



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



9513840276

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 2/1/2012, and ending 1/31/2013

Name of foundation ANTHONY F BAUER FOUNDATION		A Employer identification number 06-6361528
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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 315,187	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	993			
	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	8,577	8,577		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	31,150			
	b Gross sales price for all assets on line 6a 179,605				
	7 Capital gain net income (from Part IV, line 2)		31,150		
	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	40,720	39,727	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,898	3,674		1,224
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	1,853			1,853
	b Accounting fees (attach schedule)	500			500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	72			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	716			716
	24 Total operating and administrative expenses. Add lines 13 through 23	8,039	3,674	0	4,293
	25 Contributions, gifts, grants paid	11,200			11,200
26 Total expenses and disbursements. Add lines 24 and 25	19,239	3,674	0	15,493	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	21,481				
b Net investment income (if negative, enter -0-)		36,053			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

SCANNED JUN 25 2013

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			
	2 Savings and temporary cash investments	6,036	16,715	16,715
	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)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	256,180	267,663	298,472
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	262,216	284,378	315,187
	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 ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	262,216	284,378	
	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)	262,216	284,378	
	31 Total liabilities and net assets/fund balances (see instructions)	262,216	284,378	

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	262,216
2 Enter amount from Part I, line 27a	2	21,481
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	681
4 Add lines 1, 2, and 3	4	284,378
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	284,378

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	31,150
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	13,775	301,184	0.045736
2010	14,606	290,017	0.050363
2009	17,523	269,555	0.065007
2008	15,712	319,469	0.049182
2007	17,067	392,313	0.043504

2 Total of line 1, column (d)	2	0.253792
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	0.050758
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	301,417
5 Multiply line 4 by line 3	5	15,299
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	361
7 Add lines 5 and 6	7	15,660
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	15,493

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	721
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	721
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	721
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	36	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	36	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	685	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

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? ☐ Yes ☐ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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	4,898		

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	296,110
b	Average of monthly cash balances	1b	9,897
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	306,007
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	306,007
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,590
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	301,417
6	Minimum investment return. Enter 5% of line 5	6	15,071

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	15,071
2a	Tax on investment income for 2012 from Part VI, line 5	2a	721
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	721
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,350
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,350
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	14,350

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	15,493
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	15,493
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	15,493

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				14,350
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,837	
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 ▶ \$ 15,493				
a Applied to 2011, but not more than line 2a			1,837	
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				13,656
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				694
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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



- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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	11,200
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	8,577	
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	31,150	
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		39,727	0
13 Total. Add line 12, columns (b), (d), and (e)				13	39,727

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form **990-PF** (2012)

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

Recipient(s) paid during the year

Name

THE NEW HARTFORD ARTISANS WEAVING

Street

400 WOODLAND ST

City

HARTFORD

State

CT

Zip Code

06105

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

CAREER DEVELOPMENT PROJECT

Street

4 BERKSHIRE BOULEVARD

City

BETHEL

State

CT

Zip Code

06801

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

700

Name

OAK HILL CAMP PROGRAM

Street

120 HOLCOMB STREET

City

HARTFORD

State

CT

Zip Code

06112

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CONNECTICUT RADIO INFORMATION SYSTEM INC

Street

318 WINDSOR AVENUE

City

WINDSOR

State

CT

Zip Code

06095

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

MULTI-SENSORY ENVIRONMENT THE HOPE SCHOOL

Street

15 EAST HAZEL LANE

City

SPRINGFIELD

State

IL

Zip Code

62712

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

LITERACY TO LEGACY, INC

Street

505 PRYOR STREET, SW

City

ATLANTA

State

GA

Zip Code

30312

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

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

Recipient(s) paid during the year

Name

VOLUNTEERS OF AMERICA INC

Street

999 ORONOQUE LN

City

STRATFORD

State

CT

Zip Code

06614

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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

