ENVELOPE POSTMARK DATE MAY 2 9 2013

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: BURGESS, F & R T/U/A

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 Indepndence Mall E MACY1372-06

Room/suite:

City or town, state, and ZIP code: Philadelphia PA 19106-2112

A Employer identification number: 84-6187127

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 ▶ ☐

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)* ▶ $ 1,160,356

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,217	32,859		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	67,795			
	b Gross sales price for all assets on line 6a 360,373				
	7 Capital gain net income (from Part IV, line 2)		67,795		
	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	102,012	100,654	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,385	13,039		4,346
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,112			1,112
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,534	334		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	170	170		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,201	13,543	0	5,458
	25 Contributions, gifts, grants paid	47,100			47,100
	26 **Total expenses and disbursements.** Add lines 24 and 25	67,301	13,543	0	52,558
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	34,711			
	b **Net investment income** (if negative, enter -0-)		87,111		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	9,536	27,556	27,556
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	979,346	990,710	1,132,800
	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)	988,882	1,018,266	1,160,356
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	988,882	1,018,266	
	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)	988,882	1,018,266	
	31	**Total liabilities and net assets/fund balances** (see instructions)	988,882	1,018,266	

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	988,882
2	Enter amount from Part I, line 27a	2	34,711
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	404
4	Add lines 1, 2, and 3	4	1,023,997
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	5,771
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,018,226

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	67,795
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	44,272	1,144,044	0 038698
2010	44,665	1,117,023	0.039986
2009	51,229	1,049,084	0 048832
2008	86,360	1,151,671	0 074987
2007			0 000000

2 **Total** of line 1, column (d)	2	0 202503
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	0.050626
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,160,559
5 Multiply line 4 by line 3	5	58,754
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	871
7 Add lines 5 and 6	7	59,625
8 Enter qualifying distributions from Part XII, line 4	8	52,558

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	1	1,742
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	1,742
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	1,742
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 969		
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	969
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	773
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Indepndence 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
  (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
  (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
  (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
  (4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
  (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945–5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 Indepndence Mall E MACY1372-062 Phil	Trustee 4 00	17,385		

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	1,146,765
b	Average of monthly cash balances			1b	31,467
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,178,232
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	1,178,232
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	17,673
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,160,559
6	**Minimum investment return.** Enter 5% of line 5			6	58,028

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	58,028
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,742		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,742
3	Distributable amount before adjustments Subtract line 2c from line 1			3	56,286
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	56,286
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	56,286

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	52,558
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	52,558
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,558

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					56,286
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008	6,691				
c	From 2009					
d	From 2010					
e	From 2011					
f	**Total** of lines 3a through e		6,691			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 52,558					
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					52,558
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))*		3,728			3,728
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,963			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,963			
10	Analysis of line 9					
a	Excess from 2008	2,963				
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011					
e	Excess from 2012					

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
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 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)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	47,100
b *Approved for future payment* NONE				
Total			▶ 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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,217	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	67,795	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		102,012	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 102,012

(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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N.A. 5/28/2013 SVP Wells Fargo Bank N A

Signature of officer or trustee Date 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	Check if self-employed	PTIN
JOSEPH J. CASTRIANO		5/28/2013	☒	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

BURGESS, F & R T/U/A 84-6187127 Page 1 of 1

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

Recipient(s) paid during the year

Name
DENVER ART MUSEUM
Street
100 WEST 14TH AVE PARKWAY

City	State	Zip Code	Foreign Country
DENVER	CO	80202	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHAIRTY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	15,700

Name
COLORADO SYMPHONY
Street
1000 14TH STREET

City	State	Zip Code	Foreign Country
DENVER	CO	80202	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	15,700

Name
UNIVERSITY OF DENVER
Street
2199 S UNIVERSITY BLVD

City	State	Zip Code	Foreign Country
DENVER	CO	80202	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	7,850

Name
REGIS UNIVERSITY
Street
33 REGIS BLVD

City	State	Zip Code	Foreign Country
DENVER	CO	80202	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	7,850

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	3,606
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	360,373	292,578	67,795
Other sales	0	0	0

