



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



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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation GEORGE M. & FAYE TABER HARRIS CHARITABLE		A Employer identification number 81-6010110
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 975,691	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	27,783	26,924		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	55,000			
	b Gross sales price for all assets on line 6a	519,995			
	7 Capital gain net income (from Part IV, line 2)		55,000		
	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	82,783	81,924	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	14,190	10,643		3,547
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	400			400
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,606	488		
	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. Add lines 13 through 23	16,801	11,136	0	4,547
	25 Contributions, gifts, grants paid	50,829			50,829
26 Total expenses and disbursements. Add lines 24 and 25	67,630	11,136	0	55,376	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	15,153				
b Net investment income (if negative, enter -0-)		70,788			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)ENVELOPE
POSTMARK DATE JUN 05 2013

SCANNED JUN 17 2013

25
NE

Form 990-PF (2012) **GEORGE M. & FAYE TABER HARRIS CHARITABLE**

81-6010110

Page **2**

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	40,899	75,768	75,768
	3 Accounts receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	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) <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	842,982	832,797	899,923
	14 Land, buildings, and equipment, basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
15 Other assets (describe <input type="checkbox"/>)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	883,881	908,565	975,691	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/>)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	883,881	908,565	
	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)	883,881	908,565		
31 Total liabilities and net assets/fund balances (see instructions)	883,881	908,565		

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	883,881
2 Enter amount from Part I, line 27a	2	15,153
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	10,617
4 Add lines 1, 2, and 3	4	909,651
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> PY RETURN OF CAPITAL	5	1,086
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	908,565

Form 990-PF (2012)

GEORGE M. & FAYE TABER HARRIS CHARITABLE

81-6010110

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	55,000
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.

(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	48,975	968,323	0.050577
2010	48,638	932,351	0.052167
2009	45,149	859,735	0.052515
2008	56,704	974,279	0.058201
2007	57,060	1,133,614	0.050335

2 Total of line 1, column (d)	2	0.263795
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	0.052759
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	942,475
5 Multiply line 4 by line 3	5	49,724
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	708
7 Add lines 5 and 6	7	50,432
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	55,376

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	708
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 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	708
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	708
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	728	
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	728	
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	20	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 20 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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?

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

6b

X

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?**7b**

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	14,190		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000**0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	912,603
b	Average of monthly cash balances	1b	44,224
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	956,827
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	956,827
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,352
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	942,475
6	Minimum investment return. Enter 5% of line 5	6	47,124

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	47,124
2a	Tax on investment income for 2012 from Part VI, line 5	2a	708
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	708
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,416
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,416
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	46,416

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	55,376
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	55,376
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	708
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	54,668

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				46,416
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			24,131	
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 ▶ \$ <u>55,376</u>				
a Applied to 2011, but not more than line 2a			24,131	
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				31,245
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5.	0			
b Prior years' undistributed income: Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions.				
e Undistributed income for 2011: Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2012: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				15,171
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b** 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

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

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test—enter.

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test—enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

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

- (4) Gross investment income**

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.

WELLS FARGO PRIVATE CLIENT SERVICES PO BOX 95021 HENDERSON, NV 89009-5021

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

LETTER EXPLAINING EDUCATIONAL GOALS, FINANCING NEED, AND HIGH SCHOOL TRANSCRIPT

- c. Any submission deadlines.**

MAY 1

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

MONTANA HIGH SCHOOL GRADUATES APPLYING TO ACCREDITED SCHOOLS. LAKE COUNTY GRADUATES HAVE PRIORITY

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			3a	50,829
b <i>Approved for future payment</i> NONE				
Total			3b	0

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

- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

- 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

**Sign
Here**

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

John A. Sulentis SVP Wells Fargo Bank N.A.

