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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 2/1/2012, and ending 1/31/2013

Name of foundation BROOK TROUT CHARITABLE TRUST		A Employer identification number 25-6612896
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,505,294	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	53,462	52,394		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	115,915			
b Gross sales price for all assets on line 6a 1,189,262				
7 Capital gain net income (from Part IV, line 2)		115,915		
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	169,377	168,309	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	31,284	23,463		7,821
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,750			2,750
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	11,072	818		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	45,106	24,281	0	10,571
25 Contributions, gifts, grants paid	102,000			102,000
26 Total expenses and disbursements. Add lines 24 and 25	147,106	24,281	0	112,571
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	22,271			
b Net investment income (if negative, enter -0-)		144,028		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	81,316	85,515	85,515
	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)	2,183,831	2,200,763	2,419,779
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,265,147	2,286,278	2,505,294
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds		2,286,278	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,265,147		
	30 Total net assets or fund balances (see instructions)	2,265,147	2,286,278	
	31 Total liabilities and net assets/fund balances (see instructions)	2,265,147	2,286,278	

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	2,265,147
2 Enter amount from Part I, line 27a	2	22,271
3 Other increases not included in line 2 (itemize) ▶ <u>COST BASIS ADJUSTMENT</u>	3	19
4 Add lines 1, 2, and 3	4	2,287,437
5 Decreases not included in line 2 (itemize) ▶ <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	1,159
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,286,278

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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

(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	115,915
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	109,963	2,400,239	0.045813
2010	103,699	2,315,199	0.044791
2009	111,015	2,053,670	0.054057
2008	124,428	2,254,801	0.055184
2007	98,941	2,711,430	0.036490

2 Total of line 1, column (d)	2	0.236335
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	0.047267
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,372,140
5 Multiply line 4 by line 3	5	112,124
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,440
7 Add lines 5 and 6	7	113,564
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	112,571

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,881
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	2,881
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	2,881
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,440	
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	8,440	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,559	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 2,881 Refunded ☐ 2,678	11		

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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐		1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20____, 20____, 20____, 20____	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	X

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

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**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?

5b N/A

6b X

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 Phila	Trustee 4.00	31,284		

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	2,343,404
b	Average of monthly cash balances	1b	64,860
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,408,264
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,408,264
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	36,124
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,372,140
6	Minimum investment return. Enter 5% of line 5	6	118,607

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	118,607
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,881
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,881
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	115,726
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	115,726
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	115,726

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	112,571
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	112,571
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	112,571

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.

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	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				115,726
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			101,654	
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 ▶ \$ 112,571				
a Applied to 2011, but not more than line 2a			101,654	
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				10,917
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				104,809
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- 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(i)(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(i)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	102,000
b Approved for future payment NONE				
Total			▶ 3b	0

BROOK TROUT CHARITABLE TRUST

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

Recipient(s) paid during the year

Name

MASONIC HOMES ASSOCIATION

Street

1 MASONIC DRIVE

City

ELIZABETHTOWN

State

PA

Zip Code

17022-2199

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

54,000

Name

PILGRIM CHAPTER ORDER OF DEMOLAY

Street

10200 NW AMBASSADOR DR

City

KANSAS CITY

State

MO

Zip Code

64153

Foreign Country**Relationship**

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

BETHEL #19 MECHANICSBURG JOB'S DAUGHTER

Street

233 W 6TH STREET

City

PAPILLION

State

NE

Zip Code

68046

Foreign Country**Relationship**

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

HARRISBURG ASSEMBLY #85 RAINBOW FOR GIRLS

Street

1520 E. 3RD STREET

City

REDFIELD

State

SD

Zip Code

57469

Foreign Country**Relationship**

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CHILDRENS DYSLEXIA CENTERS INC