	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	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABBOTT LABS	002824100			10/13/2008		11/8/2012	1,277	1,062				0	215
2	X	APPLE INC	037833100			10/13/2008		4/17/2012	2,895	519				0	2,376
3	X	APPLE INC	037833100			10/13/2008		5/29/2012	5,709	1,038				0	4,671
4	X	CHEVRON CORP	166764100			2/9/2004		4/17/2012	5,119	2,143				0	2,976
5	X	CHEVRON CORP	166764100			2/9/2004		5/29/2012	4,992	2,143				0	2,849
6	X	WALT DISNEY CO	254687106			3/8/2007		5/29/2012	4,460	3,419				0	1,041
7	X	DODGE & COX STOCK FUND	256219106			8/31/2001		4/17/2012	1,227	1,106				0	121
8	X	DODGE & COX STOCK FUND	256219106			12/28/2001		4/17/2012	6,346	5,700				0	646
9	X	DODGE & COX STOCK FUND	256219106			5/29/2003		4/17/2012	2,427	2,038				0	389
10	X	EXXON MOBIL CORPORATION	30231G102			5/24/1996		4/17/2012	12,688	3,256				0	9,432
11	X	EXXON MOBIL CORPORATION	30231G102			5/24/1996		5/29/2012	4,124	1,085				0	3,039
12	X	GENERAL ELECTRIC CO	369604103			10/25/1991		4/17/2012	1,899	589				0	1,310
13	X	HEWLETT PACKARD CO	428236103			10/13/2008		4/17/2012	2,440	3,998				0	-1,558
14	X	HUSSMAN STRATEGIC GROW	448108100			10/27/2009		10/2/2012	25,372	30,000				0	-4,628
15	X	ABBOTT LABS	002824100			10/13/2008		6/7/2012	1,536	1,327				0	209
16	X	ABBOTT LABS	002824100			10/13/2008		8/8/2012	330	265				0	65
17	X	UIT	464285105			1/1/1901		3/30/2012	3	2				0	1
18	X	UIT	464285105			1/1/1901		4/30/2012	3	2				0	1
19	X	UIT	464285105			1/1/1901		5/31/2012	3	2				0	1
20	X	UIT	464285105			1/1/1901		6/29/2012	3	2				0	1
21	X	UIT	464285105			1/1/1901		7/31/2012	3	2				0	1
22	X	UIT	464285105			1/1/1901		8/31/2012	3	2				0	1
23	X	UIT	464285105			1/1/1901		9/28/2012	3	2				0	1
24	X	UIT	464285105			1/1/1901		10/31/2012	4	2				0	2
25	X	UIT	464285105			1/1/1901		11/30/2012	3	2				0	1
26	X	UIT	464285105			1/1/1901		12/31/2012	3	2				0	1
27	X	JOHNSON & JOHNSON	478160104			8/22/2001		4/17/2012	1,605	1,361				0	244
28	X	MICROSOFT CORP	594918104			12/28/2001		4/17/2012	3,119	3,428				0	-309
29	X	PEPSICO INC	713448108			12/26/1990		4/17/2012	6,630	1,198				0	5,432
30	X	PROCTER & GAMBLE CO	742718109			1/27/1995		4/17/2012	10,032	2,380				0	7,652
31	X	TARGET CORP	87612E106			1/30/2001		5/29/2012	5,787	3,682				0	2,105
32	X	TEVA PHARMACEUTICAL IND	881624209			7/12/2010		4/17/2012	2,244	2,723				0	-479
33	X	UNITED TECHNOLOGIES COR	913017109			8/31/2001		4/17/2012	2,008	856				0	1,152
34	X	VODAFONE GROUP PLC NEW	92857W209			10/4/1993		1/9/2013	10,850	2,505				0	8,345
35	X	TAXABLE TOTAL RETURN BO	991283912			8/31/1985		4/20/2012	10,924	10,522				0	402
36	X	TAXABLE TOTAL RETURN BO	991283912			7/31/1989		4/20/2012	11,953	11,616				0	337
37	X	TAXABLE TOTAL RETURN BO	991283912			3/31/1992		4/20/2012	16,978	16,479				0	499
38	X	TAXABLE TOTAL RETURN BO	991283912			2/21/1997		4/20/2012	41,717	40,280				0	1,437
39	X	TAXABLE TOTAL RETURN BO	991283912			1/31/1985		4/20/2012	18,428	17,610				0	818
40	X	TAXABLE INTERMEDIATE TER	999708902			6/5/1998		4/20/2012	27,418	27,099				0	319
41	X	TAXABLE INTERMEDIATE TER	999708902			10/22/2002		4/20/2012	72,582	71,110				0	1,472
42	X	HUSSMAN STRATEGIC GROW	448108100			10/6/2010		10/2/2012	16,593	20,000				0	-3,407
43	X	UIT	464285105			1/1/1901		2/29/2012	3	2				0	1
44	X	ST CTF GAIN							4,493						4,493
45	X	LT CTF GAIN							10,531						10,531
46	X	ISHARES S&P GSCI K1 GAIN								19					-19

