	109454 74
Invest - Other	3307230-000	95-6226284	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	36791 46	52101
Invest - Other	3307230-000	95-6226284	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	43615 39	49947 4
Invest - Other	3307230-000	95-6226284	949917538	WELLS FARGO ADV HI INC-INS #3110	55787 57	60709 1
Invest - Other	3307230-000	95-6226284	367829884	GATEWAY FUND - Y #1986	30419 18	29998 68
Invest - Other	3307230-000	95-6226284	22544R305	CREDIT SUISSE COMM RET ST-I #2156	66689 65	59747 96
				Total Other Investments	1,039,994.04	1,210,880.07
				Grand Total	1,066,273.90	1,237,159.93

KEOWN, ROBERT J T/U/W

95-6226284 Page 1 of 1

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

Recipient(s) paid during the year

Name

ELDERLY COMPANION ANIMAL RESCUE & ADOPTION PROGRAM

Street

170 SOUTH OLIVE STREET

City

ORANGE

State

CA

Zip Code

92866

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

AMERICAN INDIAN HEALING CENTER

Street

12456 WASHINGTON BLVD

City

WHITTIER

State

CA

Zip Code

90602

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

23,167

Name

CALIFORNIA AQUATIC THERAPY AND WELLNESS CENTER

Street

6801 LONG BEACH BLVD

City

LONG BEACH

State

CA

Zip Code

90805

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

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		Short Term CG Distributions											
										7,017		-614													
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Capital Gains/Losses		Cost, Other Basis and Expenses				Net Gain or Loss									
								Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss											
1	X TAXABLE INTERMEDIATE TER	999708902			4/29/2011		8/15/2012	1,244	1,255								-11								
2	X TAXABLE INTERMEDIATE TER	999708902			2/15/2012		8/15/2012	1,734	1,749								-15								
3	X TAXABLE TOTAL RETURN BO	991283912			2/17/2011		8/15/2012	1,949	1,922								27								
4	X TAXABLE TOTAL RETURN BO	991283912			2/15/2012		8/15/2012	1,601	1,620								-19								
5	X WELLS FARGO ADV HI INC-INTL	949917538			2/21/2006		12/28/2012	6,092	6,064								28								
6	X WELLS FARGO ADV INTL BON	949850582			2/9/2011		8/15/2012	10,055	10,090								35								
7	X VANGUARD REIT VIPER	922908553			8/7/2009		8/15/2012	2,225	1,273								952								
8	X VANGUARD REIT VIPER	922908553			8/7/2009		2/15/2012	6,990	4,354								2,636								
9	X VANGUARD MSCI EMERGING	922042858			8/15/2011		12/28/2012	4,873	4,795								78								
10	X VANGUARD MSCI EMERGING	922042858			7/22/2008		12/28/2012	1,317	1,340								-23								
11	X VANGUARD MSCI EMERGING	922042858			7/22/2008		2/15/2012	4,840	4,915								-75								
12	X AMEX UTILITIES SPDR	813697886			10/21/2011		8/15/2012	112	104								8								
13	X AMEX UTILITIES SPDR	813697886			7/22/2010		8/15/2012	2,054	1,664								390								
14	X AMEX UTILITIES SPDR	813697886			2/22/2010		8/15/2012	448	357								91								
15	X AMEX UTILITIES SPDR	813697886			10/21/2011		2/15/2012	1,734	1,736								-2								
16	X AMEX TECHNOLOGY SELECT	813697803			7/22/2010		8/15/2012	2,322	1,682								640								
17	X AMEX INDUSTRIAL SPDR	813697704			7/22/2010		8/15/2012	2,957	2,364								593								
18	X AMEX FINANCIAL SELECT SP	813697605			7/22/2010		12/28/2012	2,027	1,782								245								
19	X AMEX FINANCIAL SELECT SP	813697605			7/22/2010		8/15/2012	553	528								25								
20	X AMEX FINANCIAL SELECT SP	813697605			7/22/2010		2/15/2012	2,860	2,795								65								
21	X AMEX FINANCIAL SELECT SP	813697605			4/29/2011		2/15/2012	598	673								-75								
22	X AMEX ENERGY SELECT SPDR	813697506			7/22/2010		8/15/2012	6,034	4,467								1,567								
23	X AMEX ENERGY SELECT SPDR	813697506			7/22/2010		2/15/2012	1,991	1,436								555								
