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 3/1/2012 **, and ending** 2/28/2013

Name of foundation: TUW ETHEL M SCHEPMOES

A Employer identification number: 54-6372603

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A. - 101N Indepndence Mall E MACY1372-062

Room/suite:

B Telephone number (see instructions): (888) 730-4933

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,136,591

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	181,699	177,995		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	447,721			
	b Gross sales price for all assets on line 6a 4,907,866				
	7 Capital gain net income (from Part IV, line 2)		447,721		
	8 Net short-term capital gain				
	9 Income modifications				
	10a 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	629,420	625,716	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	70,921	53,191		17,730
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,503			4,503
	b Accounting fees (attach schedule)	2,397			2,397
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	31,396	4,592		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	109,217	57,783	0	24,630
	25 Contributions, gifts, grants paid	284,865			284,865
	26 **Total expenses and disbursements.** Add lines 24 and 25	394,082	57,783	0	309,495
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	235,338			
	b **Net investment income** (if negative, enter -0-)		567,933		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	245,908	130,633	130,633
	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)	6,645,706	7,003,024	8,005,958
	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)	6,891,614	7,133,657	8,136,591
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	6,891,614	7,133,657	
	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)	6,891,614	7,133,657	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,891,614	7,133,657	

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	6,891,614
2	Enter amount from Part I, line 27a	2	235,338
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	8,773
4	Add lines 1, 2, and 3	4	7,135,725
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	2,068
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,133,657

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	447,721
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	237,716	7,862,834	0 030233
2010	305,533	7,426,669	0 041140
2009	263,489	6,512,662	0 040458
2008	310,178	6,935,149	0 044725
2007			0 000000

2	**Total** of line 1, column (d)	2	0 156556
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 039139
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,866,091
5	Multiply line 4 by line 3	5	307,871
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,679
7	Add lines 5 and 6	7	313,550
8	Enter qualifying distributions from Part XII, line 4	8	309,495

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	11,359
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	11,359
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	11,359
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 15,491		
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	15,491
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,132
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,132 **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) ▶ VA			
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 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

			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? *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	70,921		

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	7,581,313
b	Average of monthly cash balances		1b	404,566
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,985,879
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	7,985,879
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	119,788
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,866,091
6	**Minimum investment return.** Enter 5% of line 5		6	393,305

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	393,305
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,359		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,359
3	Distributable amount before adjustments Subtract line 2c from line 1			3	381,946
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	381,946
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	381,946

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	309,495
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	309,495
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	309,495

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				381,946
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			293,196	
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 ▶ $ 309,495				
a	Applied to 2011, but not more than line 2a			293,196	
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				16,299
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				365,647
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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**				284,865
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	181,699	
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	447,721	
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		629,420	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 629,420

(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

John N Schultz SVP Wells Fargo Bank N.A | 6/10/2013 | 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		6/10/2013		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

