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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: FIRTH, CLARA HELEN CHAR T/U/W

A Employer identification number: 95-6698210

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

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)* ▶ $ 5,931,814

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	198,880	184,455		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	151,485			
	b Gross sales price for all assets on line 6a 3,159,489				
	7 Capital gain net income (from Part IV, line 2)		151,485		
	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	350,365	335,940	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	66,420	49,815		16,605
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,035			1,035
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,633	2,540		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	65	55		10
	24 **Total operating and administrative expenses.** Add lines 13 through 23	79,153	52,410	0	17,650
	25 Contributions, gifts, grants paid	285,820			285,820
	26 **Total expenses and disbursements.** Add lines 24 and 25	364,973	52,410	0	303,470
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-14,608			
	b **Net investment income** (if negative, enter -0-)		283,530		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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	137,443	80,366	80,366
	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)	5,172,523	5,190,202	5,851,448
	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)	5,309,966	5,270,568	5,931,814
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	5,309,966	5,270,568	
	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)	5,309,966	5,270,568	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,309,966	5,270,568	

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	5,309,966
2	Enter amount from Part I, line 27a	2	-14,608
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,295,358
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	24,790
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,270,568

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	151,485
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	205,558	5,290,929	0.038851
2010	275,242	5,665,565	0.048582
2009	239,110	5,401,395	0.044268
2008	239,203	5,576,359	0.042896
2007			0 000000

2	**Total** of line 1, column (d)	2	0.174597
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 043649
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,815,322
5	Multiply line 4 by line 3	5	253,833
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,835
7	Add lines 5 and 6	7	256,668
8	Enter qualifying distributions from Part XII, line 4	8	303,470

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	2,835
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	2,835
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	2,835
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,616		
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	5,616
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	2,781
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,781 **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) ▶ CA			
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

			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** X (No)

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 Independence Mall E MACY1372-062 Phi	Trustee 4 00	66,420		

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	5,642,152
b	Average of monthly cash balances		1b	261,728
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,903,880
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	5,903,880
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	88,558
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,815,322
6	**Minimum investment return.** Enter 5% of line 5		6	290,766

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	290,766
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,835		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,835
3	Distributable amount before adjustments Subtract line 2c from line 1			3	287,931
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	287,931
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	287,931

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	303,470
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	303,470
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	2,835
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	300,635

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				287,931
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			121,139	
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 ▶ $ 303,470				
a	Applied to 2011, but not more than line 2a			121,139	
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				182,331
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				105,600
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 ▶ [X] 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				285,820
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	198,880	
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	151,485	
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		350,365	0
13 Total. Add line 12, columns (b), (d), and (e)				13	350,365

