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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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

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		Room/suite 19106-2112
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 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	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	
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.	17,290	12,398	0	4,892
Add lines 13 through 23				
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.

HTA

Form 990-PF (2012)

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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	426		
	2	Savings and temporary cash investments	31,132	26,280	26,280
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,063,865	1,039,994	1,210,880
	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)	1,095,423	1,066,274	1,237,160
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Part III Analysis of Changes in Net Assets or Fund Balances	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			
	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) ► 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) ► 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
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 8 58,059

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
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	6a	76
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

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 Refund

6a	761		
6b			
6c			
6d			
m 2220 is attached		7	761
		8	
nt overpaid		9	0
		10	112
112	Refunded	11	0

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*

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*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 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.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 ►	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b
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

►

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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			53,167	
a Enter amount for 2011 only				
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			53,167	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				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:	0	0	0	55,363
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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	►			
1 b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
2 b	85% of line 2a				0
2 c	Qualifying distributions from Part XII, line 4 for each year listed				0
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
2 e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
3 a	"Assets" alternative test—enter				
	(1) Value of all assets				0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
3 b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
3 c	"Support" alternative test—enter				0
	(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	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

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

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?		Yes	No
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		

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

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

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

**Paid
Preparer
Use Only**

Signature of officer or trustee _____ **Date** _____ **Title** _____

3/19/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

D

—
Tit

Form 990-PE (2012)

Security Type	Account #	EIN	CUSIP	Asset Name	Fed Cost	FMV
					305.56	305.56
Cash	3307230-000	95-6226284			8440.63	8440.63
Savings & Temp Inv	3307230-000	95-6226284	VP0528308	FEDERATED TREAS OBL FD 68	17533.67	17533.67
Savings & Temp Inv	3307230-000	95-6226284	VP0528308	FEDERATED TREAS OBL FD 68		
				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	25204S833	DIAMOND HILL LONG-SHORT FD CLI #11	43615.39	49947.4
Invest - Other	3307230-000	95-6226284	949917538	WELLS FARGO ADV HII 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-1 #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
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Relationship

Foundation Status

NONE

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
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Relationship

Foundation Status

NONE

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
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Relationship