24	X AMEX CONSUMER DISCR SP	813697407			7/22/2010		8/15/2012	1,030	707								323								
25	X CONSUMER STAPLES SECTO	813697308			7/22/2010		8/15/2012	3,255	2,443								812								
26	X CONSUMER STAPLES SECTO	813697308			7/22/2010		2/15/2012	2,103	1,718								385								
27	X SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		12/28/2012	3,228	3,287								-59								
28	X SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/15/2012	4,170	4,494								-324								
29	X PIMCO FOREIGN BD FD USD	693390882			8/17/2011		8/15/2012	10,883	10,470								413								
30	X ISHARES CORE S&P SMALL-C	464287804			2/17/2011		12/28/2012	846	778								68								
31	X ISHARES CORE S&P SMALL-C	464287804			8/15/2012		12/28/2012	2,232	2,151								81								
32	X ISHARES TR SMALLCAP 600 I	464287804			2/17/2011		2/15/2012	9,756	9,189								567								
33	X ISHARES S&P MIDCAP 400 VA	464287705			7/22/2010		8/15/2012	3,236	2,830								406								
34	X ISHARES S&P MIDCAP 400 VA	464287705			7/22/2010		2/15/2012	3,424	2,765								659								
35	X ISHARES S&P MIDCAP 400 VA	464287705			2/22/2010		2/15/2012	1,503	1,224								279								
36	X ISHARES S&P MIDCAP 400 GF	464287606			7/22/2010		12/28/2012	2,642	2,363								279								
37	X ISHARES MSCI EAFE	464287465			7/22/2010		2/15/2012	280	253								27								
38	X ISHARES MSCI EAFE	464287465			10/21/2011		12/28/2012	3,308	3,050								258								
39	X ISHARES MSCI EAFE	464287465			2/22/2010		12/28/2012	2,915	2,762								153								
40	X ISHARES MSCI EAFE	464287465			12/31/2009		12/28/2012	6,951	6,894								57								
41	X ISHARES MSCI EAFE	464287465			12/31/2009		8/15/2012	5,204	5,615								-411								
42	X HUSSMAN STRATEGIC GROW	448108100			8/17/2009		8/15/2012	949	1,117								-168								
43	X HUSSMAN STRATEGIC GROW	448108100			2/17/2008		8/15/2012	14,016	19,378								-5,362								
44	X DREYFUS EMG MKT DEBT LO	261980494			8/17/2011		12/28/2012	2,302	2,280								22								
45	X CORE EQUITY FUND	140995127			7/22/2010		8/15/2012	5,563	4,625								938								
46	X CORE EQUITY FUND	140995127			4/29/2011		8/15/2012	1,226	1,211								15								
47	X CORE EQUITY FUND	140995127			2/17/2011		8/15/2012	2,481	2,468								13								
48	X CAPITAL PARTNERS CORE E	140995127			2/17/2011		2/15/2012	2,980	3,018								-38								
49	X CAPITAL PARTNERS CORE E	140995127			2/17/2011		2/15/2012	2,980	3,018								0								

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

		986	0	0	986
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	986			986

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

		711	711	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		711	711		

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

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

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

1		Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
				1,063,865	1,039,994	1,210,880

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

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

1	MUTUAL FUNDS & CTF INCOME ADDITIONS	1	699
2	FEDERAL EXCISE TAX REFUND	2	1,098
3	COST BASIS ADJUSTMENT	3	727
4	Total	4	2,524

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	885
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	5,081
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	27
4	PY RETURN OF CAPITAL ADJUSTMENT	4	599
5	Total	5	6,592

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

[illegible]

1

31,165

1

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

	Date	Amount
1 Credit from prior year return	1	761
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	761

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	53,167
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	53,167