Street

290 CRAMER CREEK CT

City

DUBLIN

State

OH

Zip Code

43017

Foreign Country**Relationship**

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

MASONIC CHARITIES GRAND LODGE

Street

1 MASOINC DRIVE

City

ELIZABETH

State

PA

Zip Code

17022

Foreign Country**Relationship**

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

BROOK TROUT CHARITABLE TRUST

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

Recipient(s) paid during the year

Name

PA MASONIC YOUTH FDN

Street

1244 BAINBRIDGE ROAD

City

ELIZABETHTOWN

State

PA

Zip Code

17022

Foreign Country

Relationship

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

SPECIAL OLYMPICS INC

Street

1325 G STREET NW, SUITE 500

City

WASHINGTON

State

DC

Zip Code

20005

Foreign Country

Relationship

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

Name

PENNSYLVANIA DEMOLAY

Street

1244 BAINBRIDGE ROAD

City

ELIZABETHTOWN

State

PA

Zip Code

17022

Foreign Country

Relationship

NONE

Foundation Status

501(C) (3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
								Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
								Gross Sales	Other sales	Gross Sales	Other Basis		
Long Term CG Distributions								7,681	0	1,189,262	0	1,073,347	115,915
Short Term CG Distributions								0	0	0	0	0	0
1	X	ARTISAN INTERNATIONAL FU	04314H204		9/14/2011		5/8/2012	3,053	2,734			0	319
2	X	ARTISAN INTERNATIONAL FU	04314H204		9/14/2011		8/8/2012	1,970	1,704			0	266
3	X	ARTISAN INTERNATIONAL FU	04314H204		9/14/2011		8/8/2012	18,213	15,749			0	2,464
4	X	ARTISAN INTERNATIONAL FU	04314H204		9/14/2011		11/19/2012	3,386	2,872			0	514
5	X	CREDIT SUISSE COMM RT ST	22544R305		9/14/2011		8/8/2012	5,171	5,781			0	-610
6	X	DODGE & COX INTL STOCK F	256206103		2/14/2012		8/8/2012	2,714	2,751			0	-37
7	X	DODGE & COX INTL STOCK F	256206103		5/10/2012		8/8/2012	9,272	9,045			0	227
8	X	DODGE & COX INTL STOCK F	256206103		9/14/2011		8/8/2012	6,110	5,795			0	315
9	X	DODGE & COX INTL STOCK F	256206103		9/14/2011		11/19/2012	6,613	6,030			0	583
10	X	DODGE & COX INCOME FD CL	256210105		5/10/2012		11/19/2012	15,498	15,232			0	267
11	X	DODGE & COX INCOME FD CL	256210105		8/10/2012		11/19/2012	10,518	10,413			0	105
12	X	DODGE & COX INCOME FD CL	256210105		9/19/2008		11/19/2012	59,429	51,238			0	8,191
13	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		5/8/2012	12,044	10,791			0	1,253
14	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		8/8/2012	3,892	3,385			0	507
15	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		11/19/2012	2,482	2,092			0	390
16	X	GOLDMAN SACHS GRTH OPP	38142Y401		3/9/2009		4/10/2012	75,612	33,347			0	42,265
17	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		8/8/2012	581	545			0	36