5/15/2013
Date

SVP Wells Fargo Bank N.A.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

JOSEPH J. CASTRIANO

Alben

5/15/2013

Check ☒ if self-employed

P01251603

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**

GEORGE M. & FAYE TABER HARRIS CHARITABLE

81-6010110 Page 1 of 4

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

Recipient(s) paid during the year

Name

SUNSHINE ACRES ORPHANAGE

Street

3405 N. HIGLEY RD

City

MESA

State

AZ

Zip Code

85215-9741

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

829

Name

OHIO NORTHERN UNIVERSITY

Street

525 S MAIN ST

City

ADA

State

OH

Zip Code

45810

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

FLATHEAD VALLEY COMMUNITY COLLEGE, TYLER STEELE

Street

777 GRANDVIEW DR

City

KALISPELL

State

MT

Zip Code

59901

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,000

Name

MONTANA STATE PEO

Street

703 S CALE

City

MILES CITY

State

MT

Zip Code

59301

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

MONTANA TECH OF THE UNIVERSITY OF MONTANA, DILLON DELANEY

Street

1300 W PARK ST.

City

BUTTE

State

MT

Zip Code

59701

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

2,000

Name

UNIVERSITY OF IDAHO, JAMIE YOUNG

Street

709 S DEAKIN ST

City

MOSCOW

State

ID

Zip Code

83844

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

GEORGE M & FAYE TABER HARRIS CHARITABLE

81-6010110 Page 2 of 4

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

Recipient(s) paid during the year

Name

NORTHWEST NAZARENE UNIVERSITY, KELSEY KOBERG

Street

623 S UNIVERSITY BLVD

City

NAMPA

State
IDZip Code
83686

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

Name

UNIVERSITY OF MONTANA, LAILA SKALSKY

Street

LOMMASSON CENTER 101

City

MISSOULA

State
MTZip Code
59812

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

Name

UNIVERSITY OF MONTANA, PEREGRINE FRISSELL

Street

LOMMASSON CENTER 101

City

MISSOULA

State
MTZip Code
59812

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

500

Name

MONTANA STATE UNIVERSITY, MICHAEL VENTERS

Street

PO BOX 172190

City

BOZEMAN

State
MTZip Code
59717

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

5,000

Name

MONTANA STATE UNIVERSITY, ASHLEY COURVILLE

Street

PO BOX 172190

City

BOZEMAN

State
MTZip Code
59717

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,000

Name

MONTANA STATE UNIVERSITY, BROCK BLEAZARD

Street

PO BOX 172190

City

BOZEMAN

State
MTZip Code
59717

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

4,000

GEORGE M & FAYE TABER HARRIS CHARITABLE

81-6010110 Page 3 of 4

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

Recipient(s) paid during the year

Name

MONTANA STATE UNIVERSITY, JORDAN QUINN

Street

PO BOX 172190

City

BOZEMAN

State

MT

Zip Code

59717

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,000

Name

ROCKY MOUNTAIN COLLEGE, NICHOLAS HOWELL

Street

1511 POLY DR.

City

BILLINGS

State

MT

Zip Code

59102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

500

Name

ROCKY MOUNTAIN COLLEGE, JONATHAN MURPHY

Street

1511 POLY DR.

City

BILLINGS

State

MT

Zip Code

59102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

500

Name

BRIGHAM YOUNG UNIVERSITY, KOLTEN ANDREWS

Street

E CAMPUS DR

City

PROVO

State

UT

Zip Code

84604

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

Name

THE ART INSTITUTE OF PHOENIX, MACALL BANNER

Street

2233 W DUNLAP AVE

City

PHOENIX

State

AZ

Zip Code

85021

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

Name

WENATCHEE VALLEY COLLEGE, KINLEY POPE

Street

1300 5TH ST

City

WENATCHEE

State

WA

Zip Code

98801

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,000

GEORGE M. & FAYE TABER HARRIS CHARITABLE

81-6010110 Page 4 of 4

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

Recipient(s) paid during the year

Name

GONZAGA UNIVERSITY, IAN LAIMBEER

Street

502 E BOONE AVE.

City

SPOKANE

State

WA

Zip Code

99202

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

4,000

Name

DICKINSON STATE UNIVERSITY, ROSS FULLERTON

Street

291 CAMPUS DR.

City

DICKINSON

State

ND

Zip Code

58601

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

1,500

Name

UNIVERSITY OF MONTANA, LAILA SKALSKY

Street

LOMMASSON CENTER 101

City

MISSOULA

State

MT

Zip Code

59812

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENT

Amount

500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Amount														
Long Term CG Distributions														
Short Term CG Distributions														
1,705														
0														
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	ISHARES MSCI EAFE	464287465			5/2/2007		10/18/2012	5,785	8,370				-2,585	
2	ISHARES MSCI EAFE	464287465			5/2/2007		11/9/2012	7,873	11,956				-4,083	
3	ISHARES MSCI EAFE	464287465			6/2/2004		12/9/2013	13,266	10,430				2,836	
4	ISHARES MSCI EAFE	464287465			9/22/2005		12/9/2013	5,896	5,692				204	
5	ISHARES MSCI EAFE	464287465			4/5/2006		12/9/2013	23,584	26,491				-2,907	
6	ISHARES MSCI EAFE	464287465			12/19/2006		12/9/2013	11,792	14,762				-2,970	
7	ISHARES MSCI EAFE	464287465			5/2/2007		12/9/2013	30,954	41,848				-10,894	
8	ISHARES MSCI EAFE	464287465			5/22/2012		12/9/2013	1,769	1,480				289	
9	ISHARES S&P MIDCAP 400 GF	464287606			3/12/2010		10/18/2012	2,248	1,687				561	
10	ISHARES S&P MIDCAP 400 GF	464287606			3/12/2010		11/9/2012	1,529	1,181				348	
11	ISHARES S&P MIDCAP 400 VA	464287705			9/16/2011		10/18/2012	868	732				136	
12	ISHARES S&P MIDCAP 400 VA	464287705			9/16/2011		11/9/2012	831	732				99	
13	ISHARES S&P MIDCAP 400 VA	464287705			3/12/2010		11/9/2012	332	284				48	
14	ISHARES CORE S&P SMALL-C	464287804			5/22/2012		11/9/2012	2,934	2,843				91	
15	ISHARES CORE S&P SMALL-C	464287804			5/2/2007		12/9/2013	1,467	1,421				46	
16	ISHARES CORE S&P SMALL-C	464287804			12/1/2011		12/9/2013	6,655	5,682				973	
17	ISHARES CORE S&P SMALL-C	464287804			12/19/2006		12/9/2013	4,991	4,108				883	
18	ISHARES CORE S&P SMALL-C	464287804			12/24/2003		8/3/2012	5,490	4,322				1,168	
19	JPMORGAN CHASE & CO	46625H100			3/7/2002		10/18/2012	1,804	1,813				-9	
20	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		2/9/2012	78	1,022				269	
21	KEELEY SMALL CAP VAL FD C	487300808			4/20/2009		8/9/2012	601	330				11	
22	KEELEY SMALL CAP VAL FD C	487300808			8/11/2011		8/9/2012	56	48				8	
23	LAUDUS MONDRIAN INTL FHI	518506555			3/1/2011		5/22/2012	2,944	3,000				-56	
24	LAUDUS MONDRIAN INTL FHI	518506555			5/11/2011		5/22/2012	4,778	5,000				-222	
25	LAUDUS MONDRIAN INTL FHI	518506555			12/1/2011		5/22/2012	8,777	8,845				-68	
26	LAUDUS MONDRIAN INTL FHI	518506555			12/1/2011		8/3/2012	3,705	3,655				50	
27	LAUDUS MONDRIAN INTL FHI	518506555			7/28/2010		8/3/2012	5,295	5,046				249	
28	LAUDUS MONDRIAN INTL FHI	518506555			7/28/2010		11/9/2012	959	907				52	
29	LAUDUS MONDRIAN INTL FHI	518506555			7/28/2010		12/9/2013	2,177	2,189				-12	
30	LAUDUS MONDRIAN INTL FHI	518506555			12/24/2003		4/20/2012	2,910	718				2,192	
31	MCDONALDS CORP	580135101			12/24/2003		11/9/2012	8,005	2,273				5,732	
32	MCDONALDS CORP	580135101			6/17/2009		4/20/2012	1,937	1,230				707	
33	MERCK & CO INC NEW	58933Y105			5/11/2011		8/3/2012	2,500	2,561				-61	
34	MERGER FD SH BEN INT 260	589509108			5/11/2011		11/9/2012	426	439				-13	
35	MERGER FD SH BEN INT 260	589509108			9/22/2005		4/20/2012	1,641	1,265				376	
36	MICROSOFT CORP	594918104			9/22/2005		5/22/2012	1,484	1,265				219	
37	MICROSOFT CORP	594918104			3/5/2003		8/3/2012	1,043	815				228	
38	MICROSOFT CORP	594918104			3/5/2003		11/9/2012	202	163				39	
39	MICROSOFT CORP	594918104			3/12/2010		4/20/2012	1,128	1,095				33	
40	NOVARTIS AG - ADR	68987Y109			12/1/2011		11/9/2012	213	227				-14	
41	ORACLE CORPORATION	68389X105			5/22/2012		8/3/2012	9,000	8,821				179	
42	PIMCO FOREIGN BD FD USD	693390882			8/11/2012		8/9/2012	432	414				18	
43	PIMCO FOREIGN BD FD USD	693390882			5/19/2010		11/9/2012	1,865	1,776				89	
44	PIMCO FOREIGN BD FD USD	693390882			5/22/2012		12/9/2013	2,217	2,231				-14	
45	PIMCO FOREIGN BD FD USD	693390882			12/24/2003		8/3/2012	3,629	2,318				1,311	
46	PEPSICO INC	713448108			12/24/2003		11/9/2012	6,518	4,403				2,115	
47	PEPSICO INC	713448108			2/13/2012		8/9/2012	68	71				-3	
48	TEMPLETON FOREIGN FD - A	881965006			5/19/2010		4/20/2012	451	555				-104	
49	TEVA PHARMACEUTICAL IND	881624209			5/19/2010		11/9/2012	280	388				-108	
50	TEVA PHARMACEUTICAL IND	881624209			12/24/2003		8/3/2012	6,819	6,497				322	
51	3M CO	88578Y101			4/9/1985		10/18/2012	1,681	217				1,464	
52	US BANCORP DEL NEW	902973304			4/9/1985		10/18/2012	1,199	152				1,047	
53	US BANCORP DEL NEW	902973304			9/29/2009		12/20/2012	161	22				139	
54	US BANCORP DEL NEW	902973304			12/1/2011		11/9/2012	2,053	1,631				422	
55	UNITED PARCEL SERVICE-CL	911312106			9/16/2011		11/9/2012	507	467				40	
56	UNITED PARCEL SERVICE-CL	911312106			12/1/2011		10/18/2012	1,682	1,222				460	
57	UNITED PARCEL SERVICE-CL	91324P102			5/22/2012		11/9/2012	1,538	1,495				43	
58	VANGUARD INTERMEDIATE T	921937819			5/22/2012		12/9/2013	7,520	7,563				-43	
59	VANGUARD INTERMEDIATE T	921937819			9/16/2011		12/9/2013	6,063	6,124				-61	
60	VANGUARD SHORT TERM BO	921937827			11/9/2012		12/9/2013	6,306	6,343				-37	
61	VANGUARD SHORT TERM BO	921937827			2/4/2009		2/9/2012	188	90				98	
62	VANGUARD REIT VIPER	922908553			4/20/2012		12/9/2013	1,106	1,028				78	
63	VANGUARD REIT VIPER	922908553			12/24/2003		10/18/2012	689	459				230	
64	VERIZON COMMUNICATIONS	92343V104			12/24/2003		11/9/2012	5,061	3,678				1,385	
65	VERIZON COMMUNICATIONS	92343V104			8/3/2012		12/9/2013	1,359	1,486				-127	
66	VODAFONE GROUP PLC NEW	92857W209			2/6/2009		8/9/2012	96	63				33	
67	WF ADV INDEX FUND-ADMIN	94975G686			2/4/2011		2/9/2012	76	76				0	
68	WF ADV C & B LARGE CAP VA	94975J268											0	