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

		1,112	0	0	1,112
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,112			1,112

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

		1,534	334	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	334	334		
2	PY EXCISE TAX DUE	231			
3	ESTIMATED EXCISE PAYMENTS	969			
4					

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		170	170	0	0
1	ADR FEES	17	17		
2	PARTNERSHIP EXPENSES	37	37		
3	INVESTMENT EXPENSES	116	116		

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

			979,346	990,710	1,132,800
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				990,710	1,132,800

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

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

1	CTF INCOME TIMING DIFFERENCE	1	321
2	PARTNERSHIP INCOME ADJUSTMENT	2	83
3	Total	3	404

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

1	COST BASIS ADJUSTMENT	1	730
2	CTF BOOK TO TAX DIFFERENCE	2	650
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	812
4	PY REUTN OF CAPITAL ADJUSTMENT	4	3,579
5	Total	5	5,771

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

		Amount												
	Long Term CG Distributions	3,606												
	Short Term CG Distributions	0				356,767	0	0	292,578	64,189	0	0	0	64,189
	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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	ABBOTT LABS	002824100		10/13/2008	11/8/2012	1,277		0	1,062	215	0	0	0	215
2	APPLE INC	037833100		10/13/2008	4/17/2012	2 895		0	519	2,376	0	0	0	2,376
3	APPLE INC	037833100		10/13/2008	5/29/2012	5,709		0	1,038	4,671	0	0	0	4,671
4	CHEVRON CORP	166764100		2/9/2004	4/17/2012	5,119		0	2,143	2,976	0	0	0	2,976
5	CHEVRON CORP	166764100		2/9/2004	5/29/2012	4,992		0	2,143	2,849	0	0	0	2,849
6	WALT DISNEY CO	254687106		3/8/2007	5/29/2012	4,460		0	3,419	1,041	0	0	0	1,041
7	DODGE & COX STOCK FUND 145	256219106		8/31/2001	4/17/2012	1,227		0	1,106	121	0	0	0	121
8	DODGE & COX STOCK FUND 145	256219106		12/28/2001	4/17/2012	6,346		0	5,700	646	0	0	0	646
9	DODGE & COX STOCK FUND 145	256219106		5/29/2003	4/17/2012	2,427		0	2,038	389	0	0	0	389
10	EXXON MOBIL CORPORATION	30231G102		5/24/1996	4/17/2012	12,688		0	3 256	9,432	0	0	0	9,432
11	EXXON MOBIL CORPORATION	30231G102		5/24/1996	5/29/2012	4,124		0	1,085	3,039	0	0	0	3,039
12	GENERAL ELECTRIC CO	369604103		10/25/1991	4/17/2012	1,899		0	589	1,310	0	0	0	1,310
13	HEWLETT PACKARD CO	428236103		10/13/2008	4/17/2012	2,440		0	3,998	-1,558	0	0	0	-1,558
14	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/27/2009	10/2/2012	25 372		0	30,000	-4,628	0	0	0	-4,628
15	ABBOTT LABS	002824100		10/13/2008	6/7/2012	1,536		0	1,327	209	0	0	0	209
16	ABBOTT LABS	002824100		10/13/2008	8/8/2012	330		0	265	65	0	0	0	65