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

Totals										Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Amount		179,605		148,455		31,1	
Short Term CG Distributions										0		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	X	CRM MID CAP VALUE FD-INST	92934R769		7/1/2009		9/12/2012	7,165	4,892				0	2,2			
2	X	CRM MID CAP VALUE FD-INST	92934R769		7/1/2009		11/9/2012	6,376	4,458				0	1,9			
3	X	DREYFUS/THE BOSTON CO S	26203E836		7/1/2009		6/4/2012	500	360				0	1			
4	X	DREYFUS/THE BOSTON CO S	26203E836		7/1/2009		9/12/2012	6,201	3,892				0	2,3			
5	X	DREYFUS/THE BOSTON CO S	26203E836		7/1/2009		11/9/2012	5,214	3,514				0	1,7			
6	X	FEDERATED STRAT VAL DIV	31417Z560		8/18/2011		6/4/2012	2,000	1,882				0	1			
7	X	FEDERATED STRAT VAL DIV	31417Z560		8/18/2011		8/7/2012	7,500	6,506				0	9			
8	X	FEDERATED STRAT VAL DIV	31417Z560		8/18/2011		9/12/2012	17,221	14,939				0	2,2			
9	X	FEDERATED STRAT VAL DIV	31417Z560		8/18/2011		11/9/2012	15,057	13,564				0	1,4			
10	X	FID ADV EMER MKTS INC- CL	315920702		8/7/2012		9/12/2012	3,521	3,526				0	0			
11	X	FID ADV EMER MKTS INC- CL	315920702		8/7/2012		11/9/2012	3,261	3,202				0	0			
12	X	HARBOR INTERNATIONAL FD IN	411511306		8/18/2011		6/4/2012	400	421				0	-			
13	X	HARBOR INTERNATIONAL FD IN	411511306		8/18/2011		9/12/2012	5,394	4,972				0	4			
14	X	HARBOR INTERNATIONAL FD IN	411511306		8/18/2011		11/9/2012	4,853	4,535				0	3			
15	X	LAZARD EMERGING MKTS PT	52106N889		7/1/2009		6/4/2012	400	346				0	0			
16	X	LAZARD EMERGING MKTS PT	52106N889		7/1/2009		9/12/2012	4,411	3,344				0	1,0			
17	X	LAZARD EMERGING MKTS PT	52106N889		7/1/2009		11/9/2012	4,000	3,039				0	9			
18	X	PIMCO TOTAL RET FD-INST #	693390700		9/25/2008		6/4/2012	1,500	1,379				0	1			
19	X	PIMCO TOTAL RET FD-INST #	693390700		9/25/2008		9/12/2012	2,307	2,082				0	2			
20	X	PIMCO HIGH YIELD FD-INST #	693390841		7/1/2009		6/4/2012	600	489				0	1			
21	X	PIMCO HIGH YIELD FD-INST #	693390841		7/1/2009		9/12/2012	6,179	4,878				0	1,3			
22	X	DODGE & COX INCOME FD CC	256210105		3/11/2010		6/4/2012	1,500	1,447				0	0			
23	X	DODGE & COX INCOME FD CC	256210105		3/11/2010		9/12/2012	8,061	7,677				0	3			
24	X	DODGE & COX INCOME FD CC	256210105		3/11/2010		11/9/2012	5,964	5,643				0	3			
25	X	DODGE & COX INCOME FD CC	256210105		9/25/2008		11/9/2012	9,245	7,905				0	1,3			
26	X	PIMCO HIGH YIELD FD-INST #	693390841		7/1/2009		11/9/2012	5,600	4,426				0	1,1			
27	X	PIMCO REAL RETURN FUND-I	693391104		1/22/2010		6/4/2012	200	176				0	2			
28	X	PIMCO REAL RETURN FUND-I	693391104		1/22/2010		9/12/2012	2,126	1,871				0	2			
29	X	PIMCO REAL RETURN FUND-I	693391104		1/22/2010		11/9/2012	1,970	1,686				0	2			
30	X	T ROWE PRICE BLUE CHIP GR	77954Q106		8/18/2011		6/4/2012	2,000	1,700				0	3			
31	X	T ROWE PRICE BLUE CHIP GR	77954Q106		8/18/2011		8/7/2012	7,500	5,920				0	1,5			
32	X	T ROWE PRICE BLUE CHIP GR	77954Q106		8/18/2011		9/12/2012	14,404	11,008				0	3,3			
33	X	T ROWE PRICE BLUE CHIP GR	77954Q106		8/18/2011		11/9/2012	12,480	10,023				0	2,4			
34	X	TCW SMALL CAP GROWTH FI	87234N849		9/12/2012		1/4/2013	2,202	2,311				0	-1			
35	X	CRM MID CAP VALUE FD-INST	92934R769		7/1/2009		6/4/2012	560	422				0	1			

Part I, Line 16a (990-PF) - Legal Fees

		1,853	0	0	1,853
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,853			1,853

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

		500	0	0	500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	500			500

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

		72	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX DUE	36	0		
2	ESTIMATED EXCISE PAYMENTS	36			