Foundation Status

NONE

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 20,000
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Cost, Other Basis and Expenses						Net Gain or Loss				
						Capital Gains/Losses			Other sales			169,196		156,055		
						0			0			169,196		0		
Totals																
1	X	TAXABLE INTERMEDIATE TEF	999,070,8902	CLS/SP #	Purchaser	Check 'X' if Purchaser is a Business		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss
2	X	TAXABLE INTERMEDIATE TEF	999,070,8902				4/29/2011	2/15/2012	8/15/2012	1,244	1,256	1,256			-11	
3	X	TAXABLE TOTAL RETURN BO	991,283,912				2/7/2011	8/15/2012	1,949	1,734	1,749	1,749				-15
4	X	TAXABLE TOTAL RETURN BO	991,283,912				2/15/2012	8/15/2012	1,601	1,620	1,620	1,620				27
5	X	WELLS FARGO ADV H INC-N	94,991,7338				2/12/2006			6,092	6,084	6,084				-19
6	X	WELLS FARGO ADV INTL BO	94,995,5852				2/9/2011		8/15/2012	10,055	10,090	10,090				28
7	X	VANGUARD RETI VIPER	922,908,853				8/7/2009		8/15/2012	2,225	1,273	1,273				-35
8	X	VANGUARD RETI VIPER	922,908,853				8/7/2009		8/15/2012	6,980	4,354	4,354				952
9	X	VANGUARD MSCI EMERGING	922,042,9558				8/15/2011	12/28/2012	4,873	4,795	4,795	4,795				2,636
10	X	VANGUARD MSCI EMERGING	922,042,9558				7/22/2008	12/28/2012	1,317	1,340	1,340	1,340				23
11	X	VANGUARD MSCI EMERGING	922,042,9558				7/22/2008	12/28/2012	4,840	4,915	4,915	4,915				-75
12	X	AMEX UTILITIES SPDR	81,359,8386				10/21/2011	8/15/2012	112	104	104	104				8
13	X	AMEX UTILITIES SPDR	81,359,8386				7/22/2010	8/15/2012	2,054	1,664	1,664	1,664				390
14	X	AMEX UTILITIES SPDR	81,359,8386				2/22/2010	8/15/2012	448	397	397	397				91
15	X	AMEX UTILITIES SPDR	81,359,8386				10/21/2011	2/15/2012	1,734	1,736	1,736	1,736				-2
16	X	AMEX TECHNOLOGY SELECT	81,359,8383				7/22/2010	8/15/2012	2,322	1,682	1,682	1,682				640
17	X	AMEX SPDR	81,359,8384				7/22/2010	8/15/2012	2,957	2,384	2,384	2,384				593
18	X	AMEX FINANCIAL SELECT SP	81,359,8385				7/22/2010	12/28/2012	2,027	1,782	1,782	1,782				245
19	X	AMEX FINANCIAL SELECT SP	81,359,8385				7/22/2010	8/15/2012	553	528	528	528				25
20	X	AMEX FINANCIAL SELECT SP	81,359,8385				7/22/2010	2/15/2012	2,860	2,795	2,795	2,795				65
21	X	AMEX FINANCIAL SELECT SP	81,359,8385				4/29/2011	2/15/2012	588	673	673	673				75
22	X	AMEX ENERGY SELECT SPDI	81,359,8306				7/22/2010	8/15/2012	6,034	4,467	4,467	4,467				1,587
23	X	AMEX ENERGY SELECT SPDI	81,359,8306				7/22/2010	2/15/2012	1,991	1,436	1,436	1,436				555
24	X	AMEX CONSUMER DISCR SP	81,359,8307				7/22/2010	8/15/2012	1,030	1,030	1,030	1,030				323
25	X	CONSUMER STAPLES SECTO	81,359,8308				7/22/2010	8/15/2012	3,255	2,443	2,443	2,443				812
26	X	SPDR DJI SHIRE INTERN	784,632,9363				7/22/2010	2/15/2012	2,103	1,718	1,718	1,718				385
27	X	SPDR DJI WLSHRE INTERN	784,632,9363				5/22/2011	12/28/2012	3,228	3,287	3,287	3,287				-59
28	X	PIMCO FOREIGN B'D F D USD	693,390,9882				5/22/2011	8/15/2012	4,170	4,494	4,494	4,494				-324
29	X	ISHARES CORE S&P SMALL-C	464,287,804				2/17/2011	8/15/2012	10,883	10,470	10,470	10,470				413
30	X	ISHARES CORE S&P SMALL-C	464,287,804				2/17/2011	12/28/2012	846	778	778	778				68
31	X	ISHARES CORE S&P SMALL-C	464,287,804				8/15/2012	12/28/2012	2,232	2,151	2,151	2,151				81
32	X	ISHARES SMALLCAP 600	464,287,804				2/7/2011	2/15/2012	9,756	9,189	9,189	9,189				567
33	X	ISHARES S&P MIDCAP 400 VA	464,287,705				8/15/2011	8/15/2012	3,236	2,830	2,830	2,830				258
34	X	ISHARES S&P MIDCAP 400 VA	464,287,705				7/22/2010	2/15/2012	3,424	2,765	2,765	2,765				153
35	X	ISHARES S&P MIDCAP 400 VA	464,287,705				2/22/2010	2/15/2012	1,503	1,224	1,224	1,224				57
36	X	ISHARES S&P MIDCAP 400 VA	464,287,705				2/15/2012	2/15/2012	2,642	2,583	2,583	2,583				279
37	X	ISHARES MSCLEAFEE	464,287,705				7/22/2010	12/28/2012	280	253	253	253				27
38	X	ISHARES MSCLEAFEE	464,287,705				10/21/2011	12/28/2012	3,308	3,050	3,050	3,050				22
39	X	ISHARES MSCLEAFEE	464,287,705				12/28/2010	2/15/2012	2,915	2,762	2,762	2,762				938
40	X	ISHARES MSCLEAFEE	464,287,705				12/31/2009	12/28/2012	6,951	6,884	6,884	6,884				4,625
41	X	ISHARES MSCLEAFEE	464,287,705				12/31/2009	8/15/2012	5,204	5,615	5,615	5,615				-111
42	X	HUSSMAN STRATEGIC GROW	44,981,08100				8/11/2009	8/15/2012	949	1,117	1,117	1,117				-168
43	X	DREYFUS EMG MKT DEBT LO	261,980,94				8/17/2011	12/28/2012	2,302	2,280	2,280	2,280				22
44	X	CORE EQUITY FUND	140,985,127				7/22/2010	8/15/2012	5,563	5,563	5,563	5,563				938
45	X	CORE EQUITY FUND	140,985,127				4/29/2011	8/15/2012	1,226	1,211	1,211	1,211				13
46	X	CORE EQUITY FUND	140,985,127				7/22/2011	8/15/2012	2,481	2,488	2,488	2,488				13
47	X	CAPITAL PARTNERS CORE E	140,985,127				2/7/2011	2/15/2012	2,980	3,018	3,018	3,018				-38