(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. | 6/18/2013 | 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		6/18/2013		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					
MASS SOC PREV CRUELTY TO ANIMALS					
Street					
350 S Huntington Ave					
City		**State**	**Zip Code**	**Foreign Country**	
Boston		MA	02130		
Relationship	**Foundation Status**				
None	501(C)(3) Public Charity				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					14,291
Name					
HUMANE SOC OF THE UNITED STATES					
Street					
2100 L ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
Washington		DC	20037		
Relationship	**Foundation Status**				
None	501(C)(3) Public Charity				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					14,291
Name					
AMERICAN HUMANE ASSOCIATION					
Street					
1400 16th Street NW Suite 360					
City		**State**	**Zip Code**	**Foreign Country**	
Washington		DC	20036		
Relationship	**Foundation Status**				
None	501(C)(3) Public Charity				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					14,291
Name					
THE SALVATION ARMY					
Street					
PO BOX 348000					
City		**State**	**Zip Code**	**Foreign Country**	
Sacramento		CA	95834		
Relationship	**Foundation Status**				
None	501 (C)(3) Public Charity				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					42,873
Name					
HAVEN HUMANE SOCIETY					
Street					
PO BOX 992202					
City		**State**	**Zip Code**	**Foreign Country**	
Redding		CA	96099		
Relationship	**Foundation Status**				
None	501 (C)(3) Public Charity				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					200,074
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	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	12,269	Capital Gains/Losses	3,159,489	3,008,004	151,485
Short Term CG Distributions	0	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	ISHARES TR MSCI EMERGING	464287234			1/27/2012		12/19/2012	20,899	20,371				0	528
2	X	ISHARES MSCI EAFE	464287465			12/18/2012		1/22/2013	88,861	86,139				0	2,722
3	X	JPMORGAN CHASE & CO	46625H100			2/7/2008		12/19/2012	17,420	18,027				0	-607
4	X	LABORATORY CRP OF AMER	50540R409			12/19/2007		12/3/2012	53,233	46,833				0	6,400
5	X	LABORATORY CRP OF AMER	50540R409			4/22/2008		12/3/2012	25,349	22,500				0	2,849
6	X	MATTHEWS PACIFIC TIGER F	577130107			9/22/2005		12/20/2012	3,314	2,488				0	826
7	X	MATTHEWS PACIFIC TIGER F	577130107			10/17/2005		12/20/2012	10,911	7,965				0	2,946