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

Recipient(s) paid during the year

Name
VIRGINIA UNITED METHODIST HOMES

Street
7113 THREE CHOPT ROAD, SUITE 300

City	State	Zip Code	Foreign Country
RICHMOND	VA	23226-3643	

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

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	284,865

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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	29,815
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	4,907,866	4,460,145	447,721
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	EXXON MOBIL CORPORATION	30231G102			5/26/1993		3/21/2012	17,190	2,654				0	14,536
2	X	EXXON MOBIL CORPORATION	30231G102			5/26/1993		6/22/2012	8,265	1,327				0	6,938
3	X	EXXON MOBIL CORPORATION	30231G102			5/26/1993		1/25/2013	18,278	2,654				0	15,624
4	X	JP MORGAN MID CAP VALUE-	339128100			8/31/2011		3/29/2012	41,422	36,168				0	5,254
5	X	JP MORGAN MID CAP VALUE-	339128100			8/31/2011		7/3/2012	9,269	7,999				0	1,270
6	X	JP MORGAN MID CAP VALUE-	339128100			8/31/2011		9/25/2012	9,016	7,449				0	1,567
7	X	JP MORGAN MID CAP VALUE-	339128100			8/31/2011		11/21/2012	5,524	4,515				0	1,009
8	X	GATEWAY FUND - Y 1988	367829884			9/27/2012		11/21/2012	2,728	2,783				0	-55
9	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/30/2008		3/29/2012	306,667	151,548				0	155,119
10	X	HEWLETT PACKARD CO	428236103			11/22/2002		8/31/2012	25,313	28,560				0	-3,247
11	X	HUSSMAN STRATEGIC GROW	448108100			8/31/2011		7/3/2012	11,606	12,860				0	-1,254
12	X	INVESCO INTL GROWTH-Y 85	008882532			4/2/2012		9/25/2012	70,740	70,440				0	300
13	X	ADT CORP/THE	00101J106			1/25/2012		11/1/2012	7,259	5,686				0	1,573
14	X	AT & T INC	00206R102			8/19/2008		3/21/2012	7,175	6,934				0	241
15	X	INVESCO INTL GROWTH-Y #8	008882532			11/26/2012		2/13/2013	596	564				0	32
16	X	INVESCO INTL GROWTH-Y #8	008882532			4/2/2012		2/13/2013	19,328	18,253				0	1,075
17	X	ARTISAN MID CAP FUND-INS	04314H600			7/6/2012		9/25/2012	13,277	12,556				0	721
18	X	CENTURYLINK, INC	156700106			8/29/2011		1/25/2013	20,030	17,685				0	2,345
19	X	CREDIT SUISSE COMM RT ST	22544R305			8/31/2011		9/25/2012	12,842	14,527				0	-1,685
20	X	DIAMOND HILL LONG-SHORT	25264S833			8/31/2011		3/29/2012	9,693	8,796				0	897
21	X	DIAMOND HILL LONG-SHORT	25264S833			8/31/2011		7/3/2012	245	229				0	16
22	X	DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		11/21/2012	2,673	2,722				0	-49
23	X	DIAMOND HILL LONG-SHORT	25264S833			9/27/2012		2/13/2013	14,143	13,149				0	994
24	X	DREYFUS EMG MKT DEBT LO	261980494			8/31/2011		7/3/2012	6,859	7,329				0	-470
25	X	DREYFUS EMG MKT DEBT LO	261980494			8/31/2011		11/21/2012	6,328	6,441				0	-113
26	X	DREYFUS EMG MKT DEBT LO	261980494			8/31/2011		2/13/2013	84,452	82,987				0	1,465
27	X	HUSSMAN STRATEGIC GROW	448108100			8/31/2011		9/25/2012	87,465	101,175				0	-13,710
28	X	HUSSMAN STRATEGIC GROW	448108100			8/31/2011		11/21/2012	18,080	20,482				0	-2,402
29	X	HUSSMAN STRATEGIC GROW	448108100			8/31/2011		2/13/2013	138,229	168,383				0	-30,154
30	X	HUSSMAN STRATEGIC GROW	448108100			4/2/2012		2/13/2013	40,678	45,350				0	-4,672
31	X	INTERNATIONAL BUSINESS M	459200101			3/19/1997		3/21/2012	20,493	3,406				0	17,087
32	X	ISHARES TR RUSSELL MIDCA	464287481			3/29/2012		7/3/2012	295,056	307,575				0	-12,519
33	X	ISHARES RUSSELL 2000 GRO	464287648			11/21/2012		2/13/2013	156,833	137,831				0	19,002
34	X	ISHARES RUSSELL 2000 GRO	464287648			1/4/2013		2/13/2013	149,193	142,645				0	6,548
35	X	JOHNSON & JOHNSON	478160104			12/20/2005		1/25/2013	20,292	16,731				0	3,561
36	X	KEELEY SMALL CAP VAL FD (	487300808			8/31/2011		3/29/2012	6,526	5,859				0	667
37	X	KEELEY SMALL CAP VAL FD (	487300808			8/31/2011		9/25/2012	292,986	252,341				0	40,645
38	X	KEELEY SMALL CAP VAL FD (	487300808			7/6/2012		9/25/2012	4,414	4,084				0	330
39	X	KELLOGG CO	487836108			12/20/2005		3/21/2012	32,476	27,380				0	5,096
40	X	KELLOGG CO	487836108			12/20/2005		5/1/2012	30,132	26,583				0	3,549
41	X	LOCKHEED MARTIN CORP	539830109			8/19/2008		2/28/2013	19,887	26,006				0	-6,119
42	X	MCDONALDS CORP	580135101			1/18/2007		3/21/2012	19,394	8,977				0	10,417
43	X	MCDONALDS CORP	580135101			1/18/2007		1/25/2013	18,762	8,977				0	9,785
44	X	MERCK & CO INC NEW	58933Y105			10/12/2006		3/21/2012	26,411	29,837				0	-3,426
45	X	MERGER FD SH BEN INT 260	589509108			4/2/2012		7/3/2012	6,466	6,470				0	-4
46	X	MERGER FD SH BEN INT 260	589509108			9/27/2012		11/21/2012	5,367	5,388				0	-21
47	X	MICROSOFT CORP	594918104			9/17/1998		3/21/2012	25,608	21,062				0	4,546
48	X	PIMCO FOREIGN BD FD USD	693390882			8/31/2011		3/29/2012	1,860	1,836				0	24
49	X	PIMCO FOREIGN BD FD USD	693390882			8/31/2011		7/3/2012	6,000	5,846				0	154
50	X	PIMCO FOREIGN BD FD USD	693390882			8/31/2011		9/25/2012	55,332	52,138				0	3,194
51	X	PIMCO FOREIGN BD FD USD	693390882			8/31/2011		11/21/2012	3,087	2,886				0	201
52	X	PIMCO FOREIGN BD FD USD	693390882			8/31/2011		2/13/2013	10,393	10,239				0	154
53	X	PHILLIPS 66	718546104			12/19/2003		5/22/2012	10,228	4,739				0	5,489
54	X	PRAXAIR INC COM	74005P104			1/18/2007		3/21/2012	16,764	9,300				0	7,464
55	X	PRAXAIR INC COM	74005P104			8/12/2002		3/21/2012	16,764	4,066				0	12,698
56	X	PROCTER & GAMBLE CO	742718109			11/22/2002		3/21/2012	13,453	8,707				0	4,746
57	X	PROCTER & GAMBLE CO	742718109			11/22/2002		1/25/2013	1,094	653				0	441
58	X	PROCTER & GAMBLE CO	742718109			12/19/2003		1/25/2013	13,492	6,825				0	6,667
59	X	PUBLIC SVC ENTERPRISE GR	744573106			1/25/2012		1/25/2013	36,506	36,684				0	-178
60	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/29/2011		7/3/2012	13,174	13,140				0	34
61	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/29/2011		9/25/2012	5,670	5,293				0	377
62	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/29/2011		11/21/2012	16,498	15,212				0	1,286
63	X	TCW SMALL CAP GROWTH FU	87234N849			8/31/2011		3/29/2012	6,052	5,494				0	558
64	X	TCW SMALL CAP GROWTH FU	87234N849			8/31/2011		9/25/2012	22,826	21,145				0	1,681
65	X	TCW SMALL CAP GROWTH FU	87234N849			8/31/2011		11/21/2012	108,952	113,793				0	-4,841
66	X	TCW SMALL CAP GROWTH FU	87234N849			8/31/2011		1/4/2013	120,756	117,768				0	2,988
67	X	TCW SMALL CAP GROWTH FU	87234N849			7/6/2012		1/4/2013	24,764	23,619				0	1,145
68	X	TEMPLETON FOREIGN FD - AI	880196506			4/2/2012		9/25/2012	103,077	104,178				0	-1,101

