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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

2/1/2012

, and ending

1/31/2013

Name of foundation

HANCOCK/CH HOSP

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06

Room/suite

City or town, state, and ZIP code

Philadelphia

PA

19106-2112

G Check all that apply

Initial return    Initial return of a former public charity  
 Final return    Amended return  
 Address change    Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,729,098

J Accounting method  
 Cash    Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

59-2810375

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	82,529	82,198		
Revenue	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	90,260			
	b Gross sales price for all assets on line 6a	271,374			
	7 Capital gain net income (from Part IV, line 2)		90,260		
	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	172,789	172,458	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,573	23,679		7,894
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,472			1,472
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,200	924		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5	5		
	24 Total operating and administrative expenses.	34,250	24,608	0	9,366
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	116,971			116,971
	26 Total expenses and disbursements Add lines 24 and 25	151,221	24,608	0	126,337
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	21,568			
	b Net investment income (if negative, enter -0-)		147,850		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

ENVELOPE POSTMARK DATE MAY 29 2013

SCANNED JUN 05 2013

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<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>	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		22,432	38,149
	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)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,169,711	2,173,555	2,690,949
	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)	2,192,143	2,211,704	2,729,098
	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 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	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	2,192,143	2,211,704	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,192,143	2,211,704	
	31 Total liabilities and net assets/fund balances (see instructions)	2,192,143	2,211,704	

**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	2,192,143
2 Enter amount from Part I, line 27a	2	21,568
3 Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	3	167
4 Add lines 1, 2, and 3	4	2,213,878
5 Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	2,174
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,211,704

**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)
<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)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	90,260
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			0 000000
2010			0 000000
2009			0 000000
2008			0 000000
2007			0 000000

2 Total of line 1, column (d) 2 0 000000

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 000000

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

5 Multiply line 4 by line 3 5

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 0

7 Add lines 5 and 6 7 0

8 Enter qualifying distributions from Part XII, line 4 8 0

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
Date of ruling or determination letter. \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012  
b Exempt foreign organizations—tax withheld at source  
c Tax paid with application for extension of time to file (Form 8868)  
d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ► 11

1	2,957	
2	0	
3	2,957	
4		
5	2,957	
6a	2,288	
6b		
6c		
6d		
7	2,288	
8		
9	669	
10	0	
11	0	

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*  
c Did the foundation file Form 1120-POL for this year?  
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_  
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL  
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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>b</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
<b>c</b>	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
<b>2</b>	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_____		
<b>3a</b>	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
<b>4a</b>	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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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

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?

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. 101 N Independence Mall E MACY1372-062 Phila	Trustee	4 00	31,573	
-----				
-----				
-----				
-----				

**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



**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.....		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b> .....		►

**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	2,588,366
b	Average of monthly cash balances	1b	31,349
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,619,715
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	2,619,715
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,296
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,580,419
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	129,021

**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	129,021
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,957
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	2,957
3	Distributable amount before adjustments Subtract line 2c from line 1	3	126,064
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	126,064
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	126,064

**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	126,337
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	126,337
4	<b>Qualifying distributions.</b> 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	126,337
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 Distrnbutable amount for 2012 from Part XI, line 7				126,064
2 Undistributed income, if any, as of the end of 2012			115,328	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 126,337			115,328	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				11,009
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				115,055
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			0		
c Qualifying distributions from Part XII, line 4 for each year listed			0		
d Amounts included in line 2c not used directly for active conduct of exempt activities			0		
e Qualifying distributions made directly for active conduct of exempt activities			0		
Subtract line 2d from line 2c			0		
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1) Value of all assets			0		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			0		
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			0		
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)			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	116,971
<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

	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>					
<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>					
<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</b>	<b>a</b>				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
Not Applicable	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of.		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

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

**Sign  
Here**

▶ John N Salente SVP Wells Fargo Bank N.A.