8	X	METLIFE INC	59156R108			6/7/2011		12/18/2012	33,117	42,135				0	-9,018
9	X	MICROSOFT CORP	594918104			11/22/2002		8/1/2012	4,419	4,313				0	106
10	X	MICROSOFT CORP	594918104			1/12/2012		8/1/2012	3,830	3,616				0	214
11	X	MICROSOFT CORP	594918104			1/13/2004		8/1/2012	8,838	8,211				0	627
12	X	NOBLE ENERGY INC	655044105			1/12/2012		12/19/2012	3,056	2,867				0	189
13	X	NOBLE ENERGY INC	655044105			1/26/2009		12/19/2012	8,150	4,142				0	4,008
14	X	NORDSTROM INC	655664100			1/12/2012		8/1/2012	3,999	3,668				0	331
15	X	NORDSTROM INC	655664100			4/18/2011		8/1/2012	5,599	4,746				0	853
16	X	NORDSTROM INC	655664100			4/18/2011		12/19/2012	4,760	4,068				0	692
17	X	NORFOLK SOUTHERN CORP	655844108			1/12/2012		8/1/2012	8,121	8,548				0	-427
18	X	NORFOLK SOUTHERN CORP	655844108			4/5/2010		12/3/2012	32,141	31,056				0	1,085
19	X	NORFOLK SOUTHERN CORP	655844108			1/12/2012		12/3/2012	595	777				0	-182
20	X	NUCOR CORP	670346105			10/10/2008		8/2/2012	29,704	22,154				0	7,550
21	X	NUCOR CORP	670346105			1/12/2012		8/2/2012	1,916	2,102				0	-186
22	X	PIMCO FOREIGN BD FD USD	693390882			6/24/2011		7/31/2012	149,790	143,130				0	6,660
23	X	PNC FINANCIAL SERVICES GI	693475105			1/12/2012		8/1/2012	2,379	2,467				0	-88
24	X	PNC FINANCIAL SERVICES GI	693475105			10/16/2009		8/1/2012	10,704	8,106				0	2,598
25	X	PNC FINANCIAL SERVICES GI	693475105			10/16/2009		1/30/2013	8,051	5,855				0	2,196
26	X	POTASH CORP SASK	73755L107			8/25/2011		12/19/2012	9,308	12,652				0	-3,344
27	X	PRUDENTIAL FINL INC	744320102			3/15/2010		8/1/2012	8,667	10,010				0	-1,343
28	X	PRUDENTIAL FINL INC	744320102			3/15/2010		1/30/2013	6,953	6,673				0	280
29	X	QUALCOMM INC	747525103			1/22/2010		8/1/2012	11,940	9,574				0	2,366
30	X	RIDGEWORTH SEIX HY BD-I #	76628T645			7/31/2012		2/7/2013	139,786	134,436				0	5,350
31	X	SANDISK CORP COM	80004C101			12/21/2011		4/24/2012	21,824	28,464				0	-6,640
32	X	AMEX ENERGY SELECT SPDF	81369Y506			12/18/2012		1/22/2013	31,957	30,652				0	1,305
33	X	AMEX FINANCIAL SELECT SP	81369Y605			12/18/2012		1/22/2013	15,162	14,538				0	624
34	X	SPECTRA ENERGY CORP	847560109			1/12/2012		8/1/2012	1,994	1,999				0	-5
35	X	SPECTRA ENERGY CORP	847560109			6/1/2011		8/1/2012	9,047	8,086				0	961
36	X	SPECTRA ENERGY CORP	847560109			6/1/2011		12/19/2012	6,076	6,030				0	46
37	X	STATOIL ASA ADR	85771P102			4/11/2011		8/1/2012	9,624	11,596				0	-1,972
38	X	STATOIL ASA ADR	85771P102			4/11/2011		12/18/2012	44,783	52,181				0	-7,398