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

	Amount
Long Term CG Distributions	29,815
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	4,907,866	4,460,145	447,721
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
69	X	TEMPLETON FOREIGN FD - A	880196506			4/2/2012		2/13/2013	43,022	40,060				0	2,962
70	X	UNITED TECHNOLOGIES COR	913017109			8/1/2002		6/22/2012	7,507	3,402				0	4,105
71	X	UNITED TECHNOLOGIES COR	913017109			3/27/2003		6/22/2012	7,507	3,000				0	4,507
72	X	VANGUARD REIT VIPER	922908553			8/29/2011		3/29/2012	25,945	23,279				0	2,666
73	X	VANGUARD REIT VIPER	922908553			8/29/2011		7/3/2012	24,866	20,967				0	3,899
74	X	VANGUARD REIT VIPER	922908553			9/25/2012		2/13/2013	10,554	10,030				0	524
75	X	WELLS FARGO ADV TOT RT B	94975J581			8/31/2011		7/3/2012	36,793	36,268				0	525
76	X	WFA CORE BD FD-I #944	94975J581			11/26/2012		2/13/2013	74,803	78,728				0	-3,925
77	X	WFA CORE BD FD-I #944	94975J581			9/27/2012		2/13/2013	57,136	60,000				0	-2,864
78	X	WELLS FARGO ADV SP S/C V	94975P447			9/27/2012		2/13/2013	90,130	81,323				0	8,807
79	X	WELLS FARGO ADV EMG MK	94975P751			4/2/2012		9/25/2012	410	423				0	-13
80	X	WELLS FARGO ADV EMG MK	94975P751			4/2/2012		11/21/2012	3,492	3,652				0	-160
81	X	WELLS FARGO ADV INTL BON	94985D582			4/2/2012		7/3/2012	3,944	3,979				0	-35
82	X	WELLS FARGO ADV INTL BON	94985D582			4/2/2012		9/25/2012	6,614	6,389				0	225
83	X	WELLS FARGO ADV INTL BON	94985D582			1/3/2003		9/25/2012	49,802	35,743				0	14,059
84	X	WELLS FARGO ADV INTL BON	94985D582			1/3/2003		11/21/2012	1,959	1,423				0	536
85	X	WELLS FARGO ADV INTL BON	94985D582			1/3/2003		2/13/2013	12,450	9,121				0	3,329
86	X	WELLS FARGO ADV DIV INTL	949917322			8/31/2011		3/29/2012	1,064,451	1,032,100				0	32,351
87	X	WELLS FARGO ADV HI INC-IN	949917538			4/2/2012		7/3/2012	11,234	11,190				0	44
88	X	WELLS FARGO ADV HI INC-IN	949917538			9/27/2012		11/21/2012	34,391	34,480				0	-89
89	X	WELLS FARGO ADV HI INC-IN	949917538			4/2/2012		2/13/2013	10,852	10,449				0	403
90	X	WELLS FARGO ADV HI INC-IN	949917538			9/27/2012		2/13/2013	44,652	44,252				0	400
91	X	WELLS FARGO ADV HI INC-IN	949917538			8/31/2011		2/13/2013	21,570	19,970				0	1,600
92	X	WF ADV GOVT SECURITIES- I	949917579			8/31/2011		7/3/2012	35,682	35,119				0	563
93	X	WF ADV GOVT SECURITIES- I	949917579			8/31/2011		9/25/2012	48,705	47,685				0	1,020
94	X	WF ADV GOVT SECURITIES- I	949917579			8/31/2011		11/21/2012	59,647	58,602				0	1,045
95	X	WF ADV GOVT SECURITIES- I	949917579			8/31/2011		2/13/2013	86,642	88,055				0	-1,413
96	X	WF ADV SHORT-TERM BOND	949917652			8/31/2011		3/29/2012	65,705	65,705				0	0
97	X	WF ADV SHORT-TERM BOND	949917652			7/6/2012		9/25/2012	29,124	28,992				0	132
98	X	WF ADV SHORT-TERM BOND	949917652			8/31/2011		11/21/2012	40,525	40,295				0	230
99	X	WF ADV SHORT-TERM BOND	949917652			7/6/2012		11/21/2012	281	279				0	2
100	X	COOPER INDUSTRIES PLC NE	G24140108			12/20/2005		3/21/2012	25,503	13,976				0	11,527
101	X	COOPER INDUSTRIES PLC NE	G24140108			12/20/2005		6/22/2012	1,680	874				0	806
102	X	COOPER INDUSTRIES PLC NE	G24140108			12/20/2005		11/30/2012	45,635	20,091				0	25,544
103	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	26	26				0	0
104	X	ACE LIMITED	H0023R105			12/20/2005		3/21/2012	29,476	21,497				0	7,979
105	X	PENTAIR, LTD	H6169Q108			1/25/2012		10/11/2012	43	36				0	7
106	X	PENTAIR, LTD	H6169Q108			1/25/2012		11/1/2012	3,484	3,073				0	411
107	X	TYCO INTERNATIONAL LTD N	H89128104			1/25/2012		11/1/2012	9,401	8,694				0	707

