21-10-001-9438038

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 FEB 1, 2012 , and ending JAN 31, 2013

Name of foundation
JULIUS L & LIBBIE B STEINSAPIR FDN
C/O PNC BANK NA

A Employer identification number
25-6104248

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
PO BOX 609

B Telephone number
800-622-8036

City or town, state, and ZIP code
PITTSBURGH, PA 15230-9738

C If exemption application is pending check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,953,483.

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

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

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

	Line	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		STATEMENT 1
	4 Dividends and interest from securities	46,047.	46,047.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,451.			
	b Gross sales price for all assets on line 6a 719,403.				
	7 Capital gain net income (from Part IV, line 2)		50,451.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	96,518.	96,518.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,000.	10,500.		10,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	19,004.	19,004.		0.
	17 Interest				
	18 Taxes STMT 4	3,305.	35.		0.
	19 Depreciation and depletion				
	20 Occupancy	6,638.	0.		6,638.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	14.	14.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	49,961.	29,553.		17,138.
	25 Contributions, gifts, grants paid	73,000.			73,000.
	26 Total expenses and disbursements. Add lines 24 and 25	122,961.	29,553.		90,138.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-26,443.			
	b Net investment income (if negative, enter -0-)		66,965.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

16310522 794130 9438038 2012.03030 JULIUS L & LIBBIE B STEINSA 94380381

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,777.	39,748.	39,748.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	100,975.	51,175.	60,861.
	b Investments - corporate stock STMT 7	1,332,668.	1,283,880.	1,569,387.
	c Investments - corporate bonds STMT 8	201,596.	251,770.	283,487.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,653,016.	1,626,573.	1,953,483.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,653,016.	1,626,573.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,653,016.	1,626,573.	
	31 **Total liabilities and net assets/fund balances**	1,653,016.	1,626,573.	

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	1,653,016.
2	Enter amount from Part I, line 27a	2	-26,443.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,626,573.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,626,573.

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	SALES OF PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(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	708,831.		668,952.	39,879.
b	10,572.			10,572.
c				
d				
e				

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				39,879.
b				10,572.
c				
d				
e				

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 — 50,451.

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)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	103,473.	1,850,195.	.055925
2010	98,141.	1,756,387.	.055877
2009	100,948.	1,672,018.	.060375
2008	121,103.	1,991,473.	.060811
2007	119,621.	2,612,189.	.045793

2	**Total** of line 1, column (d)	2	.278781
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	.055756
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,866,705.
5	Multiply line 4 by line 3	5	104,080.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	670.
7	Add lines 5 and 6	7	104,750.
8	Enter qualifying distributions from Part XII, line 4	8	90,138.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	1,339.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,339.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,339.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,000.		
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	2,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	661.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 661. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK NA Telephone no ▶ 800-622-8036
Located at ▶ PO BOX 94651, CLEVELAND, OH ZIP+4 ▶ 44101-4651

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

(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
MARTIN A MALLIT 5604 SOLWAY STREET, STE 208 PITTSBURGH, PA 15217	CO-TRUSTEE 9.00	7,000.	0.	0.
HAROLD ASH 5604 SOLWAY STREET, STE 208 PITTSBURGH, PA 15217	CO-TRUSTEE 9.00	7,000.	0.	0.
ALBERTA SHAPIRA 5604 SOLWAY STREET, STE 208 PITTSBURGH, PA 15217	CO-TRUSTEE 9.00	7,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶		0

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 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments See instructions. 3 N/A	0.
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	1,895,132.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,895,132.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,895,132.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,427.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,866,705.
6	**Minimum investment return.** Enter 5% of line 5	6	93,335.

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	93,335.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,339.		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	91,996.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	91,996.

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	90,138.
b	Program-related investments - total from Part IX-B	1b	0.
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	90,138.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	90,138.