39	X	STATOIL ASA ADR	85771P102			1/12/2012		12/18/2012	1,866	1,922				0	-56
40	X	TJX COS INC NEW	872540109			1/12/2012		8/1/2012	3,533	2,611				0	922
41	X	APACHE CORP	037411105			2/15/2006		8/1/2012	8,633	6,799				0	1,834
42	X	APPLE INC	037833100			1/12/2012		12/19/2012	10,557	8,411				0	2,146
43	X	APPLE INC	037833100			10/13/2011		12/19/2012	21,114	16,224				0	4,890
44	X	B B & T CORP COM	054937107			4/10/2012		12/19/2012	10,342	10,666				0	-324
45	X	IPATH DOW JONES-UBS COM	06738C778			12/30/2011		7/31/2012	155,768	152,424				0	3,344
46	X	BECTON DICKINSON & CO	075887109			3/20/2009		11/2/2012	42,600	36,667				0	5,933
47	X	CHAMBERS STREET PROPER	123998007			6/28/2004		12/31/2012	124,740	93,588				0	31,152
48	X	CAPITAL ONE FINANCIAL COF	14040H105			2/11/2011		8/1/2012	16,269	15,181				0	1,088
49	X	CAPITAL ONE FINANCIAL COF	14040H105			2/11/2011		12/19/2012	9,408	8,376				0	1,032
50	X	CITIGROUP INC 5 625% 8	172967BP5			12/12/2005		8/27/2012	200,000	204,852				0	-4,852
51	X	CONSOLIDATED EDISON INC	209115104			5/12/2011		8/1/2012	14,885	12,463				0	2,422
52	X	COSTCO WHOLESALE CORP	22160K105			1/18/2008		8/1/2012	17,404	11,764				0	5,640
53	X	COSTCO WHOLESALE CORP	22160K105			8/16/2012		12/19/2012	9,881	9,617				0	264
54	X	COSTCO WHOLESALE CORP	22160K105			1/18/2008		12/19/2012	7,905	5,228				0	2,677
55	X	CUMMINS INC	231021106			5/30/2012		12/19/2012	10,806	9,956				0	850
56	X	DANAHER CORP	235851102			9/22/2005		8/1/2012	9,536	4,725				0	4,811
57	X	DANAHER CORP	235851102			9/22/2005		12/19/2012	7,813	3,675				0	4,138
58	X	WALT DISNEY CO	254687106			3/29/2010		8/1/2012	9,355	6,672				0	2,683
59	X	WALT DISNEY CO	254687106			3/29/2010		12/19/2012	500	351				0	149
60	X	WALT DISNEY CO	254687106			6/2/2008		12/19/2012	6,002	3,987				0	2,015
61	X	DOMINI INTL SOCIAL EQUITY-	257132704			1/20/2006		12/18/2012	70,843	90,820				0	-19,977
62	X	DOMINI INTL SOCIAL EQUITY-	257132704			4/22/2008		12/18/2012	512	737				0	-225
63	X	E M C CORP MASS	268648102			8/12/2010		8/1/2012	11,274	8,010				0	3,264
64	X	EATON CORP	278058102			7/1/2011		5/30/2012	36,082	43,878				0	-7,796
65	X	EATON CORP	278058102			1/12/2012		5/30/2012	2,161	2,444				0	-283
66	X	EMERSON ELECTRIC CO	291011104			8/7/2007		5/29/2012	13,333	13,545				0	-212
67	X	EMERSON ELECTRIC CO	291011104			8/7/2007		8/1/2012	7,141	7,256				0	-115
68	X	EMERSON ELECTRIC CO	291011104			8/7/2007		12/19/2012	7,465	6,772				0	693