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions										519,995	464,995	55,000
	Short Term CG Distributions										0	0	0
69	X PERSICO INC 5.150% 5/1	713448BF4			5/15/2012		5/15/2012	25,000	24,988				12
70	X PHILLIPS 66	718546104			6/22/2004		5/22/2012	1,012	552				460
71	X POWERSHARES LISTED PRIM	718546104			6/22/2004		5/22/2012	16	9				7
72	X PUBLIC SVC ENTERPRISE GR	73935X195			5/12/2009		5/12/2012	9,430	6,988				2,462
73	X RIDGEWORTH SEIX HY BD-1	744573106			3/7/2002		5/22/2012	3,082	2,203				879
74	X RIDGEWORTH SEIX HY BD-1	76628T645			5/11/2011		1/19/2012	4,897	5,000				-103
75	X RIDGEWORTH SEIX HY BD-1	76628T645			3/12/2011		1/19/2012	2,588	2,619				-31
76	X RIDGEWORTH SEIX HY BD-1	76628T645			3/12/2011		1/19/2012	388	381				7
77	X RIDGEWORTH SEIX HY BD-1	76628T645			12/12/2011		12/9/2013	6,264	6,075				189
78	X SCHEIN HENRY INC	806407102			5/22/2007		2/9/2012	7,142	5,339				1,803
79	X TCW SMALL CAP GROWTH FL	87234N849			5/3/2010		11/16/2012	101	108				-7
80	X TCW SMALL CAP GROWTH FL	87234N849			8/9/2012		12/19/2012	217	220				-3
81	X TCW SMALL CAP GROWTH FL	87234N849			5/3/2010		12/19/2012	163	157				6
82	X TCW SMALL CAP GROWTH FL	87234N849			8/11/2011		12/19/2012	201	215				-14
83	X TCW SMALL CAP GROWTH FL	87234N849			10/16/2012		5/22/2012	1,130	755				375
84	X TJA COS INC NEW	872540109			12/24/2003		8/3/2012	3,108	1,888				1,220
85	X TARGET CORP	87612E106			12/24/2003		10/18/2012	3,779	2,266				1,513
86	X TARGET CORP	87612E106			12/24/2003		8/9/2012	45	44				1
87	X WE ADV C & B LARGE CAP VA	94975J268			2/6/2009		8/9/2012	241	152				89
88	X WE ADV C & B LARGE CAP VA	94975J268			11/19/2010		8/9/2012	240	248				-8
89	X WELLS FARGO ADV INTL BON	94985D582			2/13/2012		8/9/2012	104	105				-1
90	X WELLS FARGO ADV INTL BON	94985D582			2/13/2012		8/9/2012	11	11				0
91	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
92	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
93	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
94	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
95	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
96	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
97	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
98	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
99	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
100	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
101	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
102	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
103	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
104	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
105	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
106	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
107	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
108	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
109	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
110	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
111	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
112	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
113	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
114	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
115	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
116	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
117	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
118	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
119	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
120	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
121	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
122	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
123	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
124	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
125	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
126	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
127	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
128	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
129	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
130	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
131	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
132	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
133	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
134	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
135	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582
136	X WELLS FARGO ADV INTL BON	94985D582			2/6/2009		2/9/2012	1,510	928				582