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				91,996.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			38,909.	
b Total for prior years: ____, ____, ____		0.		
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: ▶$ 90,138.				
a Applied to 2011, but not more than line 2a			38,909.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				51,229.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				40,767.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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 ▶ [X] 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:

MARTIN MALLITT, 412-768-4259
C/O PNC BANK NA, 2 PNC PLAZA, 25TH FL, PITTSBURGH, PA 15222

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

NO REQUIRED FORM

c Any submission deadlines

NONE

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

ALL RECIPIENTS MUST BE TAX EXEMPT ORGANIZATIONS.

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACCESS EXCHANGE INTERNATIONAL 112 SAN PABLO AVENUE SAN FRANCISCO, CA 94127	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
ALLEY CAT ALLIES 7920 NORFOLK AVE STE 600 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
ANGLICAN DIOCESE OF PITTSBURGH ONE ALLEGHENY SQUARE SUITE 650 PITTSBURGH, PA 15212	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
ANIMAL FRIENDS INC 562 CAMP HORNE ROAD PITTSBURGH, PA 15237	NONE	PUBLIC CHARITY	GENERAL SUPPORT	350.
ANIMAL PROTECTION INSTITUTE PO BOX 22505 SACRAMENTO, CA 95822	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	73,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	20.	
4 Dividends and interest from securities			14	46,047.	
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	50,451.	
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.		96,518.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 96,518.

(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).

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

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

Mark G Mulla | 6-4-13 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF ROBERTS	Jeff Roberts	05/22/13		P00121272
Firm's name ▶ PNC BANK NA			Firm's EIN ▶ 22-1146430	
Firm's address ▶ PO BOX 94651 CLEVELAND, OH 44101-4651			Phone no. 880-662-8036	

Form **990-PF** (2012)