18	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		12/5/2012	86,046	79,986			0	6,060
19	X	HARBOR CAPITAL APRTION	411511504		9/14/2011		12/5/2012	85,887	76,066			0	9,821
20	X	HUSSMAN STRATEGIC GROW	448108100		9/14/2011		8/8/2012	31,409	36,234			0	-4,825
21	X	ISHARES S & P 500 INDEX FU	464287200		9/14/2011		5/8/2012	40,542	35,772			0	4,770
22	X	ISHARES CORE S & P 500 ETR	464287200		9/14/2011		12/5/2012	68,470	57,619			0	10,851
23	X	ISHARES CORE S & P 500 ETR	464287200		8/10/2012		12/5/2012	32,951	32,484			0	467
24	X	KEELEY SMALL CAP VAL FDC	487300808		5/10/2012		8/8/2012	3,230	3,156			0	74
25	X	KEELEY SMALL CAP VAL FDC	487300808		12/17/2010		11/19/2012	3,317	3,065			0	252
26	X	LAUDUS MONDRIAN INTL FLT	51855Q655		9/14/2011		8/8/2012	20,321	21,400			0	-1,079
27	X	MFS VALUE FUND-CLASS I #8	52983694		5/25/2011		8/8/2012	4,754	4,586			0	158
28	X	MFS VALUE FUND-CLASS I #8	52983694		5/25/2011		12/5/2012	88,407	83,932			0	4,475
29	X	MFS VALUE FUND-CLASS I #8	52983694		2/14/2012		12/5/2012	40,522	38,295			0	2,227
30	X	MFS VALUE FUND-CLASS I #8	52983694		5/10/2012		12/5/2012	4,127	3,938			0	189
31	X	MAINSTAY EP US EQUITY-INS	56063J302		9/14/2011		5/8/2012	3,738	3,489			0	249
32	X	MAINSTAY EP US EQUITY-INS	56063J302		9/14/2011		8/8/2012	39,318	35,850			0	3,468
33	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		11/19/2012	4,425	4,681			0	-256
34	X	PIMCO FOREIGN BD FD USD I	693390882		3/30/2010		8/8/2012	1,653	1,540			0	113
35	X	PIMCO FOREIGN BD FD USD I	693390882		5/25/2011		8/8/2012	5,495	5,202			0	293
36	X	PIMCO FOREIGN BD FD USD I	693390882		3/9/2009		8/8/2012	16,543	13,444			0	3,099
37	X	RIDGEMORTH SEIX HY BD-I #	766281645		8/10/2012		11/19/2012	12,946	12,828			0	118
38	X	T ROWE PRICE SHORT TERM	77957P105		5/25/2011		5/8/2012	9,267	9,286			0	-19
39	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		5/8/2012	25,610	25,557			0	53
40	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		8/8/2012	43,504	43,415			0	89
41	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		11/19/2012	12,183	12,158			0	25
42	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		8/8/2012	7,404	7,572			0	-168
43	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		11/19/2012	4,183	4,123			0	60
44	X	TCW SMALL CAP GROWTH FL	87234N849		5/10/2012		11/19/2012	5,450	5,826			0	-376
45	X	TCW SMALL CAP GROWTH FL	87234N849		12/17/2010		11/19/2012	29,669	33,778			0	-4,109
46	X	TCW SMALL CAP GROWTH FL	87234N849		12/17/2010		11/19/2012	37,532	39,745			0	-2,213
47	X	TCW SMALL CAP GROWTH FL	87234N849		8/10/2012		11/19/2012	2,360	2,329			0	31
48	X	VANGUARD REIT VIPER	922908553		12/17/2010		5/8/2012	4,310	3,525			0	785
49	X	VANGUARD REIT VIPER	922908553		12/17/2010		8/8/2012	3,227	2,578			0	649
50	X	SEE ATTACHED						15,848					15,848
51	X	SEE ATTACHED						150,374	150,374				0