5/22/2013

07/22/2018

► SVP Wells Fargo Bank N A

8/22/2010

Signature or officer or trustee		Date	File
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date
	JOSEPH J CASTRIANO		5/22/2013
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no 412-355-6000	
		Check <input checked="" type="checkbox"/> if self-employed	PTIN
		P01251603	

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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

MIAMI CHILDRENS HOSPITAL FOUNDATION

Street

3100 SW 62 AVENUE

City MIAMI	State FL	Zip Code 33155	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY	Amount
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 116,971
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Name

Street

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

Street

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

Street

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

Street

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

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to indicate in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss	
											Other sales	Totals	Gross Sales	271,374	0
1 X	ACCO BRANDS CORP	00081TT108			9/13/2011	5/15/2012	10	8					Expense of Sale and Cost of Improvements		
2 X	ACCO BRANDS CORP	00081TT108			9/13/2011	5/21/2012	960	867					Depreciation		
3 X	ADT CORP/HE	00101J105			8/9/2011	10/23/2012	2,848	1,879					Adjustments		0
4 X	BRISTOL MYERS SQUIBB CO	110122108			10/9/2008	6/18/2012	4,319	2,375					Net Gain or Loss	0	969
5 X	CHEVRON CORP	166764100			3/5/2009	6/18/2012	10,358	5,782							1,944
6 X	COSTICO WHOLESALE CORP	22160K105			10/11/2011	1/18/2013	7,585	6,167							4,576
7 X	GOLDMAN SACHS GRTH OPP	38142Y401			4/27/2010	6/18/2012	1,494	1,358							1,418
8 X	GOLDMAN SACHS GRTH OPP	38142Y401			1/8/2010	6/18/2012	506	436							1,36
9 X	HOME DEPOT INC	437076102			10/23/2008	6/18/2012	7,869	2,926							0
10 X	HOME DEPOT INC	437076102			11/21/2008	6/18/2012	2,623	886							0
11 X	ING REAL ESTATE FUND CL-I	44981V706			8/20/2010	6/18/2012	10,000	13,336							3,336
12 X	ING REAL ESTATE FUND CL-I	44981V706			9/18/2009	6/18/2012	11,684	7,590							4,074
13 X	INTERCONTINENTALEXCHAN	45855V100			10/11/2011	1/18/2013	9,946	9,246							700
14 X	INTERNATIONAL BUSINESS M	459200101			12/22/2008	6/18/2012	14,878	5,350							5,028
15 X	INTUIT COM	461202103			1/22/2011	1/18/2013	6,336	5,322							1,014
16 X	JPMORGAN HIGH YIELD FUN	4812C0903			1/21/2011	1/23/2013	20,000	20,049							40
17 X	PIMCO EMERG MKTS BD-INS	693351559			4/27/2010	6/18/2012	10,000	9,071							929
18 X	PROCTER & GAMBLE CO	742718109			10/17/2011	1/18/2013	2,792	2,572							220
19 X	PUBLIC SVC ENTERPRISE SR	744573106			9/13/2011	1/18/2013	7,867	8,784							-917
20 X	T ROWE PRICE REAL ESTATE	779919109			1/21/2011	6/18/2012	17,503	14,384							2,519
21 X	T ROWE PRICE REAL ESTATE	779919109			12/16/2010	6/18/2012	7,497	6,050							1,447
22 X	TIMKEN CO	887389104			1/11/2011	1/18/2013	7,609	5,784							1,825
23 X	UNUM GROUP	91529Y106			1/6/2010	7/17/2012	8,500	9,184							-684
24 X	CRM MID CAP VALUE FD-INST	92934R769			1/8/2010	6/18/2012	3,000	2,667							333
25 X	WELLPOINT INC	94973V107			4/21/2009	2/17/2012	2,637	1,665							972
26 X	WELLPOINT INC	94973V107			4/21/2009	2/17/2012	6,592	4,086							2,506
27 X	WFM ADV TRAD SIC GROWTH F	94985D244			6/25/2009	1/23/2013	51,836	30,000							2,836
28 X	WYNN RESORTS LTD	983134107			9/13/2011	7/17/2012	2,928	4,499							-1,571
29 X	PENTAIR, LTD	H6169Q108			8/9/2011	10/17/2012	43	28							15
30 X	PENTAIR, LTD	H6169Q108			8/9/2011	10/23/2012	1,435	1,000							435

**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	1,472			1,472

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

		1,200	924	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	924	924		
2	ESTIMATED EXCISE PAYMENTS	276			

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

Description	Revenue and Expenses per Books	5	5	0	0
		Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1 ADR FEES		5	5		