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									519,995	464,995	55,000
	Short Term CG Distributions	1,705									0	0	0
137	X DREYFUS EMG MKT DEBT LO	261980494			5/1/2011		1/19/2012	748	758				0
138	X HUSSMAN STRATEGIC GROW	448108100			1/19/2012		1/29/2013	2,143	2,500				-357
139	X HUSSMAN STRATEGIC GROW	448108100			1/1/4/2012		1/29/2013	375	406				-31
140	X INTEL CORP	458140100			6/2/2004		4/20/2012	1,384	1,413				-29
141	X INTEL CORP	458140100			6/2/2004		5/22/2012	1,305	1,413				-108
142	X INTEL CORP	458140100			9/22/2005		1/19/2012	416	491				-75
143	X INTERNATIONAL BUSINESS M	459200101			3/7/2002		1/19/2012	950	530				420
144	X INTERNATIONAL BUSINESS M	459200101			1/2/4/2003		1/19/2012	9,488	4,616				4,883
145	X DREYFUS EMG MKT DEBT LO	261980494			5/1/7/2011		1/29/2013	1,778	1,742				36
146	X DREYFUS EMG MKT DEBT LO	261980494			10/18/2012		1/29/2013	250	244				6
147	X DREYFUS EMG MKT DEBT LO	261980494			4/19/2011		1/29/2013	773	766				7
148	X DREYFUS EMG MKT DEBT LO	261980494			8/3/2012		1/29/2013	3,847	3,648				199
149	X E M C CORP MASS	268648102			1/21/2011		1/19/2012	768	774				-6
150	X EMERSON ELECTRIC CO	291011104			5/15/2003		4/20/2012	2,022	978				1,044
151	X EMERSON ELECTRIC CO	291011104			5/15/2003		5/22/2012	4,732	2,446				2,286
152	X EXXON MOBIL CORPORATION	30231G102			1/2/4/2003		10/18/2012	3,738	1,600				2,138
153	X EXXON MOBIL CORPORATION	30231G102			1/2/4/2003		1/19/2012	4,331	2,000				2,331
154	X JP MORGAN MID CAP VALUE	339128100			2/5/2010		2/9/2012	76	56				20
155	X JP MORGAN MID CAP VALUE	339128100			2/5/2010		8/9/2012	81	56				25
156	X GATEWAY FUND - Y 1986	367629884			1/1/4/2012		12/20/2012	353	347				6
157	X GENERAL ELECTRIC CO	369604103			1/2/4/2003		4/20/2012	972	1,552				-580
158	X GENERAL ELECTRIC CO	369604103			5/15/2003		1/19/2012	2,073	2,866				-793
159	X GENERAL ELECTRIC CO	369604103			1/1/9/2012		1/19/2012	518	776				-258
160	X GILEAD SCIENCES INC	375558103			1/1/9/2012		1/19/2012	1,098	805				293
161	X GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		2/9/2012	50	39				11
162	X GOLDMAN SACHS GRTH OPP	38142Y401			2/5/2010		4/10/2012	489	368				101
163	X GOLDMAN SACHS GRTH OPP	38142Y401			8/11/2011		4/10/2012	201	178				23
164	X HEWLETT PACKARD CO	428236103			3/5/2003		4/20/2012	1,224	778				446
165	X HEWLETT PACKARD CO	428236103			3/5/2003		8/30/2012	841	778				63
166	X HEWLETT-PACKARD CO 6 17	428236A10			1/2/3/2008		10/1/2012	26,693	25,295				1,398
167	X HONEYWELL INTERNATIONAL	438516106			12/24/2003		4/20/2012	1,493	818				675
168	X HONEYWELL INTERNATIONAL	438516106			12/24/2003		11/9/2012	4,575	2,455				2,120
169	X HUSSMAN STRATEGIC GROW	448108100			3/7/2008		8/3/2012	6,500	9,131				-2,631
170	X HUSSMAN STRATEGIC GROW	448108100			3/7/2008		8/9/2012	89	126				-37
171	X HUSSMAN STRATEGIC GROW	448108100			3/7/2008		1/29/2013	576	869				-293
172	X HUSSMAN STRATEGIC GROW	448108100			11/17/2009		1/29/2013	8,117	10,000				-1,883
173	X HUSSMAN STRATEGIC GROW	448108100			12/8/2009		1/29/2013	4,055	5,000				-945
174	X HUSSMAN STRATEGIC GROW	448108100			9/19/2011		1/29/2013	1,635	2,000				-365

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

		400	0	0	400
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	400			400

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

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	PREP FEES	600			600

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

		1,606	488	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	488	488		
2	PY EXCISE TAX DUE	390			
3	ESTIMATED EXCISE PAYMENTS	728			

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

		5	5	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FESS	2	2		
2	ROYALTIES - MINERAL INTEREST FEES	3	3		

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		842,982	832,797	899,923

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	LOSS ON CY SALES NOT SETTLED AT YEAR END	1	10,609
2	COST BASIS ADJUSTMENT	2	8
3	Total	3	10,617

