



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





<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		2,344	2,670
	3	Accounts receivable ►			2,670
		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)	42,695		
		c Investments—corporate bonds (attach schedule)	6,155		
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		44,951	48,096
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	<b>Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)</b>	51,194	47,621	50,766
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	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	<b>Total liabilities (add lines 17 through 22)</b>	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		47,621	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	51,194		
	30	<b>Total net assets or fund balances (see instructions)</b>	51,194	47,621	
	31	<b>Total liabilities and net assets/fund balances (see instructions) .</b>	51,194	47,621	

**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	51,194
2	Enter amount from Part I, line 27a	2	-3,550
3	Other increases not included in line 2 (itemize) ► ROUNDING	3	2
4	Add lines 1, 2, and 3	4	47,646
5	Decreases not included in line 2 (itemize) ►	5	25
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30</b>	6	47,621

**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 brck 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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> 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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b> 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 }			<b>2</b>	777
<b>3</b> 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			<b>3</b>	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	2,298	51,123	0.044950
2010	2,367	50,022	0.047319
2009	2,637	44,669	0.059034
2008	2,885	52,126	0.055347
2007	2,993	63,405	0.047204

**2** Total of line 1, column (d) . . . . .

**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 . . . . .

**4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .

**5** Multiply line 4 by line 3 . . . . .

**6** Enter 1% of net investment income (1% of Part I, line 27b) . . . . .

**7** Add lines 5 and 6 . . . . .

**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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	14
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b		
c	All other domestic foundations enter 2% of line 2b 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	14
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	14
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	64
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	64
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	14	Refunded ► 11 36

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933	
Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA		ZIP+4 ► 19106-2112	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee	4 00	670	
.....				
.....				
.....				
.....				

**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.

Expresso

**1 NONE**

3

3

1

**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

**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	49,540
b	Average of monthly cash balances	1b	2,254
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	51,794
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	51,794
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	777
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4.	5	51,017
6	Minimum investment return. Enter 5% of line 5	6	2,551

**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	2,551
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,537
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,537
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	2,537

**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	4,900
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	4,900
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	14
6	Adjusted qualifying distributions. Subtract line 5 from line 4		4,886

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				2,537
2 Undistributed income, if any, as of the end of 2012			2,379	
a Enter amount for 2011 only				
b Total for prior years: 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 ► \$ 4,900				
a Applied to 2011, but not more than line 2a			2,379	
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				2,521
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed					0		
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0		
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0		
3	Complete 3a, b, or c for the alternative test relied upon					0		
a	"Assets" alternative test—enter					0		
(1)	Value of all assets					0		
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					0		
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0		
c	"Support" alternative test—enter					0		
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0		
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0		
(3)	Largest amount of support from an exempt organization					0		
(4)	Gross investment income					0		

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

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

**NONE**

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

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	4,612
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue.</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>				14	1,162
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	777
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue. a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		1,939	0
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>			13		1,939

**Part XVI.B. Relationship of Activities to the Accomplishment of Exempt Purposes**



TW BEN &amp; AMELIA SOLOMON FUND

56-6040673 Page 1 of 1

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

Recipient(s) paid during the year

Name

COMMUNITY BOYS AND GIRLS CLUB

Street

901 NIXON STREET

City	State	Zip Code	Foreign Country
WILMINGTON	NC	28401	
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,306

Name

FANNIE NORWOOD MEMORIAL HOME

Street

501 SOUTH 15TH STREET

City	State	Zip Code	Foreign Country
WILMINGTON	NC	28401	
Relationship	Foundation Status		
NONE	501(C)(3) PUBLIC CHARITY		