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12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANIMAL RESCUE LEAGUE OF WESTERN PA 6620 HAMILTON AVENUE PITTSBURGH, PA 15206	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
CARRIAGE HOUSE CHILDRENS CENTER 5604 SOLWAY STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
CHABAD LUBAVITCH OF THE SOUTH HILLS 1701 MCFARLAND ROAD PITTSBURGH, PA 15216	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150.
DELTA RESCUE PO BOX 9 GLENDALE, CA 91209	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,000.
DUQUENSE UNIVERSITY OF LAW 600 FORBES AVENUE PITTSBURGH, PA 15282	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
HOLOCAUST EDUCATION PROJECT 48 NEWGATE ROAD PITTSBURGH, PA 15202	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
FRAXA RESEARCH FOUNDATION 45 PLEASEANT STREET NEWBURYPORT, MA 01950	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
Total from continuation sheets				69,200.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FUND FOR FERAL CATS 3207 SHADY AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
GREENPEACE PO BOX 90136 FREDERICKSBURG, VA 22404	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
JEWISH ASSOCIATION ON AGING 200 JHF DRIVE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,000.
JEWISH CEMETERY AND BURIAL ASSOC PO BOX 81863 PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
JEWISH NATIONAL FUND 5915 BEACON STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
JEWISH RESIDENTAL SERVICES 4905 FIFTH AVENUE SUITE 3 PITTSBURGH, PA 15213	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
JUBILEE ASSOCIATION INC PO BOX 42251 PITTSBURGH, PA 15203	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
KETHER TORAH CEMETERY 5706 BARTLETT STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
LITTLE SISTERS OF THE POOR 1028 BENTON AVENUE PITTSBURGH, PA 15212	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
MUNROEVILLE FIRE COMPANY NO 6 600 GARDEN CITY DRIVE MONROEVILLE, PA 15146	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NA'AMAT 6328 FORBES AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
NATIONAL ANTI-VIVISECTION SOCIETY 3071 PAYSHERE CIRCLE CHICAGO, IL 60674	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300.
NATIONAL COUNCIL OF JEWISH WOMEN 1620 MURRAY AVE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
NATIONAL WILDLIFE FEDERATION PO BOX 1691 MERRIFIELD, VA 22116	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
OHAV SHALOM TEMPLE 8400 THOMPSON RUN ROAD ALLISON PARK, PA 15101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 32509	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750.
PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS PO BOX 96684 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
PITTSBURGH ASSOC FOR THE EDUCATION OF YOUNG CHILDREN 5604 SOLWAY STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
PITTSBURGH KOLLEL BETH YITZHOK 5808 BEACON STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PITTSBURGH ZOO AND PPG AQUARIUM ONE WILD PLACE PITTSBURGH, PA 15206	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POALE ZEDECK CONGREGATION 6318 PHILIPS AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,250.
RAINBOW KITCHEN COMM SERVICES 135 EAST NINTH AVENUE HOMESTEAD, PA 15120	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
READY YOURSELVES YOUTH RANCE 110 PAIGE DRIVE ROCHESTER, PA 15074	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
RIVERVIEW TOWERS 52 GARETTA STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,750.
SHAARE TORAH CEMETERY 22319 MURRAY AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
SISTERS OF DIVINE PROVIDENCE 9000 BABCOCK BOULEVARD ALLISON PARK, PA 15101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100.
TEMPLE DAVID 4415 NORTHERN PIKE MONROEVILLE, PA 15146	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,250.
TEMPLE SINAI DENVER 3508 SOUTH GLENCOE STREET DENVER, CO 80237	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
THE ALEPH INSTITUTE 5804 BEACON STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE FUNDS FOR ANIMALS PO BOX 52182 PHOENIX, AZ 85072	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HUMANE SOCIETY PO BOX 52137 PHOENIX, AZ 85072	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
THE SALVATION ARMY 700 NORTH BELL AVENUE CARNEGIE, PA 15106	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
TORAH ONE ON ONE 2202 SHADY AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPORT	1,250.
TRANSITIONAL SERVICES INC 806 WEST STREET HOMESTEAD, PA 15120	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750.
UNITED JEWISH FEDERATION 243 MCKEE PLACE PITTSBURGH, PA 15213	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
UNITED MITOCHONDRIAL DISEASE FOUNDATION 8085 SALTSBURG ROAD PITTSBURGH, PA 15239	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
WORLD WILDLIFE FUND 1250 TWENTYFOURTH STREET NW WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
YESHIVA ACHEI TMIMIN SCHOOL 2100 WIGHTMAN STREET PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	16,000.
BETH HAMEDRASH HAGODOL-BETH 709 FORBES AVENUE PITTSBURGH, PA 15219	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750.
HADASH RISHON GROUP 50 WEST 58TH ST NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BETH ABRAHAM CONGREGATION & CEMETERY 2715 MURRAY AVENUE PITTSBURGH, PA 15217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750.
FRANCISCAN FATHERS T.O.R. 317 WEST PIKE STREET CANONSBURG, PA 15317	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET AND TEMPORARY INVESTMENTS	20.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TRUST INVESTMENT INCOME	56,619.	10,572.	46,047.
TOTAL TO FM 990-PF, PART I, LN 4	56,619.	10,572.	46,047.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC INVESTMENT MANAGEMENT FEE	19,004.	19,004.		0.
TO FORM 990-PF, PG 1, LN 16C	19,004.	19,004.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR TAX BALANCE DUE	1,270.	0.		0.
ESTIMATED TAX PAID	2,000.	0.		0.
FOREIGN TAX PAID	35.	35.		0.
TO FORM 990-PF, PG 1, LN 18	3,305.	35.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR SERVICE FEES	14.	14.		0.
TO FORM 990-PF, PG 1, LN 23	14.	14.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		51,175.	60,861.
TOTAL U.S. GOVERNMENT OBLIGATIONS			51,175.	60,861.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			51,175.	60,861.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	1,283,880.	1,569,387.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,283,880.	1,569,387.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	251,770.	283,487.
TOTAL TO FORM 990-PF, PART II, LINE 10C	251,770.	283,487.