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		4,503	0	0	4,503
	Description				
1	LEGAL FEES	4,503			4,503

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,397	0	0	2,397
	Description				
1	TAX PREPARATION FEES	2,397			2,397

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		31,396	4,592	0	0
1	FOREIGN TAX WITHHELD	4,592	4,592		
2	PY EXCISE TAX DUE	11,313			
3	ESTIMATED EXCISE PAYMENTS	15,491			

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

			6,645,706	7,003,024	8,005,958
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	TOTAL OTHER INVESTMENTS		6,645,706	7,003,024	8,005,958

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

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

1	COST BASIS ADJUSTMENT	1	2,655
2	LOSS ON CY SALES NOT SETTLED AT YEAR END	2	6,118
3	Total	3	8,773

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	2,068
2	Total	2	2,068

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

	Amount
Long Term CG Distributions	29,815
Short Term CG Distributions	0

	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
						4,878,051	0	0	4,460,145	417,906	0	0	0	417,906
1	EXXON MOBIL CORPORATION	30231G102		5/26/1993	3/21/2012	17,190		0	2,654	14,536	0	0	0	14 536
2	EXXON MOBIL CORPORATION	30231G102		5/26/1993	6/22/2012	8,265		0	1,327	6,938	0	0	0	6,938
3	EXXON MOBIL CORPORATION	30231G102		5/26/1993	1/25/2013	18,278		0	2,654	15,624	0	0	0	15,624
4	JP MORGAN MID CAP VALUE-I 758	339128100		8/31/2011	3/29/2012	41,422		0	36,168	5,254	0	0	0	5,254
5	JP MORGAN MID CAP VALUE-I 758	339128100		8/31/2011	7/3/2012	9,269		0	7 999	1,270	0	0	0	1,270
6	JP MORGAN MID CAP VALUE-I 758	339128100		8/31/2011	9/25/2012	9,016		0	7,449	1,567	0	0	0	1,567
7	JP MORGAN MID CAP VALUE-I 758	339128100		8/31/2011	11/21/2012	5,524		0	4,515	1,009	0	0	0	1,009
8	GATEWAY FUND - Y 1986	367829884		9/27/2012	11/21/2012	2,728		0	2,783	-55	0	0	0	-55
9	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		12/30/2008	3/29/2012	306,667		0	151 548	155,119	0	0	0	155,119
10	HEWLETT PACKARD CO	428236103		11/22/2002	8/31/2012	25,313		0	28,560	-3,247	0	0	0	-3,247
11	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/31/2011	7/3/2012	11,606		0	12,860	-1,254	0	0	0	-1,254
12	INVESCO INTL GROWTH-Y 8516	008882532		4/2/2012	9/25/2012	70,740		0	70,440	300	0	0	0	300
13	ADT CORP/THE	00101J106		1/25/2012	11/1/2012	7,259		0	5,686	1 573	0	0	0	1,573
14	AT & T INC	00206R102		8/19/2008	3/21/2012	7,175		0	6,934	241	0	0	0	241
15	INVESCO INTL GROWTH-Y #8516	008882532		11/26/2012	2/13/2013	596		0	564	32	0	0	0	32
16	INVESCO INTL GROWTH-Y #8516	008882532		4/2/2012	2/13/2013	19,328		0	18,253	1,075	0	0	0	1,075
17	ARTISAN MID CAP FUND-INS 1333	04314H600		7/6/2012	9/25/2012	13,277		0	12,556	721	0	0	0	721
18	CENTURYLINK, INC	156700106		8/29/2011	1/25/2013	20,030		0	17,685	2,345	0	0	0	2,345
19	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/31/2011	9/25/2012	12,842		0	14,527	-1,685	0	0	0	-1,685
20	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		8/31/2011	3/29/2012	9,693		0	8,796	897	0	0	0	897
21	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		8/31/2011	7/3/2012	245		0	229	16	0	0	0	16
22	DIAMOND HILL LONG-SHORT FD CL I 1	25264S833		9/27/2012	11/21/2012	2,673		0	2,722	-49	0	0	0	-49
23	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		9/27/2012	2/13/2013	14,143		0	13,149	994	0	0	0	994
24	DREYFUS EMG MKT DEBT LOC C-I 608	261980494		8/31/2011	7/3/2012	6,859		0	7,329	-470	0	0	0	-470
25	DREYFUS EMG MKT DEBT LOC C-I 608	261980494		8/31/2011	11/21/2012	6,328		0	6,441	-113	0	0	0	-113
26	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		8/31/2011	2/13/2013	84,452		0	82,987	1,465	0	0	0	1,465
27	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/31/2011	9/25/2012	87,465		0	101,175	-13,710	0	0	0	-13,710
28	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/31/2011	11/21/2012	18,080		0	20,482	-2,402	0	0	0	-2,402
29	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/31/2011	2/13/2013	138,229		0	168,383	-30,154	0	0	0	-30,154
30	HUSSMAN STRATEGIC GROWTH FUND	448108100		4/2/2012	2/13/2013	40,678		0	45,350	-4,672	0	0	0	-4,672
31	INTERNATIONAL BUSINESS MACHS CO	459200101		3/19/1997	3/21/2012	20,493		0	3,406	17,087	0	0	0	17,087
32	ISHARES TR RUSSELL MIDCAP GROWT	464287481		3/29/2012	7/3/2012	295,056		0	307 575	-12 519	0	0	0	-12,519
33	ISHARES RUSSELL 2000 GROWTH	464287648		11/21/2012	2/13/2013	156,833		0	137,831	19,002	0	0	0	19,002
34	ISHARES RUSSELL 2000 GROWTH	464287648		1/4/2013	2/13/2013	149,193		0	142,645	6,548	0	0	0	6 548
35	JOHNSON & JOHNSON	478160104		12/20/2005	1/25/2013	20,292		0	16,731	3,561	0	0	0	3,561