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

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

			Book Value	Book Value		FMV
			Beg. of Year	End of Year		End of Year
1			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

Amount									
Long Term CG Distributions	Short Term CG Distributions	6114	7,017	163,093	0	0	156,055	7,036	0
Description of Property Sold	CLUSP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allocated	Adjustments	F M V as of 12/31/69	Adjusted Basis as of 12/31/69
1 TAXABLE INTERMEDIATE TERM BD FUND	998708902	4/29/2011	8/15/2012	1,244	1,245	1,245	0	0	0
2 TAXABLE INTERMEDIATE TERM BD FUND	998708902	2/15/2012	8/15/2012	1,734	1,749	15	0	0	-15
3 TAXABLE TOTAL RETURN BOND FUND	991283912	2/15/2012	8/15/2012	1,949	1,922	27	0	0	27
4 TAXABLE TOTAL RETURN BOND FUND	991283912	2/15/2012	8/15/2012	1,601	1,620	19	0	0	-19
5 WELLS FARGO ADV HI INCNS #3110	845977538	2/21/2006	12/28/2012	6,092	28	0	0	0	28
6 WELLS FARGO ADV INTL BOND #54470	84597552	2/15/2011	8/15/2012	10,055	10,080	35	0	0	-35
7 VANGUARD REIT VIPER	922908553	8/15/2009	8/15/2012	2,225	1,213	0	0	0	952
8 VANGUARD REIT VIPER	922908553	8/15/2009	8/15/2012	6,980	4,354	2,636	0	0	2,636
9 VANGUARD INC/EMERGING MARKETS	9220242858	8/15/2011	12/28/2012	4,873	4,785	78	0	0	78
10 VANGUARD INC/EMERGING MARKETS	9220242858	7/22/2008	12/28/2012	1,317	1,340	23	0	0	23
11 VANGUARD INC/EMERGING MARKETS	9220242858	7/22/2008	8/15/2012	4,845	4,915	-75	0	0	-75
12 AMEX UTILITIES SPDR	813697866	10/21/2011	8/15/2012	1112	104	6	0	0	6
13 AMEX UTILITIES SPDR	813697866	7/22/2010	8/15/2012	2,054	1,664	390	0	0	390
14 AMEX UTILITIES SPDR	813697866	2/22/2010	8/15/2012	448	357	91	0	0	91
15 AMEX UTILITIES SPDR	813697866	10/21/2011	8/15/2012	1,734	1,735	-2	0	0	-2
16 AMEX TECHNOLOGY SELECT SPDR	813697803	7/22/2010	8/15/2012	2,322	1,682	640	0	0	640
17 AMEX INDUSTRIAL SPDR	813697804	7/22/2010	8/15/2012	2,857	2,364	593	0	0	593
18 AMEX FINANCIAL SELECT SPDR	813697605	7/22/2010	12/28/2012	2,027	1,782	245	0	0	245
19 AMEX FINANCIAL SELECT SPDR	813697605	7/22/2010	8/15/2012	553	528	25	0	0	25
20 AMEX FINANCIAL SELECT SPDR	813697605	7/22/2010	8/15/2012	2,869	2,795	65	0	0	65
21 AMEX FINANCIAL SELECT SPDR	813697605	4/29/2011	8/15/2012	592	673	-75	0	0	-75
22 AMEX ENERGY SELECT SPDR	813697506	7/22/2010	8/15/2012	6,034	4,467	1,567	0	0	1,567