Summary

Portfolio value

Income		Principal		Total	
Income on January 31	$5,685 59	Principal on January 31	$1,947,796 94	Total portfolio value on January 31	$1,953,482.53
Income on January 1	15,911.71	Principal on January 1	1,881,425.10	Total portfolio value on January 1	1,897,336 81
Change in value	- $10,226 12	Change in value	$66,371 84	Total change in value	$56,145.72

Portfolio value by asset class

Income	Value Jan 31	Value Jan 1	Change in value	Tax cost*
Cash and cash equivalents	$5,685 59	$15,911 71	- $10,226 12	$5,685 59
Principal	Value Jan 31	Value Jan 1	Change in value	Tax cost*
Cash and cash equivalents	$34,062.03	$34,069 35	- $7 32	$34,062 03
Fixed income	344,348.28	346,310 22	- 1,961.94	302,945 27
Equities	1,569,386.63	1,501,045 53	68,341 10	1,283,880 39
Total	$1,953,482.53	$1,897,336.81	$56,145.72	$1,626,573.28

* *We use tax cost to calculate the cost of your portfolio When this information is not available for all assets, your portfolio's tax cost may be understated To determine if we have tax cost information for all your assets, call John Montoya your Account Advisor*

Detail

Portfolio - income

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PNC MONEY MARKET FUND FUND #417	$15,911 71 5,685 590	$5,685 59 $1 0000	0 30 %	$5,685 59 $1 00		0 14 %	$7 49	$0 38

Portfolio - principal

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
PNC MONEY MARKET FUND FUND #417	$34,069 35 34,062 030	$34,062 03 $1 0000	1 75 %	$34,062 03 $1 00		0 14 %	$44 89	$1 44

Fixed income
Treasury bonds

Description (Cusip)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY BOND 07 500% DUE 11/15/2016 RATING AAA (912810DX3)	$126,734 00 100,000	$125,805 00 $125 8050	6 45 %	$100,975 00 $100 98	$24,830 00	5 97 %	$7,500 00	$1,616 02

Detail

Etf - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES IBOXX $ INVESTOP (LQD) INVESTMENT GRADE CORP BD FD ETF	$36,297 00 300	$35,826 00 $119 4200	1 84 %	$28,044 00 $93 48	$7,782 00	3 86 %	$1,382 40	
VANGUARD TOTAL BOND MARKET (BND) ETF	25,209 00 300	25,035 00 83 4500	1 29 %	23,130 90 77 10	1,904 10	2 62 %	655 20	
Total etf - fixed income		**$60,861.00**	**3.12 %**	**$51,174.90**	**$9,686.10**	**3.35 %**	**$2,037.60**	

Mutual funds - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DODGE & COX INCOME FUND (DODIX)	$52,144 47 3,762 227	$52,144 47 $13 8600	2 67 %	$50,000 00 $13 29	$2,144 47	3 50 %	$1,820 92	
FIDELITY ADVISOR FLOATING HIGH (FFRIX) INCOME FUND I FUND #279	20,180 36 2,034 310	20,261 73 9 9600	1 04 %	20,099 19 9 88	162 54	3 18 %	642 84	54 52
PIMCO FDS (PTTRX) TOTAL RETURN BD FUND INSTL CLASS, FD #35	29,833 16 2,654 196	29,700 45 11 1900	1 53 %	30,696 18 11 57	- 995 73	3 11 %	923 66	50 22
T ROWE PRICE SHORT TERM BOND FD (PRWBX) FD #55	10,000 00 2,061 855	9,979 38 4 8400	0 52 %	10,000 00 4 85	- 20 62	1 97 %	195 88	11 87
VANGUARD FIXED INCOME SECS FD (VIPSX) INFLATION-PROTECTED SECS FD #119	45,912 23 3,159 823	45,596 25 14 4300	2 34 %	40,000 00 12 66	5,596 25	2 54 %	1,156 50	
Total mutual funds - fixed income		**$157,682.28**	**8.07 %**	**$150,795.37**	**$6,886.91**	**3.01 %**	**$4,739.80**	**$116.61**
Total fixed income		**$344,348.28**	**17.63 %**	**$302,945.27**	**$41,403.01**	**4.15 %**	**$14,277.40**	**$1,732.63**