36	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/31/2011	3/29/2012	6 526		0	5,859	667	0	0	0	667
37	KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/31/2011	9/25/2012	292,986		0	252,341	40,645	0	0	0	40,645
38	KEELEY SMALL CAP VAL FD CL I 2251	487300808		7/6/2012	9/25/2012	4 414		0	4,084	330	0	0	0	330
39	KELLOGG CO	487836108		12/20/2005	3/21/2012	32,476		0	27,380	5,096	0	0	0	5,096
40	KELLOGG CO	487836108		12/20/2005	5/1/2012	30 132		0	26,583	3,549	0	0	0	3,549
41	LOCKHEED MARTIN CORP	539830109		8/19/2008	2/28/2013	19 887		0	26 006	-6,119	0	0	0	-6,119
42	MCDONALDS CORP	580135101		1/18/2007	3/21/2012	19,394		0	8,977	10,417	0	0	0	10,417
43	MCDONALDS CORP	580135101		1/18/2007	1/25/2013	18,762		0	8,977	9,785	0	0	0	9,785
44	MERCK & CO INC NEW	58933Y105		10/12/2006	3/21/2012	26,411		0	29,837	-3 426	0	0	0	-3,426
45	MERGER FD SH BEN INT 260	589509108		4/2/2012	7/3/2012	6,466		0	6,470	-4	0	0	0	-4
46	MERGER FD SH BEN INT 260	589509108		9/27/2012	11/21/2012	5 367		0	5,388	-21	0	0	0	-21
47	MICROSOFT CORP	594918104		9/17/1998	3/21/2012	25,608		0	21,062	4,546	0	0	0	4,546
48	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/31/2011	3/29/2012	1,860		0	1,836	24	0	0	0	24
49	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/31/2011	7/3/2012	6 000		0	5,846	154	0	0	0	154
50	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/31/2011	9/25/2012	55,332		0	52,138	3,194	0	0	0	3,194
51	PIMCO FOREIGN BD FD USD H-INST 10	693390882		8/31/2011	11/21/2012	3,087		0	2,886	201	0	0	0	201
52	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/31/2011	2/13/2013	10,393		0	10,239	154	0	0	0	154
53	PHILLIPS 66	718546104		12/19/2003	5/22/2012	10,228		0	4,739	5,489	0	0	0	5,489
54	PRAXAIR INC COM	74005P104		1/18/2007	3/21/2012	16,764		0	9,300	7,464	0	0	0	7,464
55	PRAXAIR INC COM	74005P104		8/12/2002	3/21/2012	16 764		0	4,066	12,698	0	0	0	12,698
56	PROCTER & GAMBLE CO	742718109		11/22/2002	3/21/2012	13,453		0	8,707	4,746	0	0	0	4,746
57	PROCTER & GAMBLE CO	742718109		11/22/2002	1/25/2013	1,094		0	653	441	0	0	0	441
58	PROCTER & GAMBLE CO	742718109		12/19/2003	1/25/2013	13,492		0	6,825	6,667	0	0	0	6,667
59	PUBLIC SVC ENTERPRISE GROUP INC	744573106		1/25/2012	1/25/2013	36,506		0	36,684	-178	0	0	0	-178
60	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/29/2011	7/3/2012	13,174		0	13,140	34	0	0	0	34
61	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/29/2011	9/25/2012	5,670		0	5,293	377	0	0	0	377
62	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		8/29/2011	11/21/2012	16,498		0	15,212	1,286	0	0	0	1,286
63	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/31/2011	3/29/2012	6,052		0	5,494	558	0	0	0	558
64	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/31/2011	9/25/2012	22,826		0	21,145	1,681	0	0	0	1,681
65	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/31/2011	11/21/2012	108,952		0	113,793	-4,841	0	0	0	-4 841
66	TCW SMALL CAP GROWTH FUND-I #472	87234N849		8/31/2011	1/4/2013	120,756		0	117,768	2,988	0	0	0	2,988
67	TCW SMALL CAP GROWTH FUND-I #472	87234N849		7/6/2012	1/4/2013	24,764		0	23,619	1,145	0	0	0	1,145
68	TEMPLETON FOREIGN FD - ADV 604	880196506		4/2/2012	9/25/2012	103,077		0	104,178	-1,101	0	0	0	-1,101
69	TEMPLETON FOREIGN FD - ADV #604	880196506		4/2/2012	2/13/2013	43,022		0	40,060	2,962	0	0	0	2,962
70	UNITED TECHNOLOGIES CORP	913017109		8/1/2002	6/22/2012	7,507		0	3,402	4,105	0	0	0	4,105
71	UNITED TECHNOLOGIES CORP	913017109		3/27/2003	6/22/2012	7,507		0	3,000	4,507	0	0	0	4 507
72	VANGUARD REIT VIPER	922908553		8/29/2011	3/29/2012	25,945		0	23,279	2,666	0	0	0	2,666
73	VANGUARD REIT VIPER	922908553		8/29/2011	7/3/2012	24,866		0	20,967	3,899	0	0	0	3,899
74	VANGUARD REIT VIPER	922908553		9/25/2012	2/13/2013	10,554		0	10,030	524	0	0	0	524
75	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		8/31/2011	7/3/2012	36,793		0	36,268	525	0	0	0	525
76	WFA CORE BD FD-I #944	94975J581		11/26/2012	2/13/2013	74,803		0	78,728	-3,925	0	0	0	-3,925
77	WFA CORE BD FD-I #944	94975J581		9/27/2012	2/13/2013	57,136		0	60 000	-2,864	0	0	0	-2,864
78	WELLS FARGO ADV SP S/C VA-IS #414	94975P447		9/27/2012	2/13/2013	90,130		0	81,323	8,807	0	0	0	8 807
79	WELLS FARGO ADV EMG MK E-INS 41	94975P751		4/2/2012	9/25/2012	410		0	423	-13	0	0	0	-13
80	WELLS FARGO ADV EMG MK E-INS 41	94975P751		4/2/2012	11/21/2012	3,492		0	3 652	-160	0	0	0	-160
81	WELLS FARGO ADV INTL BOND-IS 470	94985D582		4/2/2012	7/3/2012	3,944		0	3 979	-35	0	0	0	-35
82	WELLS FARGO ADV INTL BOND-IS 470	94985D582		4/2/2012	9/25/2012	6,614		0	6,389	225	0	0	0	225
83	WELLS FARGO ADV INTL BOND-IS 470	94985D582		1/3/2003	9/25/2012	49,802		0	35,743	14,059	0	0	0	14,059
84	WELLS FARGO ADV INTL BOND-IS 470	94985D582		1/3/2003	11/21/2012	1,959		0	1,423	536	0	0	0	536