17	UIT	464285105		1/1/1901	3/30/2012	3		0	2	1	0	0	0	1
18	UIT	464285105		1/1/1901	4/30/2012	3		0	2	1	0	0	0	1
19	UIT	464285105		1/1/1901	5/31/2012	3		0	2	1	0	0	0	1
20	UIT	464285105		1/1/1901	6/29/2012	3		0	2	1	0	0	0	1
21	UIT	464285105		1/1/1901	7/31/2012	3		0	2	1	0	0	0	1
22	UIT	464285105		1/1/1901	8/31/2012	3		0	2	1	0	0	0	1
23	UIT	464285105		1/1/1901	9/28/2012	3		0	2	1	0	0	0	1
24	UIT	464285105		1/1/1901	10/31/2012	4		0	2	2	0	0	0	2
25	UIT	464285105		1/1/1901	11/30/2012	3		0	2	1	0	0	0	1
26	UIT	464285105		1/1/1901	12/31/2012	3		0	2	1	0	0	0	1
27	JOHNSON & JOHNSON	478160104		8/22/2001	4/17/2012	1,605		0	1,361	244	0	0	0	244
28	MICROSOFT CORP	594918104		12/28/2001	4/17/2012	3,119		0	3,428	-309	0	0	0	-309
29	PEPSICO INC	713448108		12/26/1990	4/17/2012	6,630		0	1,198	5,432	0	0	0	5,432
30	PROCTER & GAMBLE CO	742718109		1/27/1995	4/17/2012	10 032		0	2,380	7,652	0	0	0	7,652
31	TARGET CORP	87612E106		1/30/2001	5/29/2012	5,787		0	3,682	2,105	0	0	0	2,105
32	TEVA PHARMACEUTICAL INDUSTRIES	881624209		7/12/2010	4/17/2012	2 244		0	2,723	-479	0	0	0	-479
33	UNITED TECHNOLOGIES CORP	913017109		8/31/2001	4/17/2012	2,008		0	856	1,152	0	0	0	1,152
34	VODAFONE GROUP PLC NEW ADR	92857W209		10/4/1993	1/9/2013	10,850		0	2,505	8,345	0	0	0	8,345
35	TAXABLE TOTAL RETURN BOND FUND	991283912		8/31/1985	4/20/2012	10,924		0	10,522	402	0	0	0	402
36	TAXABLE TOTAL RETURN BOND FUND	991283912		7/31/1989	4/20/2012	11,953		0	11,616	337	0	0	0	337
37	TAXABLE TOTAL RETURN BOND FUND	991283912		3/31/1992	4/20/2012	16,978		0	16,479	499	0	0	0	499
38	TAXABLE TOTAL RETURN BOND FUND	991283912		2/21/1997	4/20/2012	41,717		0	40,280	1,437	0	0	0	1,437
39	TAXABLE TOTAL RETURN BOND FUND	991283912		1/31/1985	4/20/2012	18,428		0	17,610	818	0	0	0	818
40	TAXABLE INTERMEDIATE TERM BD FD	999708902		6/5/1998	4/20/2012	27,418		0	27,099	319	0	0	0	319
41	TAXABLE INTERMEDIATE TERM BD FD	999708902		10/22/2002	4/20/2012	72,582		0	71,110	1,472	0	0	0	1,472
42	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/6/2010	10/2/2012	18 593		0	20,000	-3 407	0	0	0	-3,407
43	UIT	464285105		1/1/1901	2/29/2012	3		0	2	1	0	0	0	1
44	ST CTF GAIN					4,493			0	4,493	0	0	0	4,493
45	LT CTF GAIN					10,531			0	10,531	0	0	0	10,531
46	ISHARES S&P GSCI K1 GAIN								19	-19	0	0	0	-19

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

										17,385	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	101N Indepndence Mall E MACY1372	Philadelphia	PA	19106-2112		TRUSTEE	4 00	17,385	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	6/11/2012	2	242
3	Second quarter estimated tax payment	7/11/2012	3	242
4	Third quarter estimated tax payment	10/10/2012	4	242
5	Fourth quarter estimated tax payment	1/9/2013	5	243
6	Other payments		6	0
7	Total		7	969