Line 5 - Decreases not included in Part III, Line 2

1	PY RETURN OF CAPITAL	1	1,086
2	Total	2	1,086

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

Long Term CG Distributions		Short Term CG Distributions		Amount		1,705		0		518,280		0		53,295		0		53,295	
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense Plus	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses					
1	SHARES MSCI EAFE	464287465		5/2/2007	10/18/2012	5,785			8,370	-2,585				-2,585					
2	SHARES MSCI EAFE	464287465		5/2/2007	11/9/2012	7,873			11,956	-4,083				-4,083					
3	SHARES MSCI EAFE	464287465		8/2/2004	1/29/2013	13,266			10,430	2,836				2,836					
4	SHARES MSCI EAFE	464287465		9/2/2005	1/29/2013	5,896			5,692	204				204					
5	SHARES MSCI EAFE	464287465		4/5/2006	1/29/2013	23,584			26,491	-2,907				-2,907					
6	SHARES MSCI EAFE	464287465		12/19/2006	1/29/2013	11,792			14,762	-2,970				-2,970					
7	SHARES MSCI EAFE	464287465		5/2/2007	1/29/2013	30,854			41,848	-10,894				-10,894					
8	SHARES MSCI EAFE	464287465		5/2/2007	1/29/2013	1,689			1,480	209				209					
9	SHARES S&P MIDCAP 400 GROWTH	464287606		3/12/2010	10/18/2012	2,248			1,687	561				561					
10	SHARES S&P MIDCAP 400 GROWTH	464287606		3/12/2010	11/9/2012	1,529			1,181	348				348					
11	SHARES S&P MIDCAP 400 VALUE	464287705		8/16/2011	10/18/2012	868			732	136				136					
12	SHARES S&P MIDCAP 400 VALUE	464287705		8/16/2011	11/9/2012	831			732	99				99					
13	SHARES S&P MIDCAP 400 VALUE	464287705		3/12/2010	11/9/2012	332			284	48				48					
14	SHARES CORE S&P SMALL-CAP E	464287804		5/2/2007	11/9/2012	2,834			2,843	-9				-9					
15	SHARES CORE S&P SMALL-CAP E	464287804		5/2/2007	11/9/2012	1,487			1,421	66				66					
16	SHARES CORE S&P SMALL-CAP E	464287804		5/2/2007	1/29/2013	6,555			5,682	873				873					
17	SHARES CORE S&P SMALL-CAP E	464287804		12/1/2011	1/29/2013	4,991			4,108	883				883					
18	SHARES CORE S&P SMALL-CAP E	464287804		12/19/2006	1/29/2013	5,490			4,322	1,168				1,168					
19	IMORGAN CHASE & CO	466251100		12/24/2003	8/3/2012	1,804			1,813	-9				-9					
20	IMORGAN CHASE & CO	466251100		3/7/2002	10/18/2012	1,291			1,022	269				269					
21	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/1/2011	2/9/2012	78			67	11				11					
22	KEELEY SMALL CAP VAL FD CL I 2251	487300808		4/20/2009	8/9/2012	601			330	271				271					
23	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/1/2011	8/9/2012	56			48	8				8					
24	AUDUS MONDRIAN INTL FINST 2840	518550655		3/1/2011	5/22/2012	2,944			3,000	-56				-56					
25	AUDUS MONDRIAN INTL FINST 2840	518550655		5/1/2011	5/22/2012	4,778			5,000	-222				-222					
26	AUDUS MONDRIAN INTL FINST 2840	518550655		1/21/2011	5/22/2012	8,777			8,845	-68				-68					
27	AUDUS MONDRIAN INTL FINST 2840	518550655		1/21/2011	8/3/2012	3,705			3,655	50				50					
28	AUDUS MONDRIAN INTL FINST 2840	518550655		7/28/2010	8/3/2012	5,285			5,046	249				249					
29	AUDUS MONDRIAN INTL FINST 2840	518550655		7/28/2010	11/9/2012	959			907	52				52					
30	AUDUS MONDRIAN INTL FINST 2840	518550655		12/24/2003	1/29/2013	2,177			2,189	-12				-12					
31	MCDONALDS CORP	580135101		12/24/2003	4/20/2012	2,910			2,718	192				192					
32	MCDONALDS CORP	580135101		12/24/2003	11/9/2012	8,005			2,273	5,732				5,732					
33	MERCK & CO INC NEW	589331105		6/17/2009	4/20/2012	1,937			1,230	707				707					
34	MERGER FD SH BEN INT 260	589509108		5/1/2011	8/3/2012	2,500			2,581	-81				-81					
35	MERGER FD SH BEN INT 260	589509108		5/1/2011	11/9/2012	426			439	-13				-13					
36	MICROSOFT CORP	594918104		9/22/2005	4/20/2012	1,641			1,265	376				376					
37	MICROSOFT CORP	594918104		9/22/2005	5/22/2012	1,484			1,265	219				219					
38	MICROSOFT CORP	594918104		3/5/2003	8/3/2012	1,043			815	228				228					
39	MICROSOFT CORP	594918104		3/5/2003	11/9/2012	202			163	39				39					
40	NOVARTIS AG - ADR	865871109		3/12/2010	4/20/2012	1,128			1,095	33				33					
41	ORACLE CORPORATION	86398105		1/21/2011	11/9/2012	213			227	-14				-14					
42	PIMCO FOREIGN BD FD USD H-INST 10	693390882		5/22/2012	8/3/2012	9,000			8,821	179				179					
43	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/1/2011	8/9/2012	432			414	18				18					
44	PIMCO FOREIGN BD FD USD H-INST 10	693390882		5/22/2012	11/9/2012	1,865			1,776	89				89					
45	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/22/2012	1/29/2013	2,217			2,231	-14				-14					
46	PEPSICO INC	713448108		12/24/2003	8/3/2012	3,628			2,318	1,311				1,311					
47	PEPSICO INC	713448108		12/24/2003	11/9/2012	6,518			4,403	2,115				2,115					
48	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/13/2012	8/9/2012	68			71	-3				-3					
49	TEVA PHARMACEUTICAL INDUSTRIES	881624209		5/19/2010	4/20/2012	451			555	-104				-104					
50	TEVA PHARMACEUTICAL INDUSTRIES	881624209		5/19/2010	11/9/2012	388			388	0				0					
51	3M CO	88579101		12/24/2003	11/9/2012	6,819			6,497	322				322					
52	US BANCORP DEL NEW	902973304		4/9/1985	8/3/2012	1,681			217	1,464				1,464					
53	US BANCORP DEL NEW	902973304		4/9/1985	10/18/2012	1,681			152	1,047				1,047					
54	US BANCORP DEL NEW	902973304		4/9/1985	12/20/2012	161			22	139				139					
55	UNION PACIFIC CORP	907818108		1/21/2011	11/9/2012	2,053			1,631	422				422					
56	UNITED PARCEL SERVICE/CL B	911312106		9/16/2011	11/9/2012	507			467	40				40					
57	UNITEDHEALTH GROUP INC	911312106		12/1/2011	10/18/2012	1,682			1,222	460				460					
58	VANGUARD INTERMEDIATE TERM B	921837819		5/22/2012	11/9/2012	1,538			1,495	43				43					
59	VANGUARD INTERMEDIATE TERM B	921837819		5/22/2012	1/29/2013	7,520			7,563	-43				-43					
60	VANGUARD SHORT TERM BOND ETF	921837827		8/16/2011	1/29/2013	6,063			6,124	-61				-61					
61	VANGUARD SHORT TERM BOND ETF	921837827		2/4/2009	1/29/2013	6,306			6,343	-37				-37					
62	VANGUARD REIT VIPER	922808553		2/4/2009	2/9/2012	188			90	98				98					
63	VANGUARD REIT VIPER	922808553		4/20/2012	1/29/2013	1,106			1,028	78				78					
64	VERIZON COMMUNICATIONS	923431104		12/24/2003	10/18/2012	689			459	230				230					
65	VERIZON COMMUNICATIONS	923431104		12/24/2003	11/9/2012	5,081			3,676	1,385				1,385					
66	WALMART STORES INC	928571029		8/3/2012	1/29/2013	1,359			1,486	-127				-127					
67	WALMART STORES INC	928571029		2/6/2009	8/9/2012	96			83	13				13					
68	WALMART STORES INC	928571029		2/4/2011	2/9/2012	76			76	0				0					
69	WALMART STORES INC	928571029		5/16/2007	5/15/2012	25,000			24,988	12				12					
70	WALMART STORES INC	928571029		6/2/2004	5/22/2012	1,012			552	460				460					
71	WALMART STORES INC	928571029		6/2/2004	5/22/2012	16			9	7				7					
72	WALMART STORES INC	928571029		5/1/2009	11/9/2012	9,430			6,968	2,462				2,462					
73	WALMART STORES INC	928571029		3/7/2002	5/22/2012	3,082			2,203	879				879					
74	WALMART STORES INC	928571029		3/1/2011	11/9/2012	4,897			5,000	-103				-103					
75	WALMART STORES INC	928571029		3/1/2011	11/9/2012	2,588			2,819	-31				-31					
76	WALMART STORES INC	928571029		3/1/2011	1/29/2013	388			381	7				7					
77	WALMART STORES INC	928571029		12/1/2011	1/29/2013	6,264			6,075	189				189					
78	WALMART STORES INC	928571029		5/2/2007	2/9/2012	7,142			5,339	1,803				1,803					
79	WALMART STORES INC	928571029		8/9/2012	11/9/2012	101			108	-7				-7					
80	WALMART STORES INC	928571029		5/3/2010	11/16/2012	201			216	-15				-15					
81	WALMART STORES INC	928571029		5/3/2010	12/19/2012	217			220	-3				-3					
82	WALMART STORES INC	928571029		8/11/2011	12/19/2012	163			157	6				6					
83	WALMART STORES INC	928571029		10/19/2012	11/9/2012	201													