Detail

Equities
Stocks

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ACCENTURE PLC CLASS A (ACN) ISIN IE00B4BNMY34 SEDOL B4BNMY3	$9,975 00 150	$10,783 50 $71 8900	0 56 %	$10,049 78 $67 00	$733 72	2 26 %	$243 00	
COVIDIEN PLC (COV) ISIN IE00B68SQD29 SEDOL B68SQD2	16,744 60 290	18,078 60 62 3400	0 93 %	14,354 11 49 50	3,724 49	1 67 %	301 60	
ENSCO PLC CLASS A (ESV) SEDOL B4VLR19 ISIN GB00B4VLR192	10,077 60 170	10,806 90 63 5700	0 56 %	10,132 25 59 60	674 65	2 36 %	255 00	
AT&T INC (T)	23,259 90 690	24,005 10 34 7900	1 23 %	22,034 82 31 94	1,970 28	5 18 %	1,242 00	310 50
AGRIUM INC (AGU) SEDOL 2015530 ISIN CA0089161081	10,985 81 110	12,483 90 113 4900	0 64 %	10,722 21 97 48	1,761 69	1 77 %	220 00	
ALLERGAN INC (AGN)	11,924 90 130	13,651 30 105 0100	0 70 %	9,109 07 70 07	4,542 23	0 20 %	26 00	
AMERICAN EXPRESS CO (AXP)	14,944 80 260	15,290 60 58 8100	0 79 %	11,414 97 43 90	3,875 63	1 37 %	208 00	52 00
ANHEUSER BUSCH INBEV (BUD) SPONSORED ADR	15,733 80 180	15,948 00 88 6000	0 82 %	12,350 59 68 61	3,597 41	1 46 %	232 74	
APPLE INC (AAPL)	37,252 04 70	31,884 30 455 4900	1 64 %	9,785 00 139 79	22,099 30	2 33 %	742 00	
BOEING CO (BA)	16,579 20 220	16,251 40 73 8700	0 84 %	15,869 80 72 14	381 60	2 63 %	426 80	
CF INDUSTRIES HOLDINGS INC (CF)	12,189 60 50	11,458 50 229 1700	0 59 %	9,167 50 183 35	2,291 00	0 70 %	80 00	
CHEVRON CORPORATION (CVX)	23,790 80 220	25,333 00 115 1500	1 30 %	10,200 77 46 37	15,132 23	3 13 %	792 00	
CHUBB CORP (CB)	15,064 00 200	16,062 00 80 3100	0 83 %	8,168 00 40 84	7,894 00	2 05 %	328 00	
CISCO SYSTEMS INC (CSCO)	16,898 14 860	17,690 20 20 5700	0 91 %	15,936 65 18 53	1,753 55	2 73 %	481 60	
CITIGROUP INC (C)	15,428 40 390	16,442 40 42 1600	0 85 %	16,459 49 42 20	- 17 09	0 10 %	15 60	3 90