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

	Amount
Long Term CG Distributions	29,815
Short Term CG Distributions	0

	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
						4,878,051	0	0	4,460,145	417,906	0	0	0	417,906
85	WELLS FARGO ADV INTL BOND-IS #470	94985D582		1/3/2003	2/13/2013	12,450		0	9,121	3,329	0	0	0	3,329
86	WELLS FARGO ADV DIV INTL FD-I 3113	949917322		8/31/2011	3/29/2012	1 064 451		0	1,032,100	32,351	0	0	0	32,351
87	WELLS FARGO ADV HI INC-INS 3110	949917538		4/2/2012	7/3/2012	11,234		0	11,190	44	0	0	0	44
88	WELLS FARGO ADV HI INC-INS 3110	949917538		9/27/2012	11/21/2012	34,391		0	34,480	-89	0	0	0	-89
89	WELLS FARGO ADV HI INC-INS #3110	949917538		4/2/2012	2/13/2013	10,852		0	10,449	403	0	0	0	403
90	WELLS FARGO ADV HI INC-INS #3110	949917538		9/27/2012	2/13/2013	44,652		0	44,252	400	0	0	0	400
91	WELLS FARGO ADV HI INC-INS #3110	949917538		8/31/2011	2/13/2013	21,570		0	19,970	1,600	0	0	0	1,600
92	WF ADV GOVT SECURITIES- I 3101	949917579		8/31/2011	7/3/2012	35,682		0	35,119	563	0	0	0	563
93	WF ADV GOVT SECURITIES- I 3101	949917579		8/31/2011	9/25/2012	48,705		0	47,685	1,020	0	0	0	1,020
94	WF ADV GOVT SECURITIES- I 3101	949917579		8/31/2011	11/21/2012	59,647		0	58,602	1,045	0	0	0	1,045
95	WF ADV GOVT SECURITIES- I #3101	949917579		8/31/2011	2/13/2013	86,642		0	88,055	-1,413	0	0	0	-1,413
96	WF ADV SHORT-TERM BOND FUND-I 31	949917652		8/31/2011	3/29/2012	65,705		0	65,705	0	0	0	0	0
97	WF ADV SHORT-TERM BOND FUND-I 31	949917652		7/6/2012	9/25/2012	29,124		0	28,992	132	0	0	0	132
98	WF ADV SHORT-TERM BOND FUND-I 31	949917652		8/31/2011	11/21/2012	40,525		0	40,295	230	0	0	0	230
99	WF ADV SHORT-TERM BOND FUND-I 31	949917652		7/6/2012	11/21/2012	281		0	279	2	0	0	0	2
100	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/20/2005	3/21/2012	25,503		0	13,976	11,527	0	0	0	11,527
101	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/20/2005	6/22/2012	1,680		0	874	806	0	0	0	806
102	COOPER INDUSTRIES PLC NEW IRELA	G24140108		12/20/2005	11/30/2012	45,635		0	20,091	25 544	0	0	0	25,544
103	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	26		0	26	0	0	0	0	0
104	ACE LIMITED	H0023R105		12/20/2005	3/21/2012	29,476		0	21,497	7,979	0	0	0	7,979
105	PENTAIR, LTD	H6169Q108		1/25/2012	10/11/2012	43		0	36	7	0	0	0	7
106	PENTAIR, LTD	H6169Q108		1/25/2012	11/1/2012	3,484		0	3,073	411	0	0	0	411
107	TYCO INTERNATIONAL LTD NEW	H89128104		1/25/2012	11/1/2012	9,401		0	8,694	707	0	0	0	707