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

		716	0	0	716
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE OF CONNECTICUT	716	0		716

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

		256,180	267,663	298,472
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description			
1	OTHER	256,180	267,663	298,472

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

Long Term CG Distributions										1,733		29,417		0		29,417		0		29,417		
Short Term CG Distributions										0		0		0		0		0		0		
Description of Property Sold										CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Gains or Losses
1	CRM MID CAP VALUE FD-INSTL #32	92934R769										9/12/2012	7,165			0	4,892	2,273	0	0	0	2
2	CRM MID CAP VALUE FD-INSTL #32	92934R769										11/9/2012	6,376			0	4,458	1,918	0	0	0	1
3	DREYFUS THE BOSTON CO SIC - I #654	26203E836										6/4/2012	500			0	360	140	0	0	0	1
4	DREYFUS THE BOSTON CO SIC - I #654	26203E836										9/12/2012	6,201			0	3,882	2,309	0	0	0	2
5	DREYFUS THE BOSTON CO SIC - I #654	26203E836										11/9/2012	5,214			0	3,514	1,700	0	0	0	1
6	FEDERATED STRAT VAL DIV FD IS #662	31417Z560										6/4/2012	7,500			0	6,506	994	0	0	0	0
7	FEDERATED STRAT VAL DIV FD IS #662	31417Z560										8/7/2012	17,221			0	14,939	2,282	0	0	0	2
8	FEDERATED STRAT VAL DIV FD IS #662	31417Z560										11/9/2012	15,057			0	13,564	1,493	0	0	0	1
9	FID ADV EMER MKTS INC- CL-I #607	315920702										9/12/2012	3,521			0	3,526	-5	0	0	0	0
10	FID ADV EMER MKTS INC- CL-I #607	315920702										11/9/2012	3,261			0	3,202	59	0	0	0	0
11	HARBOR INTERNATIONAL FUND INST #2011	411511306										6/4/2012	400			0	421	-21	0	0	0	0
12	HARBOR INTERNATIONAL FUND INST #2011	411511306										9/12/2012	5,394			0	4,972	422	0	0	0	0
13	HARBOR INTERNATIONAL FUND INST #2011	411511306										11/9/2012	4,853			0	4,535	318	0	0	0	0
14	LAZARD EMERGING MKTS PTFL #638	52106N989										6/4/2012	400			0	348	54	0	0	0	0
15	LAZARD EMERGING MKTS PTFL #638	52106N989										9/12/2012	4,411			0	3,344	1,067	0	0	0	1
16	LAZARD EMERGING MKTS PTFL #638	52106N989										11/9/2012	4,000			0	3,039	961	0	0	0	0
17	PIMCO TOTAL RET FD-INST #35	693390700										6/4/2012	1,500			0	1,379	121	0	0	0	0
18	PIMCO TOTAL RET FD-INST #35	693390700										9/25/2008	2,307			0	2,082	225	0	0	0	0
19	PIMCO HIGH YIELD FD-INST #108	693390841										6/4/2012	600			0	499	101	0	0	0	0
20	PIMCO HIGH YIELD FD-INST #108	693390841										9/12/2009	6,179			0	4,878	1,301	0	0	0	1
21	DODGE & COX INCOME FDCOM #147	256210105										9/12/2009	1,500			0	1,447	53	0	0	0	0
22	DODGE & COX INCOME FDCOM #147	256210105										3/11/2010	8,061			0	7,677	384	0	0	0	0
23	DODGE & COX INCOME FDCOM #147	256210105										9/12/2010	5,964			0	5,643	321	0	0	0	0
24	DODGE & COX INCOME FDCOM #147	256210105										11/9/2012	9,245			0	7,905	1,340	0	0	0	1
25	DODGE & COX INCOME FDCOM #147	256210105										9/25/2008	9,245			0	7,905	1,340	0	0	0	1
26	PIMCO HIGH YIELD FD-INST #108	693390841										11/9/2012	1,174			0	4,426	1,174	0	0	0	0
27	PIMCO REAL RETURN FUND-INST #122	693391104										6/4/2012	200			0	176	24	0	0	0	0
28	PIMCO REAL RETURN FUND-INST #122	693391104										9/12/2012	2,126			0	1,871	255	0	0	0	0
29	PIMCO REAL RETURN FUND-INST #122	693391104										12/22/2010	1,970			0	1,696	274	0	0	0	0
30	T ROWE PRICE BLUE CHIP GRWTH #63	7954Q106										6/4/2012	2,000			0	1,700	300	0	0	0	0
31	T ROWE PRICE BLUE CHIP GRWTH #63	7954Q106										8/18/2011	7,500			0	5,920	1,580	0	0	0	1
32	T ROWE PRICE BLUE CHIP GRWTH #63	7954Q106										9/18/2011	14,400			0	11,008	3,396	0	0	0	0
33	T ROWE PRICE BLUE CHIP GRWTH #63	7954Q106										11/9/2012	12,480			0	10,023	2,457	0	0	0	2
34	TOW SMALL CAP GROWTH FUND-I #472	92934R769										9/12/2012	2,202			0	2,311	-109	0	0	0	0
35	CRM MID CAP VALUE FD-INSTL #32	92934R769										6/4/2012	560			0	422	138	0	0	0	0