Detail

Equities

Stocks

Description (Symbol)	Market value last period Quantity	Current market value Current price per unit	% of total portfolio	Total tax cost Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
COCA COLA CO (KO)	19,575 00 540	20,109 60 37 2400	1 03 %	17,881 45 33 11	2,228 15	2 74 %	550 80	
COMCAST CORPORATION CL A (CMCSA)	19,800 80 530	20,182 40 38 0800	1 04 %	12,523 90 23 63	7,658 50	1 71 %	344 50	
COOPER COS INC (COO) NEW	10,172 80 110	11,148 50 101 3500	0 58 %	10,753 33 97 76	395 17	0 06 %	6 60	3 30
DISNEY WALT CO (DIS)	10,455 90 210	11,314 80 53 8800	0 58 %	9,668 40 46 04	1,646 40	1 40 %	157 50	
DISCOVER FINANCIAL W/I (DFS)	10,408 50 270	10,365 30 38 3900	0 54 %	9,746 57 36 10	618 73	1 46 %	151 20	
EMC CORP (EMC)	16,698 00 660	16,242 60 24 6100	0 84 %	12,191 94 18 47	4,050 66			
EASTMAN CHEM CO (EMN)	14,971 00 220	15,653 00 71 1500	0 81 %	11,827 11 53 76	3,825 89	1 69 %	264 00	
EBAY INC (EBAY)	18,868 89 370	20,708 90 55 9700	1 07 %	10,513 20 28 41	10,195 70			
EQUITY RESIDENTIAL (EQR) SH BEN INT REIT	9,633 90 170	9,416 30 55 3900	0 49 %	9,314 30 54 79	102 00	5 55 %	521 90	
EXXON MOBIL CORP (XOM)	33,754 50 390	35,088 30 89 9700	1 80 %	27,124 03 69 55	7,964 27	2 54 %	889 20	
FIFTH THIRD BANCORP (FITB)	13,224 00 870	14,172 30 16 2900	0 73 %	12,539 46 14 41	1,632 84	2 46 %	348 00	
GANNETT INC (GCI)	10,085 60 560	10,992 80 19 6300	0 57 %	10,283 28 18 36	709 52	4 08 %	448 00	
GENERAL ELECTRIC CO (GE)	26,657 30 1,270	28,295 60 22 2800	1 45 %	26,435 28 20 82	1,860 32	3 42 %	965 20	
GOLDMAN SACHS GROUP INC (GS)	 70	10,350 20 147 8600	0 53 %	10,147 93 144 97	202 27	1 36 %	140 00	
GOOGLE INC-CL A (GOOG)	14,147 60 20	15,113 80 755 6900	0 78 %	10,308 28 515 41	4,805 52			
THE HERSHEY COMPANY (HSY)	20,221 60 280	22,246 00 79 4500	1 14 %	15,176 87 54 20	7,069 13	2 12 %	470 40	

Detail

Equities
Stocks

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
HOME DEPOT INC (HD)	22,266 00 360	24,091 20 66 9200	1 24 %	16,060 96 44 61	8,030 24	1 74 %	417 60	
INTEL CORP (INTC)	9,279 00 450	9,468 00 21 0400	0 49 %	9,504 99 21 12	- 36 99	4 28 %	405 00	
INTERNATIONAL BUSINESS MACHS (IBM) CORP	15,324 00 80	16,245 60 203 0700	0 84 %	9,056 80 113 21	7,188 80	1 68 %	272 00	
JPMORGAN CHASE & CO (JPM)	23,743 26 540	25,407 00 47 0500	1 31 %	15,629 20 28 94	9,777 80	2 56 %	648 00	
JOHNSON & JOHNSON (JNJ)	19,628 00 280	20,697 60 73 9200	1 06 %	13,661 80 48 79	7,035 80	3 31 %	683 20	
LIMITED BRANDS INC (LTD)	14,588 60 310	14,886 20 48 0200	0 77 %	10,207 90 32 93	4,678 30	2 09 %	310 00	
M&T BK CORP (MTB)	11,816 40 120	12,322 80 102 6900	0 64 %	10,563 71 88 03	1,759 09	2 73 %	336 00	
MACY'S INC (M)	15,608 00 400	15,804 00 39 5100	0 81 %	11,264 00 28 16	4,540 00	2 03 %	320 00	
MC CORMICK & CO INC (MKC) NON-VOTING	10,164 80 160	9,976 00 62 3500	0 52 %	10,258 30 64 11	- 282 30	2 19 %	217 60	
MERCK & CO INC (MRK)	7,778 60 190	8,217 50 43 2500	0 43 %	7,558 20 39 78	659 30	3 98 %	326 80	
MICROSOFT CORP (MSFT)	20,031 75 750	20,587 50 27 4500	1 06 %	5,662 69 7 55	14,924 81	3 36 %	690 00	
MONSANTO CO (MON)	100	10,135 00 101 3500	0 52 %	10,254 61 102 55	- 119 61	1 49 %	150 00	
MOODY'S CORP (MCO)	15,599 20 310	16,994 20 54 8200	0 87 %	11,872 10 38 30	5,122 10	1 46 %	248 00	
MYLAN INC (MYL)	11,529 00 420	11,873 40 28 2700	0 61 %	10,002 68 23 82	1,870 72			
NATIONAL OILWELL VARCO INC (NOV)	10,936 00 160	11,862 40 74 1400	0 61 %	12,509 60 78 19	- 647 20	0 71 %	83 20	
OGE ENERGY CORP (OGE)	11,262 00 200	11,742 00 58 7100	0 61 %	9,611 77 48 06	2,130 23	2 85 %	334 00	