**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			2,169,711	2,173,555	2,690,949

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

Amount	Long Term CG Distributions	26,03	Short Term CG Distributions	0	26,03					
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	F MV as of 12/31/09	63,657
1 ACCO BRANDS CORP	000817108	52172011	5/15/2011	5/15/2012	960	0	0	867	93	93
2 ACCO BRANDS CORP	001011106	52172011	10/23/2011	10/23/2012	2,848	0	0	1,879	969	969
3 ADT CORP/TH	110122108	84791008	10/9/2008	6/18/2012	4,319	0	0	2,375	1,944	1,944
4 BRISTOL MYERS SQUIBB CO	110122109	84791008	6/18/2009	6/18/2012	10,358	0	0	5,782	4,576	4,576
5 CHEVRON CORP	166764100	34792009	10/1/2010	10/1/2012	7,585	0	0	6,167	1,418	1,418
6 COSTCO WHOLESALE CORP	22160K105	10/1/2011	10/1/2012	1,494	0	0	1,355	136	136	136
7 GOLDMAN SACHS GRTH OPFD-1	11381427401	7227801	6/18/2012	6/18/2012	506	0	0	436	70	70
8 GOLDMAN SACHS GRTH OPFD-1	11381427401	7227801	6/18/2012	6/18/2012	765	0	0	526	943	943
9 HOME DEPOT INC	437076102	107302008	6/18/2012	6/18/2012	7,859	0	0	886	1,737	1,737
10 HOME DEPOT INC	437076102	117120008	6/18/2012	6/18/2012	2,623	0	0	10,000	3,318	3,318
11 HOME DEPOT INC	437076102	117120008	6/18/2012	6/18/2012	13,336	0	0	7,590	4,074	4,074
12 ING REAL ESTATE FUND CL-I 2190	44881V706	81182010	11/18/2010	11/18/2012	11,864	0	0	9,946	700	700
13 ING REAL ESTATE FUND CL-I 2190	44881V706	81182010	6/18/2009	6/18/2012	1,182	0	0	5,850	9,028	9,028
14 INTERNATIONAL BUSINESS MACHINES CORP	459201001	12/22/2008	6/18/2012	6/18/2012	14,878	0	0	5,222	1,04	1,04
15 INT'L COM	45120103	12/22/2011	11/18/2013	6/18/2012	5,338	0	0	20,046	48	48
16 MORGAN STANLEY YIELD FUND SS 358161000	693391559	11/22/2011	11/22/2013	20,000	0	0	9,071	929	929	929
17 MORGAN STANLEY YIELD FUND SS 358161000	693391559	11/22/2011	11/22/2013	20,000	0	0	2,572	220	220	220
18 PROCTER & GAMBLE CO	742718109	10/17/2011	10/17/2011	2,792	0	0	8,784	-917	0	0
19 PUBLIC SVC ENTERPRISE GROUP INC	744573106	911362011	11/18/2011	7,887	0	0	14,984	2,519	0	0
20 T ROWE PRICE REAL ESTATE FUND 122	779919106	6/18/2011	6/18/2012	17,503	0	0	12,050	1,447	0	0
21 T ROWE PRICE REAL ESTATE FUND 122	779919106	6/18/2010	6/18/2012	7,497	0	0	8,050	1,825	0	0
22 TUMEN CO	883789104	10/17/2011	11/18/2013	7,609	0	0	5,784	1,825	0	0
23 UNION GROUP	915291056	10/17/2011	11/18/2012	8,569	0	0	9,844	684	684	684
24 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
25 WELLPOINT INC	94973V070	4/27/2009	2/17/2012	6,592	0	0	1,885	972	972	972
26 WELLPOINT INC	94973V070	4/27/2009	2/17/2012	6,592	0	0	4,086	2,506	0	0
27 WFM ADV TRAC SIG GRWTH FD INST#4	954985D24	6/25/2009	12/22/2013	51,836	0	0	30,000	21,836	0	0
28 WYNN RESORTS LTD	983134107	911362011	7/17/2012	2,928	0	0	4,499	-1,571	0	0
29 PENTAIR LTD	961660108	10/17/2012	4/1	0	0	0	28	15	0	0
30 PENTAIR LTD	961660109	10/17/2012	4/1	0	0	0	1,000	435	0	0
31 PENTAIR LTD	961660110	10/17/2012	4/1	0	0	0	1,000	435	0	0
32 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
33 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
34 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
35 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
36 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
37 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
38 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
39 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
40 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
41 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
42 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
43 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
44 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
45 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
46 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
47 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
48 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
49 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
50 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
51 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
52 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
53 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
54 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
55 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
56 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
57 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
58 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
59 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
60 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
61 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
62 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
63 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
64 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
65 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
66 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
67 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
68 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
69 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
70 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
71 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
72 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
73 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
74 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
75 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
76 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
77 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
78 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
79 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
80 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
81 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
82 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
83 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
84 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
85 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
86 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
87 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
88 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
89 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
90 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
91 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
92 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
93 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
94 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
95 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
96 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
97 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
98 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	333
99 CARMICHAEL INVESTMENT CO INC	92934R769	10/17/2010	6/18/2012	3,000	0	0	2,687	333	333	3