ACCT 5892 1513017681
FROM 02/01/2012
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TAX PREPARER 184
TRUST ADMINISTRATOR 6445
INVESTMENT OFFICER: 1137

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
256.0000 DIAMOND HILL LONG-SHORT FD CL I #11 - 25264S833 - MINOR = 41							
SOLD		02/10/2012	4541 44				
ACQ	256 0000	09/14/2011	4541 44	4088 32	453 12	ST	Y
1371 0000 DODGE & COX INCOME FD COM - 256210105 - MINOR = 42							
SOLD		02/10/2012	43157 31				
ACQ	3171 0000	09/19/2008	43157 31	38083 71	5073 60	LT15	Y
219 0000 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES - 38142Y401 - MINOR = 41							
SOLD		02/10/2012	5374 26				
ACQ	219 0000	03/09/2009	5374 26	2391 48	2982 78	LT15	Y
103 0000 HARBOR FD CAP APPRECIATION - 411511504 - MINOR = 41							
SOLD		02/10/2012	4227 12				
ACQ	103 0000	05/25/2011	4227 12	4010 82	216 30	ST	Y
32 0000 ISHARES S&P 500 INDEX FUND - 464287200 - MINOR = 90							
SOLD		02/10/2012	4305 16				
ACQ	32 0000	09/14/2011	4305 16	3841 24	463 92	ST	Y
224 0000 KEELEY SMALL CAP VAL FD CL I #2251 - 487300808 - MINOR = 41							
SOLD		02/10/2012	5772 48				
ACQ	224 0000	12/17/2010	5772 48	5582 08	190 40	LT15	Y
3351 0000 MAINSTAY EP US EQ YLD-IS #1204 - 56063J302 - MINOR = 41							
SOLD		02/10/2012	43630 02				
ACQ	3351 0000	09/14/2011	43630 02	40882 20	2747 82	ST	Y
3892 0000 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL - 693390700 - MINOR = 42							
SOLD		02/10/2012	43240 12				
ACQ	820 5030	06/30/2009	9115 79	8574 26	541 53	LT15	Y
	3071 4970	09/19/2008	34124 33	32097 15	2027 18	LT15	Y
137 0000 TCW GALILEO FDS INC SMALL CAP GROWTH FD - 87234N849 - MINOR = 41							
SOLD		02/10/2012	4033 28				
ACQ	137 0000	12/17/2010	4033 28	3986 70	46 58	LT15	Y
128 0000 VANGUARD REIT VIPER - 922908553 - MINOR = 90							
SOLD		02/10/2012	7939 01				
ACQ	128.0000	12/17/2010	7939 01	6836 03	1102 98	LT15	Y
3053 7930 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES - 38142Y401 - MINOR = 41							
SOLD		04/10/2012	75611 91				
ACQ	3053 7930	03/09/2009	75611 91	33347 42	42264 49	LT15	Y
138 0000 ARTISAN FDS INC INTL FD INVESTOR CLASS - 04314H204 - MINOR = 41							
SOLD		05/08/2012	3052 56				
ACQ	138 0000	09/14/2011	3052 56	2733 78	318 78	ST	Y
459 0000 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND - 339128100 - MINOR = 41							
SOLD		05/08/2012	12044 16				
ACQ	459 0000	12/17/2010	12044 16	10791 09	1253 07	LT15	Y
298 0000 ISHARES S&P 500 INDEX FUND - 464287200 - MINOR = 90							
SOLD		05/08/2012	40541 63				
ACQ	298 0000	09/14/2011	40541 63	35771 56	4770 07	ST	Y
286 0000 MAINSTAY EP US EQ YLD-IS #1204 - 56063J302 - MINOR = 41							
SOLD		05/08/2012	3738 02				
ACQ	286 0000	09/14/2011	3738 02	3489 20	248 82	ST	Y
7191.0000 ROWE T PRICE SHORT TERM BD FD INC - 77957P105 - MINOR = 42							
SOLD		05/08/2012	34876 35				
ACQ	1910 6580	05/25/2011	9266 69	9285 80	-19 11	ST	Y
	5280 3420	02/14/2012	25609 66	25556 86	52 80	ST	Y
66.0000 VANGUARD REIT VIPER - 922908553 - MINOR = 90							
SOLD		05/08/2012	4310 03				
ACQ	66 0000	12/17/2010	4310 03	3524 83	785 20	LT15	Y
881 0000 ARTISAN FDS INC INTL FD INVESTOR CLASS - 04314H204 - MINOR = 41							
SOLD		08/08/2012	20183 71				
ACQ	86 0000	09/14/2011	1970 26	1703 66	266 60	ST	Y
	795 0000	09/14/2011	18213 45	15748 95	2464 50	ST	Y
623.0000 CREDIT SUISSE COMM RET ST-I #2156 - 22544R305 - MINOR = 41							
SOLD		08/08/2012	5170 90				
ACQ	623 0000	09/14/2011	5170 90	5781 44	-610 54	ST	Y
575.0000 DODGE & COX INT'L STOCK FD # 1048 - 256206103 - MINOR = 41							
SOLD		08/08/2012	18095 24				
ACQ	86 2260	02/14/2012	2713 53	2750 60	-37 07	ST	Y
	294.6290	05/10/2012	9271 97	9045 10	226.87	ST	Y
	194 1450	09/14/2011	6109 74	5795 23	314.51	ST	Y
144 0000 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND - 339128100 - MINOR = 41							
SOLD		08/08/2012	3892 32				
ACQ	144 0000	12/17/2010	3892 32	3385 44	506 88	LT15	Y
14.0000 HARBOR FD CAP APPRECIATION - 411511504 - MINOR = 41							
SOLD		08/08/2012	581 14				
ACQ	14 0000	05/25/2011	581 14	545 16	35.98	LT15	Y
2822 0000 HUSSMAN STRATEGIC GROWTH FD - 448108100 - MINOR = 41							
SOLD		08/08/2012	31408.86				
ACQ	2822 0000	09/14/2011	31408.86	36234 48	-4825 62	ST	Y
125.0000 KEELEY SMALL CAP VAL FD CL I #2251 - 487300808 - MINOR = 41							
SOLD		08/08/2012	3230 00				
ACQ	125 0000	05/10/2012	3230 00	3156 25	73 75	ST	Y
1712 0000 LAUDUS MONDRIAN INTL FI-INST #2940 - 51855Q655 - MINOR = 42							
SOLD		08/08/2012	20321 44				
ACQ	1712 0000	09/14/2011	20321 44	21400.00	-1078 56	ST	Y
190 0000 MFS VALUE FUND-CLASS I #893 - 552983694 - MINOR = 41							
SOLD		08/08/2012	4753 80				
ACQ	190 0000	05/25/2011	4753 80	4596 10	157 70	LT15	Y