Detail

Equities
Stocks

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ORACLE CORP (ORCL)	11,995 20 360	12,783 60 35 5100	0 66 %	14,057 68 39 05	- 1,274 08	0 68 %	86 40	
PVH CORP (PVH)	12,211 10 110	13,075 70 118 8700	0 67 %	10,795 63 98 14	2,280 07	0 13 %	16 50	
PALL CORP (PLL)	9,641 60 160	10,928 00 68 3000	0 56 %	10,132 77 63 33	795 23	1 47 %	160 00	
PFIZER INC (PFE)	21,317 15 850	23,188 00 27 2800	1 19 %	13,492 98 15 87	9,695 02	3 52 %	816 00	204 00
POLARIS INDS INC (PII)	10,939 50 130	11,321 70 87 0900	0 58 %	9,613 20 73 95	1,708 50	1 93 %	218 40	
PROCTER & GAMBLE CO (PG)	19,009 20 280	21,044 80 75 1600	1 08 %	16,474 24 58 84	4,570 56	3 00 %	629 44	157 36
QUALCOMM (QCOM)	18,557 70 300	19,806 00 66 0200	1 02 %	16,170 20 53 90	3,635 80	1 52 %	300 00	
RESMED INC (RMD)	17,875 10 430	18,834 00 43 8000	0 97 %	13,668 92 31 79	5,165 08	1 56 %	292 40	
ROSS STORES INC (ROST)	7,572 60 140	8,358 00 59 7000	0 43 %	8,968 40 64 06	- 610 40	0 94 %	78 40	
SHIRE PLC (SHPG) SPONSORED ADR	11,061 60 120	12,016 80 100 1400	0 62 %	10,417 34 86 81	1,599 46	0 46 %	55 20	
SUNCOR ENERGY INC (SU) ISIN CA8672241079 SEDOL B3NB1P2	17,479 40 530	18,030 60 34 0200	0 93 %	14,538 97 27 43	3,491 63	1 55 %	277 72	
3M COMPANY (MMM)	12,999 00 140	14,077 00 100 5500	0 73 %	11,844 00 84 60	2,233 00	2 35 %	330 40	
UNION PACIFIC CORP (UNP)	17,600 80 140	18,404 40 131 4600	0 95 %	10,684 59 76 32	7,719 81	2 10 %	386 40	
UNITED TECHNOLOGIES CORP (UTX)	13,941 70 170	14,886 90 87 5700	0 77 %	9,509 39 55 94	5,377 51	2 45 %	363 80	
UNITEDHEALTH GROUP INC (UNH)	10,305 60 190	10,489 90 55 2100	0 54 %	9,621 56 50 64	868 34	1 54 %	161 50	
WELLS FARGO & COMPANY (WFC)	22,558 80 660	22,987 80 34 8300	1 18 %	18,548 58 28 10	4,439 22	2 88 %	660 00	165 00