## 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	2,012
2 First quarter estimated tax payment	2	276
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
<b>7 Total</b>	<b>7</b>	<b>2,288</b>

**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	115,328
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
<b>10 Total</b>	<b>10</b>	<b>115,328</b>

Statement A

**METTA HEATHCOTE TRUST**

**EIN: 596164642**

FL Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.

## METTA HEATHCOTE TRUST

4019863235

		FMV	COST
Cash	4019863235	59-6164642	\$0.00
Invest - Other	4019863235	59-6164642 04314H204	ARTISAN INTERNATIONAL FUND #661
Invest - Other	4019863235	59-6164642 256210105	DODGE & COX INCOME FD COM #147
Invest - Other	4019863235	59-6164642 411511504	HARBOR CAPITAL APRCTION-INST #2012
Invest - Other	4019863235	59-6164642 589509108	MERGER FD SH BEN INT #260
Invest - Other	4019863235	59-6164642 693390700	PIMCO TOTAL RET FD-INST #35
Invest - Other	4019863235	59-6164642 693390882	PIMCO FOREIGN BD FD USD H-INST #103
Invest - Other	4019863235	59-6164642 77957P105	T ROWE PRICE SHORT TERM BD FD #55
Invest - Other	4019863235	59-6164642 04314H600	ARTISAN MID CAP FUND-INS #1333
Invest - Other	4019863235	59-6164642 464287648	ISHARES RUSSELL 2000 GROWTH
Invest - Other	4019863235	59-6164642 464287200	ISHARES CORE S & P 500 ETF
Invest - Other	4019863235	59-6164642 51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940
Invest - Other	4019863235	59-6164642 256206103	DODGE & COX INT'L STOCK FD #1048
Invest - Other	4019863235	59-6164642 552983694	MFS VALUE FUND-CLASS I #893
Invest - Other	4019863235	59-6164642 261980494	DREYFUS EMG MKT DEBT LOC C-I #6083
Invest - Other	4019863235	59-6164642 262028855	DRIEHAUS ACTIVE INCOME FUND
Invest - Other	4019863235	59-6164642 339128100	JP MORGAN MID CAP VALUE-I #758
Invest - Other	4019863235	59-6164642 448108100	HUSSMAN STRATEGIC GROWTH FUND #601
Invest - Other	4019863235	59-6164642 922908553	VANGUARD REIT VIPER
Invest - Other	4019863235	59-6164642 922042858	VANGUARD FTSE EMERGING MARKETS ETF
Invest - Other	4019863235	59-6164642 683974505	OPPENHEIMER DEVELOPING MKT-Y #788
Invest - Other	4019863235	59-6164642 784633X863	SPDR DJ WILSHIRE INTERNATIONAL REAL
Invest - Other	4019863235	59-6164642 25264S833	DIAMOND HILL LONG-SHORT FD CL I #11
Invest - Other	4019863235	59-6164642 76628T645	RIDGEWORTH SEIX HY BD-I #5855
Invest - Other	4019863235	59-6164642 367829884	GATEWAY FUND - Y #1986
Invest - Other	4019863235	59-6164642 22544R305	CREDIT SUISSE COMM RET ST-I #2156
Invest - Other	4019863235	59-6164642 487300808	KEELEY SMALL CAP VAL FD CL I #2251
Savings & Temp Inv	4019863235	59-6164642 VP0528308	FEDERATED TREAS OBL FD 68
Savings & Temp Inv	4019863235	59-6164642 VP0528308	FEDERATED TREAS OBL FD 68
<b>TOTAL CASH AND SAVINGS</b>		<b>\$107,897.78</b>	<b>\$107,897.78</b>
<b>TOTAL OTHER INVESTMENTS</b>		<b>\$2,305,855.77</b>	<b>\$2,113,669.26</b>
<b>TOTAL</b>		<b>\$2,413,753.55</b>	<b>\$2,221,567.04</b>