ACCT 5892 1513017681
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TRUST YEAR ENDING 01/31/2013

TAX PREPARER 184
TRUST ADMINISTRATOR 6445
INVESTMENT OFFICER 1137

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2938 5310 MAINSTAY EP US EQ YLD-IS #1204 - 56063J302 - MINOR = 41							
SOLD		08/08/2012	39317 54				
ACQ	2938 5310	09/14/2011	39317 54	35850 08	3467 46	ST	Y
2144 0000 PIMCO FOREIGN BOND FUND-INST - 693390882 - MINOR = 42							
SOLD		08/08/2012	23691 20				
ACQ	149 6180	03/30/2010	1653 28	1539 57	113 71	LT15	Y
	497 3230	05/25/2011	5495 42	5202 00	293 42	LT15	Y
	1497 0590	03/09/2009	16542 50	13443 59	3098 91	LT15	Y
8970 0000 ROWE T PRICE SHORT TERM BD FD INC - 77957P105 - MINOR = 42							
SOLD		08/08/2012	43504 50				
ACQ	8970 0000	02/14/2012	43504 50	43414 80	89 70	ST	Y
191 0000 SPDR DJ WILSHIRE INTERNATIONAL REAL - 78463X863 - MINOR = 90							
SOLD		08/08/2012	7403 52				
ACQ	191 0000	05/23/2011	7403.52	7572 14	-168.62	LT15	Y
49 0000 VANGUARD REIT VIPER - 922908553 - MINOR = 90							
SOLD		08/08/2012	3226 94				
ACQ	49 0000	12/17/2010	3226 94	2578 41	648 53	LT15	Y
145 0000 ARTISAN FDS INC INTL FD INVESTOR CLASS - 04314H204 - MINOR = 41							
SOLD		11/19/2012	3385 75				
ACQ	145 0000	09/14/2011	3385.75	2872 45	513 30	LT15	Y
202 0000 DODGE & COX INT'L STOCK FD # 1048 - 256206103 - MINOR = 41							
SOLD		11/19/2012	6613 48				
ACQ	202 0000	09/14/2011	6613 48	6029 70	583 78	LT15	Y
6134 0000 DODGE & COX INCOME FD COM - 256210105 - MINOR = 42							
SOLD		11/19/2012	85446 62				
ACQ	1112 6230	05/10/2012	15498 84	15231 81	267 03	ST	Y
	755 0940	08/10/2012	10518.46	10412 74	105 72	ST	Y
	4266 2830	09/19/2008	59429 32	51238 06	8191.26	LT15	Y
89 0000 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND - 339128100 - MINOR = 41							
SOLD		11/19/2012	2482 21				
ACQ	89 0000	12/17/2010	2482 21	2092 39	389 82	LT15	Y
123 0000 KEELEY SMALL CAP VAL FD CL I #2251 - 487300808 - MINOR = 41							
SOLD		11/19/2012	3317 31				
ACQ	123 0000	12/17/2010	3317 31	3065 16	252 15	LT15	Y
134.0000 OPPENHEIMER DEVELOPING MKT-Y #788 - 683974505 - MINOR = 41							
SOLD		11/19/2012	4424 68				
ACQ	134 0000	05/25/2011	4424 68	4680 62	-255 94	LT15	Y
1305 0000 RIDGEWORTH SEIX HY BD-I #5855 - 76628T645 - MINOR = 42							
SOLD		11/19/2012	12945 60				
ACQ	1305 0000	08/10/2012	12945 60	12828.15	117 45	ST	Y
2512 0000 ROWE T PRICE SHORT TERM BD FD INC - 77957P105 - MINOR = 42							
SOLD		11/19/2012	12183.20				
ACQ	2512.0000	02/14/2012	12183 20	12158 08	25 12	ST	Y
104 0000 SPDR DJ WILSHIRE INTERNATIONAL REAL - 78463X863 - MINOR = 90							
SOLD		11/19/2012	4183 25				
ACQ	104 0000	05/23/2011	4183 25	4123 05	60 20	LT15	Y
1374 0000 TCW GALILEO FDS INC SMALL CAP GROWTH FD - 87234N849 - MINOR = 41							
SOLD		11/19/2012	35119 44				
ACQ	213 2390	05/10/2012	5450 39	5825 68	-375 29	ST	Y
	1160 7610	12/17/2010	29669 05	33778 15	-4109 10	LT15	Y
4104 3810 HARBOR FD CAP APPRECIATION - 411511504 - MINOR = 41							
SOLD		12/05/2012	171932 52				
ACQ	2054 0850	05/25/2011	86045 62	79986 06	6059 56	LT15	Y
	2050 2960	09/14/2011	85886 90	76066 00	9820 90	LT15	Y
711 0000 ISHARES S&P 500 INDEX FUND - 464287200 - MINOR = 90							
SOLD		12/05/2012	101421 87				
ACQ	480 0000	09/14/2011	68470 46	57618 63	10851.83	LT15	Y
	231 0000	08/08/2012	32951.41	32484 01	467 40	ST	Y
5221.9910 MFS VALUE FUND-CLASS I #893 - 552983694 - MINOR = 41							
SOLD		12/05/2012	133056 33				
ACQ	3469 6780	05/25/2011	88407 39	83931 51	4475 88	LT15	Y
	1590 3390	02/14/2012	40521 84	38295 37	2226 47	ST	Y
	161 9740	05/10/2012	4127 10	3937 60	189 50	ST	Y
1451 7000 TCW GALILEO FDS INC SMALL CAP GROWTH FD - 87234N849 - MINOR = 41							
SOLD		01/04/2013	39892 72				
ACQ	1365.8090	12/17/2010	37532 44	39745 04	-2212 60	LT15	Y
	85.8910	08/10/2012	2360 28	2329 36	30 92	ST	Y
TOTALS			1181580.95	1073347 15			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	12658 44	0 00	95575 36	0.00	0.00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0.00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	4209 73	0 00	7681 15			0.00
	16868 17	0 00	103256 51	0 00	0 00	0 00