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

										70,921	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 Independence Mall E MACY13	Philadelphia	PA	19106-2112		Trustee	4 00	70,921	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	7/11/2012	2	3,873
3	Second quarter estimated tax payment	8/9/2012	3	3,873
4	Third quarter estimated tax payment	11/9/2012	4	3,873
5	Fourth quarter estimated tax payment	2/11/2013	5	3,872
6	Other payments		6	0
7	Total		7	15,491

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	293,196
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	293,196

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	5013012013	54-6372603			$0 00	$0.00
Savings & Temp Inv	5013012013	54-6372603	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$113,090 38	$113,090.38
Savings & Temp Inv	5013012013	54-6372603	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$17,542 34	$17,542 34
				Total Cash, Savings & Temp Inv	$130,632.72	$130,632.72
Invest - Corp Stock	5013012013	54-6372603	001055102	AFLAC INC	$19,980 00	$14,902 84
Invest - Corp Stock	5013012013	54-6372603	008252108	AFFILIATED MANAGERS GROUP, INC COM	$36,557 50	$36,405 72
Invest - Corp Stock	5013012013	54-6372603	031162100	AMGEN INC	$45,775 00	$34,509.75
Invest - Corp Stock	5013012013	54-6372603	037833100	APPLE INC	$77,245 00	$75,886 06
Invest - Corp Stock	5013012013	54-6372603	110122108	BRISTOL MYERS SQUIBB CO	$18,485 00	$14,694 74
Invest - Corp Stock	5013012013	54-6372603	126650100	CVS/CAREMARK CORPORATION	$33,228 00	$33,721 94
Invest - Corp Stock	5013012013	54-6372603	14040H105	CAPITAL ONE FINANCIAL CORP	$34,445 25	$37,420 58
Invest - Corp Stock	5013012013	54-6372603	254687106	WALT DISNEY CO	$38,213 00	$38,149 93
Invest - Corp Stock	5013012013	54-6372603	369604103	GENERAL ELECTRIC CO	$23,220 00	$19,099 90
Invest - Corp Stock	5013012013	54-6372603	437076102	HOME DEPOT INC	$34,250 00	$22,579 95
Invest - Corp Stock	5013012013	54-6372603	459200101	INTERNATIONAL BUSINESS MACHS CORP	$140,581.00	$23,839 37
Invest - Corp Stock	5013012013	54-6372603	478160104	JOHNSON & JOHNSON	$76,110 00	$60,838 60
Invest - Corp Stock	5013012013	54-6372603	478366107	JOHNSON CONTROLS INC	$25,176 00	$25,424 00
Invest - Corp Stock	5013012013	54-6372603	539830109	LOCKHEED MARTIN CORP	$19,800 00	$26,005 50
Invest - Corp Stock	5013012013	54-6372603	580135101	MCDONALDS CORP	$115,080 00	$53,859 72
Invest - Corp Stock	5013012013	54-6372603	594918104	MICROSOFT CORP	$55,600 00	$52,656 25
Invest - Corp Stock	5013012013	54-6372603	655844108	NORFOLK SOUTHERN CORP	$29,220.00	$27,204 00
Invest - Corp Stock	5013012013	54-6372603	674599105	OCCIDENTAL PETE CORP	$20,582.50	$19,422 50
Invest - Corp Stock	5013012013	54-6372603	74005P104	PRAXAIR INC COM	$33,915 00	$8,131 50
Invest - Corp Stock	5013012013	54-6372603	742718109	PROCTER & GAMBLE CO	$30,472 00	$14,756 92
Invest - Corp Stock	5013012013	54-6372603	747525103	QUALCOMM INC	$19,692.00	$15,232 38
Invest - Corp Stock	5013012013	54-6372603	806857108	SCHLUMBERGER LTD	$23,355 00	$24,539 19
Invest - Corp Stock	5013012013	54-6372603	882508104	TEXAS INSTRUMENTS INC	$20,656 80	$19,655 52
Invest - Corp Stock	5013012013	54-6372603	907818108	UNION PACIFIC CORP	$34,277 50	$33,979.25
Invest - Corp Stock	5013012013	54-6372603	913017109	UNITED TECHNOLOGIES CORP	$90,550.00	$30,002 25
Invest - Corp Stock	5013012013	54-6372603	191216100	COCA COLA CO	$30,976 00	$27,279.80
Invest - Corp Stock	5013012013	54-6372603	30231G102	EXXON MOBIL CORPORATION	$53,730 00	$7,962 16
Invest - Corp Stock	5013012013	54-6372603	87612E106	TARGET CORP	$37,776 00	$30,732 00
Invest - Corp Stock	5013012013	54-6372603	91324P102	UNITEDHEALTH GROUP INC	$26,725 00	$23,381 71