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	0101585100	84-6187127			$0 00	0 00	$0 00
Savings & Temp Inv	0101585100	84-6187127	VP0528308	FEDERATED TREAS OBL FD 68	$1,703 14	1703 14	$1,703 14
Savings & Temp Inv	0101585100	84-6187127	VP0528308	FEDERATED TREAS OBL FD 68	$25,863 24	25863 24	$25,863 24
				TOTAL CASH, SAVINGS AND TEMP INV	$27,566 38		$27,566 38
Invest - Corp Stock	0101585100	84 6187127	001055102	AFLAC INC	$11,938 50	225 00	$11,419 96
Invest - Corp Stock	0101585100	84-6187127	008252108	AFFILIATED MANAGERS GROUP, INC COM	$3,022 53	21 00	$1,795 50
Invest - Corp Stock	0101585100	84-6187127	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	$4,430 00	50 00	$3,638 50
Invest - Corp Stock	0101585100	84-6187127	037411105	APACHE CORP	$8,376 00	100 00	$9,340 00
Invest - Corp Stock	0101585100	84-6187127	037833100	APPLE INC	$18,219 60	40 00	$3,761 32
Invest - Corp Stock	0101585100	84-6187127	084670702	BERKSHIRE HATHAWAY INC	$4,846 50	50 00	$3,973 00
Invest - Corp Stock	0101585100	84-6187127	088606108	BHP BILLITON LIMITED - ADR	$3,936 00	50 00	$4,370 71
Invest Corp Stock	0101585100	84 6187127	126650100	CVS/CAREMARK CORPORATION	$5,120 00	100 00	$4,378 00
Invest - Corp Stock	0101585100	84-6187127	156700106	CENTURYLINK, INC	$4,045 00	100 00	$3,291 00
Invest - Corp Stock	0101585100	84 6187127	166764100	CHEVRON CORP	$11,515 00	100 00	$4,285 50
Invest - Corp Stock	0101585100	84-6187127	17275R102	CISCO SYSTEMS INC	$14,399 00	700 00	$10,818 31
Invest - Corp Stock	0101585100	84-6187127	177376100	CITRIX SYS INC COM	$14,632 00	200 00	$6,383 94
Invest - Corp Stock	0101585100	84-6187127	189754104	COACH INC	$5,100 00	100 00	$5,772 11
Invest Corp Stock	0101585100	84-6187127	25243Q205	DIAGEO PLC - ADR	$5,965 00	50 00	$5,001 50
Invest - Corp Stock	0101585100	84-6187127	254687106	WALT DISNEY CO	$12,123 00	225 00	$7,693 37
Invest - Corp Stock	0101585100	84-6187127	30231G102	EXXON MOBIL CORPORATION	$13,495 50	150 00	$3,256 43
Invest - Corp Stock	0101585100	84-6187127	369604103	GENERAL ELECTRIC CO	$8,912 00	400 00	$2,355 83
Invest - Corp Stock	0101585100	84 6187127	38259P508	GOOGLE INC	$11 335 35	15 00	$9,128 85
Invest - Corp Stock	0101585100	84-6187127	458140100	INTEL CORP	$8,416 00	400 00	$6,775 00
Invest - Corp Stock	0101585100	84-6187127	46625H100	JPMORGAN CHASE & CO	$7,292 75	155 00	$5,802 11
Invest - Corp Stock	0101585100	84 6187127	478160104	JOHNSON & JOHNSON	$12,936 00	175 00	$9,527 00
Invest - Corp Stock	0101585100	84-6187127	58155Q103	MCKESSON CORP	$1,578 45	15 00	$1,401 79
Invest Corp Stock	0101585100	84-6187127	594918104	MICROSOFT CORP	$8,235 00	300 00	$8,140 01
Invest - Corp Stock	0101585100	84-6187127	641069406	NESTLE S A REGISTERED SHARES - ADR	$10,548 00	150 00	$5,788 80
Invest - Corp Stock	0101585100	84-6187127	66987V109	NOVARTIS AG - ADR	$3,391 00	50 00	$2,459 00
Invest - Corp Stock	0101585100	84-6187127	713448108	PEPSICO INC	$7,285 00	100 00	$1,197 82