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

	Amount
Long Term CG Distributions	12,269
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,159,489	3,008,004	151,485
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	FRANKLIN RESOURCES INC	354613101			5/29/2008		8/1/2012	7,989	6,933				0	1,056
70	X	FRANKLIN RESOURCES INC	354613101			5/29/2008		1/30/2013	5,495	3,962				0	1,533
71	X	CONSOLIDATED EDISON INC	209115104			5/12/2011		12/19/2012	18,352	17,611				0	741
72	X	CONSOLIDATED EDISON INC	209115104			1/25/2008		12/19/2012	17,223	13,250				0	3,973
73	X	GENERAL ELEC CAP COR 5 4	36962GZY3			12/12/2005		1/15/2013	200,000	203,276				0	-3,276
74	X	GENERAL MILLS INC	370334104			1/12/2012		8/1/2012	3,060	3,246				0	-186
75	X	GENERAL MILLS INC	370334104			1/22/2010		8/1/2012	11,857	11,070				0	787
76	X	GENERAL MILLS INC	370334104			1/22/2010		12/19/2012	7,428	6,428				0	1,000
77	X	GOLDMAN SACHS GROUP 5	38141GCG7			12/12/2005		9/1/2012	200,000	204,370				0	-4,370
78	X	GOOGLE INC	38259P508			1/12/2012		8/1/2012	3,177	3,145				0	32
79	X	GOOGLE INC	38259P508			11/17/2008		8/1/2012	15,885	7,510				0	8,375
80	X	GOOGLE INC	38259P508			11/17/2008		12/19/2012	14,419	6,008				0	8,411
81	X	HOME DEPOT INC	437076102			1/12/2012		8/1/2012	4,691	3,891				0	800
82	X	HOME DEPOT INC	437076102			11/11/2010		8/1/2012	11,466	6,984				0	4,482
83	X	HOME DEPOT INC	437076102			11/11/2010		12/19/2012	11,156	5,714				0	5,442
84	X	HUSSMAN STRATEGIC GROW	448108100			12/10/2010		7/31/2012	107,711	119,510				0	-11,799
85	X	HUSSMAN STRATEGIC GROW	448108100			12/30/2011		7/31/2012	90,924	99,840				0	-8,916
86	X	INTEL CORP	458140100			6/6/2012		12/18/2012	33,359	41,739				0	-8,380
87	X	INTERNATIONAL BUSINESS M	459200101			1/12/2012		12/19/2012	5,872	5,385				0	487
88	X	INTERNATIONAL BUSINESS M	459200101			8/19/2011		12/19/2012	3,915	3,229				0	686
89	X	IBM CORPORATION 4 750%	459200BA8			12/13/2005		11/29/2012	200,000	197,030				0	2,970
90	X	TJX COS INC NEW	872540109			10/6/2008		8/1/2012	9,715	3,181				0	6,534
91	X	TJX COS INC NEW	872540109			10/6/2008		10/12/2012	35,246	11,856				0	23,390
92	X	TJX COS INC NEW	872540109			10/6/2008		12/19/2012	4,331	1,446				0	2,885
93	X	TEMPLETON GLOBAL BOND F	880208400			11/21/2007		7/31/2012	202,003	181,016				0	20,987
94	X	TEXAS INSTRUMENTS INC	882508104			2/16/2011		6/6/2012	26,990	34,334				0	-7,344
95	X	TEXAS INSTRUMENTS INC	882508104			1/12/2012		6/6/2012	1,989	2,171				0	-182
96	X	TORONTO DOMINION BK ONT	891160509			6/24/2010		3/5/2012	32,496	27,314				0	5,182
97	X	UNITED PARCEL SERVICE-CL	911312106			1/12/2012		8/1/2012	3,003	2,993				0	10
98	X	UNITED PARCEL SERVICE-CL	911312106			8/13/2010		8/1/2012	7,507	6,461				0	1,046
99	X	UNITED PARCEL SERVICE-CL	911312106			8/13/2010		12/19/2012	5,302	4,523				0	779
100	X	V F CORP	918204108			10/12/2012		12/19/2012	3,035	3,235				0	-200
101	X	VODAFONE GROUP PLC NEW	92857W209			8/20/2007		8/1/2012	16,469	17,295				0	-826
102	X	WALGREEN CO	931422109			8/1/2011		3/5/2012	36,933	43,448				0	-6,515
103	X	WALGREEN CO	931422109			1/12/2012		3/5/2012	3,993	4,012				0	-19
104	X	ACCENTURE PLC	G1151C101			7/12/2007		8/1/2012	15,140	10,547				0	4,593
105	X	ACE LIMITED	H0023R105			8/18/2006		4/10/2012	54,670	39,691				0	14,979
106	X	NOBLE CORPORATION	H5833N103			7/5/2011		12/19/2012	10,414	11,554				0	-1,140