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount							
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
85 TARGET CORP	87612E106		12/24/2003	5/22/2012	1,130			755	375				53,295
86 TARGET CORP	87612E106		12/24/2003	8/30/2012	3,108			1,888	1,220				1,220
87 TARGET CORP	87612E106		12/24/2003	10/18/2012	3,779			2,286	1,513				1,513
88 WF ADV C & B LARGE CAP VAL-1 1888	84975Z268		2/4/2011	8/9/2012	45			44	1				1
89 WF ADV C & B LARGE CAP VAL-1 1888	84975Z268		2/6/2009	8/9/2012	241			152	89				89
90 WELLS FARGO ADV INTL BOND-5 47034985D582	84985D582		11/19/2010	8/9/2012	240			246	-6				-6
91 WELLS FARGO ADV INTL BOND-5 47034985D582	84985D582		2/13/2012	8/9/2012	104			105	-1				-1
92 WELLS FARGO ADV INTL BOND-5 47034985D582	84985D582		2/4/2011	8/9/2012	11			11					
93 WF ADV CAPITAL GROWTH FUND-1 3112	849815615		2/6/2009	2/9/2012	1,510			828	582				582
94 WELLS FARGO ADV DIV INTL FDI-1 3113	849817322		2/6/2009	2/9/2012	1,971			1,383	588				588
95 WELLS FARGO ADV HI INC-INS 3110	849817538		1/24/2007	8/9/2012	154			154	0				0
96 WF ADV GOVT SECURITIES-1 3101	849817579		2/13/2012	11/18/2012	332			326	6				6
97 WF ADV GOVT SECURITIES-1 3101	849817579		8/9/2012	11/18/2012	69			69	0				0
98 WF ADV GOVT SECURITIES-1 3101	849817579		2/4/2011	11/18/2012	780			731	49				49
99 WF ADV SHORT-TERM BOND FUND-1 31	849817652		4/28/2011	8/9/2012	612			615	-3				-3
100 WF ADV SHORT-TERM BOND FUND-1 31	849817652		4/28/2011	8/9/2012	334			334	0				0
101 WF ADV SHORT-TERM BOND FUND-1 31	849817652		3/12/2010	8/30/2012	1,809			1,105	704				704
102 COOPER INDUSTRIES PLC NEW RELA	8498140108		3/12/2010	11/30/2012	1,884			1,187	697				697
103 COOPER INDUSTRIES PLC NEW RELA	8498140108		3/12/2010	11/30/2012	18			19	-1				-1
104 EATON CORP PLC	8498163103		11/30/2012	12/17/2012	2,105			2,257	-152				-152
105 AFLAC INC	001055102		11/17/2009	4/20/2012	753			677	76				76
106 AFLAC INC	001055102		11/17/2009	10/18/2012	542			379	163				163
107 AT & T INC	00206R102		12/24/2003	11/18/2012	3,628			2,778	848				848
108 AT & T INC	002824100		6/2/2004	8/30/2012	3,357			2,057	1,300				1,300
109 ABBOTT LABS	002824100		3/5/2003	10/18/2012	3,282			1,671	1,611				1,611
110 ABBOTT LABS	002824100		3/5/2003	10/18/2012	1,599			636	963				963
111 ABBOTT LABS	002824100		7/28/2010	11/18/2012	1,688			1,095	783				783
112 AFFILIATED MANAGERS GROUP INC CO	008252108		2/13/2012	8/9/2012	138			136	2				2
113 INVESCO INTL GROWTH-Y 8516	008882532		11/9/2012	11/9/2012	1,231			935	296				296
114 ANHEUSER-BUSCH INBEV SPN ADR	035244A108		9/16/2011	11/18/2012	328			210	118				118
115 ANHEUSER-BUSCH INBEV SPN ADR	035244A108		8/16/2011	12/20/2012	712			421	291				291
116 ANHEUSER-BUSCH INBEV SPN ADR	035244A108		3/12/2009	4/20/2012	2,894			478	2,416				2,416
117 APPLE INC	037833100		3/12/2009	8/30/2012	1,852			287	1,565				1,565
118 APPLE INC	037833100		3/12/2009	10/18/2012	2,555			383	2,172				2,172
119 APPLE INC	037833100		3/12/2009	11/18/2012	7,560			1,339	6,221				6,221
120 APPLE INC	037833100		11/19/2012	2/8/2012	2,508			2,453	55				55
121 BAKER HUGHES INC COM	057224107		8/19/2005	2/1/2012	14,783			15,398	-605				-605
122 BANK OF AMERICA CORP 5 250% 12/01	060505E68		4/29/2011	11/18/2012	1,203			1,344	-141				-141
123 BOEING CO	126650100		8/17/2009	10/18/2012	1,164			756	408				408
124 PVS/CAREMARK CORPORATION	150870103		5/22/2012	11/18/2012	230			251	-21				-21
125 DELANSE CORP	166764100		6/27/2012	8/30/2012	2,222			188	2,034				2,034
126 CHEVRON CORP	166764100		6/27/1985	8/30/2012	4,592			378	4,216				4,216
127 COMCAST CORP CLASS A	20030N101		11/17/2009	11/18/2012	871			417	554				554
128 CONOCO/PHILLIPS	20825C104		4/5/2006	4/20/2012	1,097			881	116				116
129 CONOCO/PHILLIPS	20825C104		6/2/2004	4/20/2012	2,561			1,319	1,242				1,242
130 CONOCO/PHILLIPS	20825C104		6/2/2004	5/22/2012	3,371			1,888	1,483				1,483
131 JOHN DEERE CAPITAL 5 250% 10/01/17	24422E0W2		3/26/2009	10/1/2012	15,000			14,962	38				38
132 DIAGEO PLC - ADR	25243Q205		3/12/2010	11/18/2012	1,028			998	30				30
133 DIAMOND HILL LONG-SHORT FD CL I	125264S833		10/18/2012	11/18/2012	752			788	-36				-36
134 DIAMOND HILL LONG-SHORT FD CL I	125264S833		10/18/2012	11/18/2012	543			525	18				18
135 WALT DISNEY CO	254687106		1/21/2011	11/18/2012	1,174			883	291				291
136 DREYFUS ENG MKT DEBT LOC C1 608	261880494		5/11/2011	11/18/2012	748			758	0				0
137 DREYFUS ENG MKT DEBT LOC C1 608	261880494		11/18/2012	12/18/2012	2,143			2,500	-357				-357
138 HUSSMAN STRATEGIC GROWTH FUND	448108100		11/18/2012	12/18/2012	375			406	-31				-31
139 HUSSMAN STRATEGIC GROWTH FUND	448108100		6/12/2004	12/18/2012	1,384			1,413	-29				-29
140 INTEL CORP	458140100		11/18/2012	5/22/2012	1,305			1,491	-108				-108
141 INTEL CORP	458140100		8/22/2005	11/18/2012	416			491	-75				-75
142 INTEL CORP	458140100		3/7/2002	11/18/2012	950			530	420				420
143 INTERNATIONAL BUSINESS MACHS CO	459200101		12/24/2003	11/18/2012	9,499			4,616	4,883				4,883
144 DREYFUS ENG MKT DEBT LOC C1 608	261880494		5/11/2011	12/18/2012	1,778			1,742	36				36
145 DREYFUS ENG MKT DEBT LOC C1 608	261880494		10/18/2012	12/18/2012	250			244	6				6
146 DREYFUS ENG MKT DEBT LOC C1 608	261880494		4/19/2011	12/18/2012	773			768	7				7
147 DREYFUS ENG MKT DEBT LOC C1 608	261880494		8/30/2012	12/18/2012	3,847			3,848	199				199
148 DREYFUS ENG MKT DEBT LOC C1 608	266648102		1/21/2011	11/18/2012	768			774	-6				-6
149 EMERSON ELECTRIC CO	291011104		5/15/2003	4/20/2012	2,022			978	1,044				1,044
150 EMERSON ELECTRIC CO	291011104		5/15/2003	5/22/2012	4,732			2,446	2,286				2,286
151 EMERSON ELECTRIC CO	30231G102		12/24/2003	10/18/2012	3,738			1,800	2,138				2,138
152 EXXON MOBIL CORPORATION	30231G102		12/24/2003	11/18/2012	4,331			2,000	2,331				2,331
153 EXXON MOBIL CORPORATION	30231G102		2/5/2010	2/8/2012	76			56	20				20
154 JPMORGAN MID CAP VALUE-I 758	339128100		3/9/2012	8/30/2012	81			56	25				25
155 JPMORGAN MID CAP VALUE-I 758	339128100		11/14/2012	12/20/2012	353			347	6				6
156 GATEWAY FUND - Y 1886	367823884		12/24/2003	4/20/2012	972			1,552	-580				-580
157 GENERAL ELECTRIC CO	369604103		5/15/2003	11/18/2012	2,073			2,866	-793				-793
158 GENERAL ELECTRIC CO	369604103		12/24/2003	11/18/2012	518			776	-258				-258
159 GENERAL ELECTRIC CO	369604103		11/18/2012	11/18/2012	1,098			805	293				293
160 GILEAD SCIENCES INC	375558103		2/5/2010	2/8/2012	50			39	11				11
161 GOLDMAN SACHS GRTH OPP FDI-1 11338142Y401	428236103		2/5/2010	4/20/2012	469			368	101				101
162 GOLDMAN SACHS GRTH OPP FDI-1 11338142Y401	4282361												