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,306

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments
1 X ARTISAN INTERNATIONAL FUND	0431414204				7/13/2011		8/8/2012	412	408				0
2 X ARTISAN INTERNATIONAL FUND	0431414204				7/13/2011		1/9/2013	372	340				0
3 X ARTISAN MID CAP FUND-INS	0431414600				4/10/2012		1/9/2013	121	119				0
4 X CREDIT SUISSE COMM RT ST	2254448305				8/10/2011		8/8/2012	91	101				0
5 X CREDIT SUISSE COMM RET ST	2254448305				7/13/2011		1/9/2013	24	29				0
6 X DIAMOND HILL LONG-SHORT	2526438333				8/10/2012		8/8/2013	206	197				0
7 X DODGE & COX INTL STOCK F	256206103				8/12/2007		8/8/2012	94	161				0
8 X DODGE & COX INTL STOCK F	256206103				8/12/2007		8/8/2012	252	381				0
9 X DODGE & COX INTL STOCK F	256206103				8/12/2007		1/19/2012	98	143				0
10 X DODGE & COX INTL STOCK F	256206103				8/12/2007		1/9/2013	388	524				0
11 X DODGE & COX INCOME FD CO	256210105				5/10/2012		1/19/2012	335	329				0
12 X DODGE & COX INCOME FD CO	256210105				8/10/2012		1/19/2012	237	235				0
13 X DODGE & COX INCOME FD CO	256210105				8/12/2007		1/19/2012	1,225	1,092				0
14 X DODGE & COX INCOME FD CO	256210105				8/12/2007		1/9/2013	28	25				0
15 X DREYFUS EMG MKT DEBT FUND	261980494				7/13/2011		1/9/2013	77	75				0
16 X DREYFUS EMG MKT DEBT FUND	261980494				8/12/2011		1/9/2013	93	90				0
17 X JPMORGAN MID CAP VALUE	339128100				12/17/2010		5/8/2012	157	141				0
18 X JPMORGAN MID CAP VALUE	339128100				12/17/2010		8/8/2012	54	47				0
19 X JPMORGAN MID CAP VALUE-GATEWAY FUND #Y1886	339128100				12/17/2010		1/9/2013	172	141				0
20 X SPDR DJ WILSHIRE INTERN	367828884				8/10/2012		1/9/2013	27	27				0
21 X SPDR DJ WILSHIRE INTERN	7846334663				7/13/2011		8/8/2012	155	159				0
22 X TCMW SMALL CAP GROWTH FUND	87234N849				7/13/2011		1/9/2013	165	159				0
23 X TCMW SMALL CAP GROWTH FUND	87234N849				5/10/2012		1/19/2012	132	141				0
24 X TCMW SMALL CAP GROWTH FUND	87234N849				12/17/2010		1/19/2012	583	684				0
25 X TCMW SMALL CAP GROWTH FUND	87234N849				12/17/2010		12/17/2012	407	442				0
26 X TCMW SMALL CAP GROWTH FUND	87234N849				8/12/2011		12/19/2012	393	382				0
27 X TCMW SMALL CAP GROWTH FUND	87234N849				8/10/2012		12/19/2012	52	52				0
28 X MAINSTAY EP US EQUITY-INS	560633302				7/13/2011		5/8/2012	52	55				0
29 X VANGUARD MSCI EMERGING	922042858				7/13/2011		8/8/2012	854	873				0
30 X VANGUARD MSCI EMERGING	922042858				7/13/2011		1/9/2013	179	192				0
31 X VANGUARD REIT VIPER	9228048553				12/17/2010		1/9/2013	89	94				0
32 X VANGUARD REIT VIPER	9228048553				12/17/2010		8/8/2012	132	105				0
33 X VANGUARD REIT VIPER	9228048553				11/19/2012		1/9/2013	201	189				0
34 X GOLDMAN SACHS GRTH OPP	381424201				12/17/2010		1/9/2013	67	53				0
35 X GOLDMAN SACHS GRTH OPP	381424201				2/2/2009		4/10/2012	376	190				0
36 X GOLDMAN SACHS GRTH OPP	381424201				10/3/2008		4/10/2012	1,055	667				0
37 X GOLDMAN SACHS GRTH OPP	381424201				8/10/2011		4/10/2012	218	195				0
38 X HARBOR CAPITAL APRCTN	41151504				7/13/2011		1/9/2013	393	361				0
39 X HUSSMAN STRATEGIC GROW	443108100				10/24/2011		8/8/2012	134	151				0
40 X HUSSMAN STRATEGIC GROW	448108100				2/14/2012		8/8/2012	211	226				0
41 X HUSSMAN STRATEGIC GROW	448108100				7/13/2011		8/8/2012	300	332				0
42 X SHARES S & P 500 INDEX FUND	484281720				8/8/2012		5/8/2012	952	930				0
43 X SHARES CORE S & P 500 ETF	484281720				8/8/2012		1/9/2013	146	141				0
44 X SHARES RUSSELL 2000 GROWTH	484281748				12/19/2012		1/9/2013	188	191				0
45 X KEELEY SMALL CAP VAL FD	487300808				12/17/2010		1/19/2012	81	75				0
46 X KEELEY SMALL CAP VAL FD	518556855				8/1/2012		1/9/2013	300	249				0
47 X LAUDUS MONDRIAN INTL FUND	693390882				8/1/2007		8/8/2012	415	432				0
48 X MFS VALUE FUND-CLASS I #3	552983634				5/2/2011		8/8/2012	75	73				0
49 X MFS VALUE FUND-CLASS I #3	552983634				5/2/2011		1/9/2012	263	242				0
50 X MERGER FD SH BEN INT #260	589509108				7/13/2011		1/9/2013	16	16				0
51 X OPPENHEIMER DEVELOPING	683974505				5/2/2011		1/9/2013	283	278				0
52 X PIMCO TOTAL RET FD-INST #	693390700				11/1/2012		1/9/2013	34	35				0
53 X PIMCO FOREIGN BD FD USD	693390882				8/1/2007		8/8/2012	442	402				0
54 X RIDGEWORTH SIXX HY BD-1#	766281745				7/13/2011		1/19/2012	238	240				0
55 X RIDGEWORTH SIXX HY BD-1#	766281745				7/13/2011		1/9/2012	184	180				0
56 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		5/8/2012	213	213				0
57 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		8/8/2012	520	519				0
58 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		9/8/2012	917	910				0
59 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		11/19/2012	257	257				0
60 X T ROWE PRICE SHORT TERM	77957P105				2/14/2012		1/9/2013	10	10				0
61 X STLT GAINS								121	121				0