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

		1,035	0	0	1,035
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Tax Prep Fees	1,035			1,035

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		11,633	2,540	0	0
1	Foreign Tax Withheld	2,540	2,540		
2	PY Excise Tax Due	3,477			
3	Estimated Excise Payments	5,616			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		65	55	0	10
1	ADR Fees	55	55		
2	State AG Fees	10			10

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

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

1	COST BASIS ADJUSTMENT	1	401
2	PY RETURN OF CAPITAL ADJUSTMENT	2	24,389
3	Total	3	24,790

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

	Amount
Long Term CG Distributions	12,269
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
						3,147,220	0	0	3,008,004	139,216	0	0	0	139,216
1	ISHARES TR MSCI EMERGING MARKET	464287234		1/27/2012	12/19/2012	20,899		0	20,371	528	0	0	0	528
2	ISHARES MSCI EAFE	464287465		12/18/2012	1/22/2013	88,861		0	86,139	2,722	0	0	0	2,722
3	JPMORGAN CHASE & CO	46625H100		2/7/2008	12/19/2012	17,420		0	18,027	-607	0	0	0	-607
4	LABORATORY CRP OF AMER HLDGS	50540R409		12/19/2007	12/3/2012	53,233		0	46,833	6,400	0	0	0	6,400
5	LABORATORY CRP OF AMER HLDGS	50540R409		4/22/2008	12/3/2012	25,349		0	22,500	2,849	0	0	0	2,849
6	MATTHEWS PACIFIC TIGER FD-I 802	577130107		9/22/2005	12/20/2012	3,314		0	2,488	826	0	0	0	826
7	MATTHEWS PACIFIC TIGER FD-I 802	577130107		10/17/2005	12/20/2012	10,911		0	7,965	2,946	0	0	0	2,946
8	METLIFE INC	59156R108		6/7/2011	12/18/2012	33,117		0	42,135	-9,018	0	0	0	-9,018
9	MICROSOFT CORP	594918104		11/22/2002	8/1/2012	4,419		0	4,313	106	0	0	0	106
10	MICROSOFT CORP	594918104		1/12/2012	8/1/2012	3,830		0	3,616	214	0	0	0	214
11	MICROSOFT CORP	594918104		1/13/2004	8/1/2012	8,838		0	8,211	627	0	0	0	627
12	NOBLE ENERGY INC	655044105		1/12/2012	12/19/2012	3,056		0	2,867	189	0	0	0	189
13	NOBLE ENERGY INC	655044105		1/26/2009	12/19/2012	8,150		0	4,142	4,008	0	0	0	4,008
14	NORDSTROM INC	655664100		1/12/2012	8/1/2012	3,999		0	3,668	331	0	0	0	331
15	NORDSTROM INC	655664100		4/18/2011	8/1/2012	5,599		0	4,746	853	0	0	0	853
16	NORDSTROM INC	655664100		4/18/2011	12/19/2012	4,760		0	4,068	692	0	0	0	692
17	NORFOLK SOUTHERN CORP	655844108		1/12/2012	8/1/2012	8,121		0	8,548	-427	0	0	0	-427
18	NORFOLK SOUTHERN CORP	655844108		4/5/2010	12/3/2012	32,141		0	31,056	1,085	0	0	0	1,085
19	NORFOLK SOUTHERN CORP	655844108		1/12/2012	12/3/2012	595		0	777	-182	0	0	0	-182
20	NUCOR CORP	670346105		10/10/2008	8/2/2012	29,704		0	22,154	7,550	0	0	0	7,550
21	NUCOR CORP	670346105		1/12/2012	8/2/2012	1,916		0	2,102	-186	0	0	0	-186
22	PIMCO FOREIGN BD FD USD H-INST 10	693390882		6/24/2011	7/31/2012	149,790		0	143,130	6,660	0	0	0	6,660
23	PNC FINANCIAL SERVICES GROUP	693475105		1/12/2012	8/1/2012	2,379		0	2,467	-88	0	0	0	-88
24	PNC FINANCIAL SERVICES GROUP	693475105		10/16/2009	8/1/2012	10,704		0	8,106	2,598	0	0	0	2,598
25	PNC FINANCIAL SERVICES GROUP	693475105		10/16/2009	1/30/2013	8,051		0	5,855	2,196	0	0	0	2,196