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

[illegible]

1

0		0	
---	--	---	--

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment	6/11/2012	182
4 Third quarter estimated tax payment	7/11/2012	182
5 Fourth quarter estimated tax payment	10/10/2012	182
6 Other payments	1/9/2013	182
7 Total		728

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	24,131
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	24,131

Account # 34001000 SUB-Account # 34001001				
EIN: 81-6010110				
<u>Security Type</u>	<u>CUSIP</u>	<u>Asset Name</u>	<u>FMV</u>	<u>Fed Cost</u>
Cash			\$0.00	\$0.00
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	\$62,070.45	\$62,070.45
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	\$11,947.71	\$11,947.71
TOTAL CASH & CASH EQUIVALENTS (34001000)			\$74,018.16	\$74,018.16
Invest - Corp Stock	001055102	AFLAC INC	\$2,122.40	\$1,805.60
Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	\$2,878.60	\$1,460.20
Invest - Corp Stock	037411105	APACHE CORP	\$2,512.80	\$3,019.20
Invest - Corp Stock	037833100	APPLE INC	\$4,099.41	\$860.67
Invest - Corp Stock	097023105	BOEING CO	\$1,699.01	\$1,817.71
Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	\$2,304.00	\$1,360.80
Invest - Corp Stock	14040H105	CAPITAL ONE FINANCIAL CORP	\$1,971.20	\$2,014.95
Invest - Corp Stock	17275R102	CISCO SYSTEMS INC	\$2,962.08	\$2,407.68
Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	\$2,505.30	\$1,396.08
Invest - Corp Stock	254687106	WALT DISNEY CO	\$2,963.40	\$2,162.30
Invest - Corp Stock	268648102	E M C CORP MASS	\$1,673.48	\$1,645.60
Invest - Corp Stock	375558103	GILEAD SCIENCES INC	\$2,209.20	\$1,325.24
Invest - Corp Stock	458140100	INTEL CORP	\$1,683.20	\$1,964.80
Invest - Corp Stock	478366107	JOHNSON CONTROLS INC	\$2,020.85	\$1,655.55
Invest - Corp Stock	594918104	MICROSOFT CORP	\$1,592.10	\$1,350.28
Invest - Corp Stock	641069406	NESTLE S.A. REGISTERED SHARES - ADR	\$2,109.60	\$1,874.10
Invest - Corp Stock	66987V109	NOVARTIS AG - ADR	\$1,695.50	\$1,368.50
Invest - Corp Stock	68389X105	ORACLE CORPORATION	\$2,237.13	\$1,924.07
Invest - Corp Stock	806857108	SCHLUMBERGER LTD	\$2,731.75	\$2,276.80
Invest - Corp Stock	872540109	TJX COS INC NEW	\$2,033.10	\$1,935.45
Invest - Corp Stock	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	\$1,633.57	\$2,177.11
Invest - Corp Stock	883556102	THERMO FISHER SCIENTIFIC INC	\$2,524.90	\$1,571.28
Invest - Corp Stock	89151E109	TOTAL S.A. - ADR	\$1,900.15	\$1,677.20
Invest - Corp Stock	907818108	UNION PACIFIC CORP	\$3,680.88	\$2,081.32
Invest - Corp Stock	58155Q103	MCKESSON CORP	\$2,209.83	\$1,963.69
Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	\$2,217.90	\$2,287.90
Invest - Corp Stock	911312106	UNITED PARCEL SERVICE-CL B	\$1,823.67	\$1,535.25
Invest - Corp Stock	87612E106	TARGET CORP	\$2,718.45	\$1,699.20
Invest - Corp Stock	91324P102	UNITEDHEALTH GROUP INC	\$2,484.45	\$1,833.30
Invest - Corp Stock	088606108	BHP BILLITON LIMITED - ADR	\$1,574.40	\$1,779.80
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	\$3,293.50	\$2,383.50
Invest - Corp Stock	902973304	US BANCORP DEL NEW	\$2,283.90	\$299.98
Invest - Corp Stock	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	\$2,480.80	\$1,472.80
Invest - Corp Stock	166764100	CHEVRON CORP	\$3,454.50	\$281.62
Invest - Corp Stock	88579Y101	3M CO	\$2,312.65	\$1,940.74
Invest - Corp Stock	084670702	BERKSHIRE HATHAWAY INC.	\$3,392.55	\$2,885.75
Invest - Corp Stock	20030N101	COMCAST CORP CLASS A	\$2,779.84	\$1,127.85
Invest - Corp Stock	38259P508	GOOGLE INC	\$3,022.76	\$2,610.17
Invest - Corp Stock	150870103	CELANESE CORP	\$1,593.92	\$1,421.54
Invest - Corp Stock	611740101	MONSTER BEVERAGE CORP	\$958.00	\$1,064.20
Invest - Corp Stock	92857W209	VODAFONE GROUP PLC NEW ADR	\$1,366.00	\$1,486.50
Invest - Corp Stock	G29183103	EATON CORP PLC	\$1,993.25	\$1,855.21
Invest - Corp Stock	12572Q105	CME GROUP INC	\$2,313.60	\$2,104.48
Invest - Other	589509108	MERGER FD SH BEN INT #260	\$13,241.29	\$12,999.54
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$16,750.37	\$16,672.08
Invest - Other	464287804	ISHARES CORE S&P SMALL-CAP E	\$47,931.20	\$37,554.48
Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	\$21,875.70	\$16,419.48