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

[illegible]

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

		Date	1	Amount
1	Credit from prior year return		1	36
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	36

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	1,837
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,837

Name: ANTHONY F BAUER FOUNDATION

Account # 9513840276

FYE: 01/31/2013

Balance Sheet

Account Number	CUSIP	Asset Name	Book Value	FMV
9513840276	04314H204	ARTISAN INTERNATIONAL FUND #661	8,133.00	8,998.42
9513840276	04314H600	ARTISAN MID CAP FUND-INS #1333	5,029.00	5,228.05
9513840276	22544R305	CREDIT SUISSE COMM RET ST-I #2156	9,149.00	9,000.46
9513840276	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	4,532.00	4,867.22
9513840276	256206103	DODGE & COX INT'L STOCK FD #1048	8,149.00	9,057.08
9513840276	256210105	DODGE & COX INCOME FD COM #147	26,311.82	30,594.11
9513840276	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	8,962.00	9,342.14
9513840276	262028855	DRIEHAUS ACTIVE INCOME FUND	2,703.00	2,762.79
9513840276	26203E836	DREYFUS/THE BOSTON CO S/C - I #6941	4,695.91	6,913.99
9513840276	314172560	FEDERATED STRAT VAL DIV FD IS #662	18,110.29	21,203.29
9513840276	315920702	FID ADV EMER MKTS INC- CL I #607	4,271.98	4,335.96
9513840276	339128100	JP MORGAN MID CAP VALUE-I #758	4,067.00	4,313.89
9513840276	367829884	GATEWAY FUND - Y #1986	4,532.00	4,592.28
9513840276	411511306	HARBOR INTERNATIONAL FD INST #2011	6,071.75	7,106.32
9513840276	411511504	HARBOR CAPITAL APRCTION-INST #2012	10,869.00	11,417.99
9513840276	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	3,598.00	3,421.79
9513840276	464287200	ISHARES CORE S & P 500 ETF	6,367.88	6,770.70
9513840276	464287648	ISHARES RUSSELL 2000 GROWTH	4,407.40	4,777.08
9513840276	487300808	KEELEY SMALL CAP VAL FD CL I #2251	4,525.00	5,131.80
9513840276	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	4,079.00	3,811.30
9513840276	52106N889	LAZARD EMERGING MKTS PTFI #638	4,068.71	5,512.63
9513840276	552983694	MFS VALUE FUND-CLASS I #893	8,257.00	8,867.08
9513840276	589509108	MERGER FD SH BEN INT #260	2,720.00	2,692.39
9513840276	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	5,391.00	5,809.66
9513840276	693390700	PIMCO TOTAL RET FD-INST #35	37,450.55	39,603.40
9513840276	693390841	PIMCO HIGH YIELD FD-INST #108	5,906.00	7,582.25
9513840276	693390882	PIMCO FOREIGN BD FD USD H-INST #103	4,056.00	3,870.09
9513840276	693391104	PIMCO REAL RETURN FUND-INST #122	2,146.33	2,523.17
9513840276	76628T645	RIDGEWORTH SEIX HY BD-I #5855	9,250.00	9,476.59
9513840276	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	13,348.94	18,085.80
9513840276	77957P105	T ROWE PRICE SHORT TERM BD FD #55	2,441.00	2,430.96
9513840276	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	6,321.65	6,568.06
9513840276	922042858	VANGUARD FTSE EMERGING MARKETS ETF	5,433.29	5,837.36
9513840276	922908553	VANGUARD REIT VIPER	6,366.60	6,621.22
9513840276	92934R769	CRM MID CAP VALUE FD-INSTL #32	5,941.67	9,344.33
9513840276		Cash	16,714.68	16,714.68
			284,377.45	315,186.33