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
20	0	0	0	20	20
1 COURT FEES	20				

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	100			100

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

		87	18	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX DUE	5	0		
2	ESTIMATED EXCISE TAX PAYMENTS	64			
3	FOREIGN TAXES PAID	18	18		

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	OTHER INVESTMENTS		42,695			
						0

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	OTHER INVESTMENTS			6,155	6,155	0	0

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		44,951	44,951	48,096

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

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

**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 64
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 64

**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	2,379
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
<b>10 Total</b>	<b>10</b>	<b>2,379</b>

TrustAcctNumber	AssetID	AssetName1	EndofYrBookVal
1013001564	04314H204	ARTISAN INTERNATIONAL FUND #661	2554.7
1013001564	04314H600	ARTISAN MID CAP FUND-INS #1333	2906.03
1013001564	22544R305	CREDIT SUISSE COMM RET ST- #2156	1670.64
1013001564	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	1729.93
1013001564	256206103	DODGE & COX INTL STOCK FD #1048	2513.34
1013001564	256210105	DODGE & COX INCOME FD COM #147	2014.74
1013001564	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	2854.16
1013001564	339128100	JP MORGAN MID CAP VALUE-I #758	1762.85
1013001564	367829884	GATEWAY FUND - Y #1986	2550.26
1013001564	411511504	HARBOR CAPITAL APRCTION-INST #2012	2885.92
1013001564	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	730.44
1013001564	464287200	ISHARES CORE S & P 500 ETF	2453.33
1013001564	464287648	ISHARES RUSSELL 2000 GROWTH	1107.89
1013001564	487300808	KEELEY SMALL CAP VAL FD CL I #2251	1229.77
1013001564	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	1415.31
1013001564	552983694	MFS VALUE FUND-CLASS I #893	1238.3
1013001564	589509108	MERGER FD SH BEN INT #260	3500.89
1013001564	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	110.43
1013001564	693390700	PIMCO TOTAL RET FD-INST #35	1399.44
1013001564	693390882	PIMCO FOREIGN BD FD USD H-INST #103	2106.44
1013001564	76628T645	RIDGEWORTH SEIX HY BD-I #5855	1380.7
1013001564	77957P105	T ROWE PRICE SHORT TERM BD FD #55	1524.6
1013001564	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	1560.3
1013001564	922042858	VANGUARD FTSE EMERGING MARKETS ETF	431.93
1013001564	922908553	VANGUARD REIT VIPER	2741.53
Total Other Investments			998.77
Savings & Temp			974.6
Total			2085.52
			4857.96
			4951.69
			446.38
			2354.56
			2428.49
			241.18
			1906.38
			1995.36
			2049.76
			1526.05
			1979.54
			44950.84
			48095.96
			2669.76
			47620.6
			50765.72