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

		2,750	0	0	2,750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,750			2,750

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

		11,072	818	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	818	818		
2	PY EXCISE TAX DUE	1,814			
3	ESTIMATED EXCISE PAYMENTS	8,440			

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

		2,183,831		2,200,763		2,419,779	
		Book Value		Book Value		FMV	
		Beg of Year		End of Year		End of Year	
1	Asset Description	2,183,831		2,200,763		2,419,779	
	OTHER INVESTMENTS						

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

Long Term CG Distributions										Short Term CG Distributions										Amount	
																				7,881	
																				0	

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	101N Independence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	31,284	0	0
2												

31,284

0

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	6/11/2012	2 2,110
3 Second quarter estimated tax payment	7/11/2012	3 2,110
4 Third quarter estimated tax payment	10/10/2012	4 2,110
5 Fourth quarter estimated tax payment	1/9/2013	5 2,110
6 Other payments		6 0
7 Total		7 8,440

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	101,654
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	101,654

TrustAcctNumber	AssetID	AssetName1	EndofYrBookVal	EndofYrFairMktVal
1513017681	015351109	ALEXION PHARMACEUTICALS INC	4257.45	4229.55
1513017681	018490102	ALLERGAN INC	10192.59	11551.1
1513017681	023135106	AMAZON COM INC COM	12753	13275
1513017681	037833100	APPLE INC	33048.59	27329.4
1513017681	04314H204	ARTISAN INTERNATIONAL FUND #661	116072.12	150993.36
1513017681	04314H600	ARTISAN MID CAP FUND-INS #1333	84203.41	87211.51
1513017681	148887102	CATAMARAN CORP	9171.28	9859.1
1513017681	150870103	CELANESE CORP	4841.5	5391.2
1513017681	151020104	CELGENE CORP COM	8754.89	10885.6
1513017681	156782104	CERNER CORP COM	8644.7	9080.5
1513017681	169656105	CHIPOTLE MEXICAN GRILL INC	3990.3	4605.15
1513017681	177376100	CITRIX SYS INC COM	5115.3	6218.6
1513017681	189754104	COACH INC	5479.59	4845
1513017681	191216100	COCA COLA CO	9549.72	9496.2
1513017681	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	8341.98	9412
1513017681	20605P101	CONCHO RESOURCES INC	5363.8	5929.3
1513017681	22160K105	COSTCO WHOLESALE CORP	7924.5	7675.5
1513017681	22544R305	CREDIT SUISSE COMM RET ST-I #2156	132355.95	119552.22
1513017681	235851102	DANAHER CORP	8023.5	8989.5
1513017681	25243Q205	DIAGEO PLC - ADR	7782.4	7754.5
1513017681	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	88617.36	104782.03
1513017681	256206103	DODGE & COX INT'L STOCK FD #1048	91990.56	152148.77
1513017681	256210105	DODGE & COX INCOME FD COM #147	29941.41	34992.06
1513017681	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	114491.65	123496.81
1513017681	278865100	ECOLAB INC	7141.99	7240
1513017681	311900104	FASTENAL CO	3546.19	4222.8
1513017681	31428X106	FEDEX CORPORATION	6731.99	7608.75
1513017681	339128100	JP MORGAN MID CAP VALUE-I #758	56870.69	71336.31
1513017681	367829884	GATEWAY FUND - Y #1986	59770.71	60185.03
1513017681	38259P508	GOOGLE INC	17210.25	18892.25
1513017681	40425J101	HMS HLDGS CORP	4161.48	4770.5
1513017681	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	67896.06	56185.39
1513017681	45865V100	INTERCONTINENTALEXCHANGE INC	7832.4	8325
1513017681	461202103	INTUIT COM	8443.39	8733.2
1513017681	46120E602	INTUITIVE SURGICAL INC	7845.3	8615.7
1513017681	464287648	ISHARES RUSSELL 2000 GROWTH	76553.97	82633.32