Invest - Corp Stock	5013012013	54-6372603	088606108	BHP BILLITON LIMITED - ADR	$18,715.00	$19,329 95
Invest - Corp Stock	5013012013	54-6372603	46625H100	JPMORGAN CHASE & CO	$29,352 00	$22,461 72
Invest - Corp Stock	5013012013	54-6372603	902973304	US BANCORP DEL NEW	$29,392 70	$28,504 25
Invest - Corp Stock	5013012013	54-6372603	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	$37,596 00	$29,416.00
Invest - Corp Stock	5013012013	54-6372603	166764100	CHEVRON CORP	$60,449 40	$10,776 53
Invest - Corp Stock	5013012013	54-6372603	58933Y105	MERCK & CO INC NEW	$24,569 75	$24,508 57
Invest - Corp Stock	5013012013	54-6372603	084670702	BERKSHIRE HATHAWAY INC	$23,496 80	$19,931.80
Invest - Corp Stock	5013012013	54-6372603	20825C104	CONOCOPHILLIPS	$37,667 50	$15,947 01
Invest - Corp Stock	5013012013	54-6372603	20030N101	COMCAST CORP CLASS A	$27,853 00	$18,311 65
Invest - Corp Stock	5013012013	54-6372603	38259P508	GOOGLE INC	$28,042 00	$23,994 95
Invest - Corp Stock	5013012013	54-6372603	00206R102	AT & T INC	$13,466 25	$11,557.50
Invest - Corp Stock	5013012013	54-6372603	611740101	MONSTER BEVERAGE CORP	$21,193.20	$19,954 32
Invest - Corp Stock	5013012013	54-6372603	50076Q106	KRAFT FOODS GROUP INC	$9,696 00	$8,059 45
Invest - Corp Stock	5013012013	54-6372603	609207105	MONDELEZ INTERNATIONAL INC	$16,584 00	$14,908 49
Invest - Corp Stock	5013012013	54-6372603	G29183103	EATON CORP PLC	$27,576 65	$23,098 01
Invest - Corp Stock	5013012013	54-6372603	H0023R105	ACE LIMITED	$90,513 40	$56,965 88
Invest - Other	5013012013	54-6372603	589509108	MERGER FD SH BEN INT #260	$248,241 54	$247,939 90
Invest - Other	5013012013	54-6372603	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$41,499 26	$40,656 25
Invest - Other	5013012013	54-6372603	880196506	TEMPLETON FOREIGN FD - ADV #604	$509,505 31	$482,425.28
Invest - Other	5013012013	54-6372603	04314H600	ARTISAN MID CAP FUND-INS #1333	$387,599 22	$361,090.76
Invest - Other	5013012013	54-6372603	008882532	INVESCO INTL GROWTH-Y #8516	$515,998 48	$490,862 15
Invest - Other	5013012013	54-6372603	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	$238,130 69	$233,125 80
Invest - Other	5013012013	54-6372603	339128100	JP MORGAN MID CAP VALUE-I #758	$289,474 59	$226,349 92
Invest - Other	5013012013	54-6372603	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	$41,098 49	$30,424 80
Invest - Other	5013012013	54-6372603	94975J581	WFA CORE BD FD-I #944	$373,321 99	$378,997 05
Invest - Other	5013012013	54-6372603	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	$491,556 43	$299,677 20
Invest - Other	5013012013	54-6372603	922908553	VANGUARD REIT VIPER	$334,671 96	$271,268 94
Invest - Other	5013012013	54-6372603	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	$221,823 53	$203,270 29
Invest - Other	5013012013	54-6372603	922042858	VANGUARD FTSE EMERGING MARKETS ETF	$492,128 56	$487,188 96
Invest - Other	5013012013	54-6372603	949917579	WF ADV GOVT SECURITIES- I #3101	$124,388 72	$125,653 79
Invest - Other	5013012013	54-6372603	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	$99,241 00	$99,241 00
Invest - Other	5013012013	54-6372603	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	$335,618 74	$297,979 32
Invest - Other	5013012013	54-6372603	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$328,120 05	$282,353 05
Invest - Other	5013012013	54-6372603	949917538	WELLS FARGO ADV HI INC-INS #3110	$240,447 74	$222,329 71
Invest - Other	5013012013	54-6372603	949921571	WFA SMALL COMPANY GROWTH -I#3162	$219,340 54	$223,292 00
Invest - Other	5013012013	54-6372603	367829884	GATEWAY FUND - Y #1986	$331,807 52	$329,854.45

Invest - Other	5013012013	54-6372603	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$400,106 34	$469,043 74
				Total Investments	**$8,005,957.90**	**$7,003,024.47**