26	POTASH CORP SASK	73755L107		8/25/2011	12/19/2012	9,308		0	12,652	-3,344	0	0	0	-3,344
27	PRUDENTIAL FINL INC	744320102		3/15/2010	8/1/2012	8,667		0	10,010	-1,343	0	0	0	-1,343
28	PRUDENTIAL FINL INC	744320102		3/15/2010	1/30/2013	6,953		0	6,673	280	0	0	0	280
29	QUALCOMM INC	747525103		1/22/2010	8/1/2012	11,940		0	9,574	2,366	0	0	0	2,366
30	RIDGEWORTH SEIX HY BD-I #5855	76628T645		7/31/2012	2/7/2013	139,786		0	134,436	5,350	0	0	0	5,350
31	SANDISK CORP COM	80004C101		12/21/2011	4/24/2012	21,824		0	28,464	-6,640	0	0	0	-6,640
32	AMEX ENERGY SELECT SPDR	81369Y506		12/18/2012	1/22/2013	31,957		0	30,652	1,305	0	0	0	1,305
33	AMEX FINANCIAL SELECT SPDR	81369Y605		12/18/2012	1/22/2013	15,162		0	14,538	624	0	0	0	624
34	SPECTRA ENERGY CORP	847560109		1/12/2012	8/1/2012	1,994		0	1,999	-5	0	0	0	-5
35	SPECTRA ENERGY CORP	847560109		6/1/2011	8/1/2012	9,047		0	8,086	961	0	0	0	961
36	SPECTRA ENERGY CORP	847560109		6/1/2011	12/19/2012	6,076		0	6,030	46	0	0	0	46
37	STATOIL ASA ADR	85771P102		4/11/2011	8/1/2012	9,624		0	11,596	-1,972	0	0	0	-1,972
38	STATOIL ASA ADR	85771P102		4/11/2011	12/18/2012	44,783		0	52,181	-7,398	0	0	0	-7,398
39	STATOIL ASA ADR	85771P102		1/12/2012	12/18/2012	1,866		0	1,922	-56	0	0	0	-56
40	TJX COS INC NEW	872540109		1/12/2012	8/1/2012	3,533		0	2,611	922	0	0	0	922
41	APACHE CORP	037411105		2/15/2006	8/1/2012	8,633		0	6,799	1,834	0	0	0	1,834
42	APPLE INC	037833100		1/12/2012	12/19/2012	10,557		0	8,411	2,146	0	0	0	2,146
43	APPLE INC	037833100		10/13/2011	12/19/2012	21,114		0	16,224	4,890	0	0	0	4,890
44	B B & T CORP COM	054937107		4/10/2012	12/19/2012	10,342		0	10,666	-324	0	0	0	-324
45	IPATH DOW JONES-UBS COMMODITY I	06738C778		12/30/2011	7/31/2012	155,768		0	152,424	3,344	0	0	0	3,344
46	BECTON DICKINSON & CO	075887109		3/20/2009	11/2/2012	42,600		0	36,667	5,933	0	0	0	5,933
47	CHAMBERS STREET PROPERTIES	123998007		6/28/2004	12/31/2012	124,740		0	93,588	31,152	0	0	0	31,152
48	CAPITAL ONE FINANCIAL CORP	14040H105		2/11/2011	8/1/2012	16,269		0	15,181	1,088	0	0	0	1,088
49	CAPITAL ONE FINANCIAL CORP	14040H105		2/11/2011	12/19/2012	9,408		0	8,376	1,032	0	0	0	1,032
50	CITIGROUP INC 5 625% 8/27/12	172967BP5		12/12/2005	8/27/2012	200,000		0	204,852	-4,852	0	0	0	-4,852
51	CONSOLIDATED EDISON INC	209115104		5/12/2011	8/1/2012	14,885		0	12,463	2,422	0	0	0	2,422
52	COSTCO WHOLESALE CORP	22160K105		1/18/2008	8/1/2012	17,404		0	11 764	5,640	0	0	0	5,640
53	COSTCO WHOLESALE CORP	22160K105		8/16/2012	12/19/2012	9,881		0	9,617	264	0	0	0	264
54	COSTCO WHOLESALE CORP	22160K105		1/18/2008	12/19/2012	7,905		0	5,228	2,677	0	0	0	2,677
55	CUMMINS INC	231021106		5/30/2012	12/19/2012	10,806		0	9,956	850	0	0	0	850
56	DANAHER CORP	235851102		9/22/2005	8/1/2012	9,536		0	4,725	4,811	0	0	0	4,811
57	DANAHER CORP	235851102		9/22/2005	12/19/2012	7,813		0	3,675	4,138	0	0	0	4,138
58	WALT DISNEY CO	254687106		3/29/2010	8/1/2012	9,355		0	6,672	2,683	0	0	0	2,683
59	WALT DISNEY CO	254687106		3/29/2010	12/19/2012	500		0	351	149	0	0	0	149