1513017681	487300808	KEELEY SMALL CAP VAL FD CL I #2251	69875 11	86348 02
1513017681	517834107	LAS VEGAS SANDS CORP	7072.63	8563 75
1513017681	518439104	ESTEE LAUDER COMPANIES INC	8037.3	8225.55
1513017681	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	22527 33	20292.61
1513017681	589509108	MERGER FD SH BEN INT #260	47381.07	47398.27
1513017681	594918104	MICROSOFT CORP	8454 6	8646.75
1513017681	609207105	MONDELEZ INTERNATIONAL INC	6417.5	6947.5
1513017681	61166W101	MONSANTO CO NEW	10343 09	11655.25
1513017681	64110D104	NETAPP INC	4286 09	4680
1513017681	68389X105	ORACLE CORPORATION	7020 2	7812 2
1513017681	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	99188.52	106478 55
1513017681	693390700	PIMCO TOTAL RET FD-INST #35	228460.89	230970.4
1513017681	693390882	PIMCO FOREIGN BD FD USD H-INST #103	17441 14	20917 71
1513017681	731068102	POLARIS INDS INC COM	6509.6	6967.2
1513017681	740189105	PRECISION CASTPARTS CORP	15673 99	15589
1513017681	741503403	PRICELINE COM INC	6674 3	6854 7
1513017681	747525103	QUALCOMM INC	14372 98	14854 5
1513017681	750086100	RACKSPACE HOSTING INC	8742 49	9795 5
1513017681	751212101	RALPH LAUREN CORP	5377.75	5826 8
1513017681	76628T645	RIDGEWORTH SEIX HY BD-I #5855	111890.99	121028 61
1513017681	77957P105	T ROWE PRICE SHORT TERM BD FD #55	11701.46	11701 46
1513017681	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	86742.2	97980 49
1513017681	80004C101	SANDISK CORP COM	5599.99	6998 6
1513017681	806857108	SCHLUMBERGER LTD	9686.2	10536 75
1513017681	858912108	STERICYCLE INC COM	8460 89	8491.5
1513017681	88076W103	TERADATA CORP	3192.2	3666 3
1513017681	892356106	TRACTOR SUPPLY CO COM	13155.36	16068 85
1513017681	90384S303	ULTA SALON COSMETICS & FRAGRAN	4006.4	3912 8
1513017681	907818108	UNION PACIFIC CORP	11736 09	12488 7
1513017681	922042858	VANGUARD FTSE EMERGING MARKETS ETF	107818	108325 36
1513017681	922908553	VANGUARD REIT VIPER	75037.07	97338 76
1513017681	966837106	WHOLE FOODS MKT INC	8373.59	8662.5
1513017681	G1151C101	ACCENTURE PLC	8383 08	8626.8
1513017681	G3157S106	ENSCO PLC-CL A	6210 74	6674.85
		Total Other Investments	2200762 81	2419778.8

Savings & Temp 85515 23 85515 23

Grand Total 2286278.04 2505294.03