Invest - Corp Stock	0101585100	84-6187127	806857108	SCHLUMBERGER LTD	$7,805 00	100 00	$6,174 20
Invest - Corp Stock	0101585100	84-6187127	855244109	STARBUCKS CORP COM	$5,612 00	100 00	$5,558 44
Invest - Corp Stock	0101585100	84-6187127	87612E106	TARGET CORP	$12,082 00	200 00	$7,364 00
Invest - Corp Stock	0101585100	84-6187127	883556102	THERMO FISHER SCIENTIFIC INC	$3,607 00	50 00	$2,452 50
Invest - Corp Stock	0101585100	84-6187127	89151E109	TOTAL S A - ADR	$271 45	5 00	$246 82
Invest - Corp Stock	0101585100	84-6187127	911312106	UNITED PARCEL SERVICE-CL B	$7,929 00	100 00	$6,431 16
Invest - Corp Stock	0101585100	84-6187127	913017109	UNITED TECHNOLOGIES CORP	$10 946 25	125 00	$4 277 50
				TOTAL CORPORATE STOCK	$269,345 88		$174,259 98
Invest - Other	0101585100	84-6187127	00758M162	ACADIAN EMERGING MARKETS PTF-1 #1260	$26,566 76	1362 40	$25,000 00
Invest - Other	0101585100	84-6187127	123998007	CHAMBERS STREET PROPERTIES	$54,347 83	5434 78	$44,594 83
Invest - Other	0101585100	84-6187127	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$24,394 23	1255 49	$20,000 00
Invest - Other	0101585100	84-6187127	256219106	DODGE & COX STOCK FUND #145	$2,693 20	20 81	$1,962 47
Invest - Other	0101585100	84-6187127	26852M105	EII INTERNATIONAL PROPERTY-I #30	$5,364 04	275 79	$5,000 00
Invest - Other	0101585100	84-6187127	367829884	GATEWAY FUND - Y #1986	$3,809 66	138 03	$3,800 00
Invest - Other	0101585100	84-6187127	464285105	ISHARES GOLD TRUST	$16,200 00	1000 00	$10,186 13
Invest - Other	0101585100	84-6187127	46428R107	ISHARES S&P GSCI COMMODITY I	$10,698 48	312 00	$10,111 45
Invest - Other	0101585100	84-6187127	47103C241	PERKINS MID CAP VALUE F/C I #1167	$37,745 45	1662 06	$35,000 00
Invest - Other	0101585100	84-6187127	487300808	KEELEY SMALL CAP VAL FD CL I #2251	$14,328 93	465 23	$10,000 00
Invest - Other	0101585100	84-6187127	51855Q655	LAUDUS MONDRIAN INTL FI INST #2940	$96,321 64	8554 32	$100,000 00
Invest - Other	0101585100	84-6187127	693391559	PIMCO EMERG MKTS BD-INST #137	$31,611 26	2557 55	$30,000 00
Invest - Other	0101585100	84-6187127	73935X195	POWERSHARES LISTED PRIVATE EQUITY	$11,218 38	1033 00	$10,033 85
Invest - Other	0101585100	84-6187127	78464A607	SPDR DOW JONES REIT ETF	$6,414 95	85 00	$5,003 10
Invest - Other	0101585100	84-6187127	901165100	TWEEDY BROWNE FD GLOBAL VALUE #1	$15,821 97	650 31	$10,600 00
Invest - Other	0101585100	84-6187127	921909701	VANGUARD DEVELOPED MKTS INDEX #227	$14,689 75	1443 00	$20,000 00
Invest - Other	0101585100	84-6187127	949917538	WELLS FARGO ADV HI INC-INS #3110	$62,466 85	7957 56	$60,000 00
Invest - Other	0101585100	84-6187127	991283912	TAXABLE TOTAL RETURN BOND FUND	$165,605 72	21231 50	$158 359 74
Invest - Other	0101585100	84-6187127	999708902	TAXABLE INTERMEDIATE TERM BD FD	$263,154 41	25573 80	$256 798 07
				TOTAL OTHER INVESTMENTS	$863,453 51		$816,449 64
				GRAND TOTAL	$1,160,365 77		$1,018,276 00