23 AMEX ENERGY SELECT SPDR	813697506	7/22/2010	8/15/2012	1,991	1,436	555	0	0	555
24 AMEX CONSUMER DISCR SPDR	813697307	7/22/2010	8/15/2012	1,030	707	323	0	0	323
25 CONSUMER STAPLES SECTOR SPDR	813697308	7/22/2010	8/15/2012	3,255	2,443	812	0	0	812
26 CONSUMER STAPLES SECTOR SPDR	813697308	7/22/2010	8/15/2012	2,103	1,718	385	0	0	385
27 SPDR DJ WILSHIRE INTERNATIONAL R	784633633	5/22/2011	12/28/2012	3,228	3,267	-59	0	0	-59
28 SPDR DJ WILSHIRE INTERNATIONAL R	784633633	4/29/2011	8/15/2012	4,592	4,494	-24	0	0	-24
29 PIMCO FOREIGN BUT USD HINST #1	693350882	8/17/2011	8/15/2012	10,883	10,470	413	0	0	413
30 ISHARES CORE S&P SMALL CAP E	856287804	2/15/2012	12/28/2012	846	778	68	0	0	68
31 ISHARES CORE S&P SMALL CAP E	856287804	8/15/2012	12/28/2012	2,232	2,151	81	0	0	81
32 ISHARES TR SMALLCAP 600 INDEX FD	856287804	2/15/2011	8/15/2012	9,755	9,189	567	0	0	567
33 ISHARES S&P MIDCAP 400 VALUE	856287705	8/15/2011	8/15/2012	3,292	2,830	406	0	0	406
34 ISHARES S&P MIDCAP 400 VALUE	856287705	7/22/2010	8/15/2012	3,424	2,765	659	0	0	659
35 ISHARES S&P MIDCAP 400 VALUE	856287705	2/22/2010	8/15/2012	1,503	1,224	279	0	0	279
36 ISHARES S&P MIDCAP 400 GROWTH	856287606	8/15/2011	8/15/2012	2,642	2,363	279	0	0	279
37 ISHARES MSCI EAFE	856287465	7/22/2010	12/28/2012	280	253	0	0	0	0
38 ISHARES MSCI EAFE	856287465	10/21/2011	12/28/2012	3,308	3,059	258	0	0	258
39 ISHARES MSCI EAFE	856287465	2/22/2010	12/28/2012	2,915	2,762	153	0	0	153
40 ISHARES MSCI EAFE	856287465	12/31/2009	12/28/2012	6,851	577	0	0	0	57
41 ISHARES MSCI EAFE	856287465	12/31/2009	8/15/2012	5,204	5,615	-411	0	0	-411
42 HUSSMAN STRATEGIC GROWTH FUND	448108100	8/11/2009	8/15/2012	949	1,117	-168	0	0	-168
43 HUSSMAN STRATEGIC GROWTH FUND	448108100	2/17/2008	8/15/2012	14,016	19,378	-5,362	0	0	-5,362
44 DREYFUS EKG MKT DEBT LOC C-1#608	261980484	8/17/2011	12/28/2012	2,302	2,280	22	0	0	22
45 CORE EQUITY FUND	140985127	7/22/2010	8/15/2012	5,563	4,625	938	0	0	938
46 CORE EQUITY FUND	140985127	4/29/2011	8/15/2012	1,226	1,211	15	0	0	15
47 CORE EQUITY FUND	140985127	2/7/2011	8/15/2012	2,481	2,468	13	0	0	13
48 CAPITAL PARTNERS CORE EQUITY FUND	140985127	2/7/2011	2/7/2012	2,988	3,018	-38	0	0	-38

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	101 N Independence Mall E	MACY 137/Philadelphia	PA	19106-2112		TRUSTEE	4 00	15,583	0	0
									31,165	0	0	0

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