Detail

Equities

Stocks

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
WHOLE FOODS MKT INC (WFM)	15,497 20 170	16,362 50 96 2500	0 84 %	10,727 08 63 10	5,635 42	0 84 %	136 00	
WISCONSIN ENERGY CORP (WEC)	18,425 00 500	19,715 00 39 4300	1 01 %	10,876 53 21 75	8,838 47	3 45 %	680 00	
Total stocks		**$1,054,191.20**	**53.97 %**	**$796,011.71**	**$258,179.49**	**2.08 %**	**$21,941.60**	**$896.06**

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES RUSSELL MIDCAP (IWR) INDEX FD ETF	$33,930 00 300	$36,258 00 $120 8600	1 86 %	$19,270 62 $64 24	$16,987 38	1 70 %	$615 60	
VANGUARD FTSE EMERGING MARKETS (VWO) ETF	13,359 00 300	13,368 00 44 5600	0 69 %	12,201 00 40 67	1,167 00	2 19 %	292 50	
Total etf - equity		**$49,626.00**	**2.54 %**	**$31,471.62**	**$18,154.38**	**1.83 %**	**$908.10**	

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ASTON TAMRO SMALL CAP FUND (ATSIX) CL I FUND #238	$24,187 65 1,224 691	$25,718 51 $21 0000	1 32 %	$20,991 21 $17 14	$4,727 30	0 07 %	$17 39	
ARTISAN FDS INC (ARTIX) INTERNATIONAL FUND #661 INV CLASS	42,016 24 1,708 672	44,032 48 25 7700	2 26 %	40,000 00 23 41	4,032 48	1 07 %	469 88	
DODGE & COX INTERNATIONAL (DODFX) STOCK FUND	86,520 74 2,497 712	90,841 79 36 3700	4 66 %	110,000 00 44 04	- 19,158 21	2 06 %	1,865 79	
GOLDMAN SACHS GRTH OPPOR (GGOIX) INSTIT CLASS FD #1132	43,237 31 1,749 790	45,477 04 25 9900	2 33 %	44,846 13 25 63	630 91			

Detail

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% of total portfolio	Total tax cost / Avg tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011	67,943 75 1,093 750	69,945 31 63 9500	3 59 %	70,000 00 64 00	- 54 69	1 97 %	1,373 75	
HARDING LOEVNER INTERNATIONAL (HLMIX) EQUITY PORTFOLIO	42,225 17 2,649 007	42,887 42 16 1900	2 20 %	40,000 00 15 10	2,887 42	0 81 %	344 37	
HARDING LOEVNER (HLEMX) EMERGING MARKETS PORTOFLIO FUND ADVISOR CLASS	45,638 09 941 574	46,325 44 49 2000	2 38 %	34,000 00 36 11	12,325 44	0 74 %	338 97	
ING EQUITY TR REAL ESTATE (CRARX) FUND CLASS I	29,862 54 1,718 213	30,756 01 17 9000	1 58 %	30,000 00 17 46	756 01	2 14 %	656 36	
PERKINS MID CAP VALUE FUND (JMVAX) FUND CLASS I FD # 1167	39,657 10 1,858 346	42,203 04 22 7100	2 17 %	44,112 97 23 74	- 1,909 93	0 74 %	308 49	
ROYCE TOTAL RETURN FUND INV (RYTRX) FUND #267	25,775 00 1,891 049	27,382 39 14 4800	1 41 %	22,446 75 11 87	4,935 64	1 49 %	406 58	
Total mutual funds - equity		**$465,569.43**	**23.83 %**	**$456,397.06**	**$9,172.37**	**1.24 %**	**$5,781.58**	
Total equities		**$1,569,386.63**	**80.34 %**	**$1,283,880.39**	**$285,506.24**	**1.82 %**	**$28,631.28**	**$896.06**
Total portfolio		**$1,953,482.53**	**100.00 %**	**$1,626,573.28**	**$326,909.25**	**2.20 %**	**$42,961.06**	**$2,630 51**

Pending Trades

Purchases

Description	Trade date	Settle date	Quantity	Price per unit	Cash
PROCTER & GAMBLE CO	01/30/13	02/04/13	140	$75 0365	- $10,509 31