Invest - Other	464287200	ISHARES CORE S & P 500 ETF	\$32,499.36	\$29,418.59
Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$16,739.34	\$16,858.27
Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	\$26,453.52	\$18,217.44
Invest - Other	464287465	ISHARES MSCI EAFE	\$87,290.40	\$100,702.81
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$39,114.34	\$36,351.93
Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	\$13,568.68	\$13,258.00
Invest - Other	123998007	CHAMBERS STREET PROPERTIES	\$16,304.35	\$12,696.44
Invest - Other	922908553	VANGUARD REIT VIPER	\$32,696.54	\$29,877.37
Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$56,190.16	\$47,169.73
Invest - Other	921937827	VANGUARD SHORT TERM BOND ETF	\$129,390.06	\$129,294.29
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$31,468.49	\$28,551.20
Invest - Other	921937819	VANGUARD INTERMEDIATE TERM B	\$59,598.58	\$57,461.20
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$22,992.43	\$20,686.80
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$38,797.61	\$35,925.35
Invest - Other	367829884	GATEWAY FUND - Y #1986	\$22,339.03	\$21,586.29
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$44,492.04	\$47,508.00
Invest - US & State	REL128403	COLUMBIA AR VAR MI	\$1.00	\$1.00
TOTAL OTHER INVESTMENTS (34001000)			\$869,752.07	\$804,376.26
TOTAL (34001000)			\$943,770.23	\$878,394.42
SUB-Account # 34001001				
EIN: 81-6010110				
Cash			\$0.00	\$0.00
Savings & Temp Inv	VP4560000	WF ADV GOVT MM FD-INSTL #1751	\$1,114.14	\$1,114.14
Savings & Temp Inv	VP4560000	WF ADV GOVT MM FD-INSTL #1751	\$635.77	\$635.77
TOTAL CASH & CASH EQUIVALENTS (34001001)			\$1,749.91	\$1,749.91
Invest - Other	589509108	MERGER FD SH BEN INT #260	\$613.47	\$613.47
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$1,355.91	\$1,340.06
Invest - Other	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	\$1,642.54	\$1,485.93
Invest - Other	880196506	TEMPLETON FOREIGN FD - ADV #604	\$1,025.47	\$925.08
Invest - Other	94975G686	WF ADV INDEX FUND-ADMIN #88	\$896.01	\$568.91
Invest - Other	04314H600	ARTISAN MID CAP FUND-INS #1333	\$802.73	\$774.84
Invest - Other	464287648	ISHARES RUSSELL 2000 GROWTH	\$813.12	\$731.64
Invest - Other	008882532	INVESCO INTL GROWTH-Y #8516	\$963.44	\$872.50
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$1,649.44	\$1,580.00
Invest - Other	262028855	DRIEHAUS ACTIVE INCOME FUND	\$628.15	\$615.75
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	\$697.56	\$459.22
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	\$742.42	\$998.69
Invest - Other	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$1,422.34	\$1,375.99
Invest - Other	94975J581	WFA CORE BD FD-I #944	\$4,163.68	\$4,052.93
Invest - Other	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	\$781.67	\$750.96
Invest - Other	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	\$1,216.12	\$721.08
Invest - Other	922908553	VANGUARD REIT VIPER	\$1,023.90	\$436.84
Invest - Other	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	\$798.79	\$708.66
Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$757.52	\$558.67
Invest - Other	949917579	WF ADV GOVT SECURITIES- I #3101	\$2,130.38	\$1,966.78
Invest - Other	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	\$2,178.00	\$2,136.13
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$1,039.25	\$755.05
Invest - Other	949917538	WELLS FARGO ADV HI INC-INS #3110	\$2,002.98	\$1,821.95
Invest - Other	367829884	GATEWAY FUND - Y #1986	\$799.24	\$792.57
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$1,264.29	\$1,377.12
TOTAL OTHER INVESTMENTS (34001001)			\$31,408.42	\$28,420.82

TOTAL (34001001)	\$33,158.33	\$30,170.73
TOTAL CASH & CASH EQUIVALENTS	\$75,768.07	\$75,768.07
TOTAL OTHER INVESTMENTS	\$901,160.49	\$832,797.08
TOTAL	\$976,928.56	\$908,565.15