60	WALT DISNEY CO	254687106		6/2/2008	12/19/2012	6,002		0	3,987	2,015	0	0	0	2,015
61	DOMINI INTL SOCIAL EQUITY-INV	257132704		1/20/2006	12/18/2012	70,843		0	90,820	-19,977	0	0	0	-19,977
62	DOMINI INTL SOCIAL EQUITY-INV	257132704		4/22/2008	12/18/2012	512		0	737	-225	0	0	0	-225
63	E M C CORP MASS	268648102		8/12/2010	8/1/2012	11,274		0	8,010	3,264	0	0	0	3,264
64	EATON CORP	278058102		7/1/2011	5/30/2012	36,082		0	43,878	-7,796	0	0	0	-7,796
65	EATON CORP	278058102		1/12/2012	5/30/2012	2,161		0	2,444	-283	0	0	0	-283
66	EMERSON ELECTRIC CO	291011104		8/7/2007	5/29/2012	13,333		0	13,545	-212	0	0	0	-212
67	EMERSON ELECTRIC CO	291011104		8/7/2007	8/1/2012	7,141		0	7,256	-115	0	0	0	-115
68	EMERSON ELECTRIC CO	291011104		8/7/2007	12/19/2012	7,465		0	6,772	693	0	0	0	693
69	FRANKLIN RESOURCES INC	354613101		5/29/2008	8/1/2012	7,989		0	6,933	1,056	0	0	0	1,056
70	FRANKLIN RESOURCES INC	354613101		5/29/2008	1/30/2013	5,495		0	3,962	1,533	0	0	0	1,533
71	CONSOLIDATED EDISON INC	209115104		5/12/2011	12/19/2012	18,352		0	17,611	741	0	0	0	741
72	CONSOLIDATED EDISON INC	209115104		1/25/2008	12/19/2012	17,223		0	13,250	3,973	0	0	0	3,973
73	GENERAL ELEC CAP COR 5 450% 1/15	36962GZY3		12/12/2005	1/15/2013	200,000		0	203,276	-3,276	0	0	0	-3,276
74	GENERAL MILLS INC	370334104		1/12/2012	8/1/2012	3,060		0	3,246	-186	0	0	0	-186
75	GENERAL MILLS INC	370334104		1/22/2010	8/1/2012	11,857		0	11,070	787	0	0	0	787
76	GENERAL MILLS INC	370334104		1/22/2010	12/19/2012	7,428		0	6,428	1,000	0	0	0	1,000
77	GOLDMAN SACHS GROUP 5 700% 9/0	38141GCG7		12/12/2005	9/1/2012	200,000		0	204,370	-4,370	0	0	0	-4,370
78	GOOGLE INC	38259P508		1/12/2012	8/1/2012	3,177		0	3,145	32	0	0	0	32
79	GOOGLE INC	38259P508		11/17/2008	8/1/2012	15,885		0	7,510	8,375	0	0	0	8,375
80	GOOGLE INC	38259P508		11/17/2008	12/19/2012	14,419		0	6,008	8,411	0	0	0	8,411
81	HOME DEPOT INC	437076102		1/12/2012	8/1/2012	4,691		0	3,891	800	0	0	0	800
82	HOME DEPOT INC	437076102		11/11/2010	8/1/2012	11,466		0	6,984	4,482	0	0	0	4,482
83	HOME DEPOT INC	437076102		11/11/2010	12/19/2012	11,156		0	5,714	5,442	0	0	0	5,442
84	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/10/2010	7/31/2012	107,711		0	119,510	-11,799	0	0	0	-11,799

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

	Amount
Long Term CG Distributions	12,269
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
						3,147,220	0	0	3,008,004	139,216	0	0	0	139,216
85	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/30/2011	7/31/2012	90,924		0	99,840	-8,916	0	0	0	-8,916
86	INTEL CORP	458140100		6/6/2012	12/18/2012	33,359		0	41,739	-8,380	0	0	0	-8,380
87	INTERNATIONAL BUSINESS MACHS CO	459200101		1/12/2012	12/19/2012	5,872		0	5,385	487	0	0	0	487
88	INTERNATIONAL BUSINESS MACHS CO	459200101		8/19/2011	12/19/2012	3,915		0	3,229	686	0	0	0	686
89	IBM CORPORATION 4 750% 11/29/12	459200BA8		12/13/2005	11/29/2012	200,000		0	197,030	2,970	0	0	0	2,970
90	TJX COS INC NEW	872540109		10/6/2008	8/1/2012	9,715		0	3,181	6,534	0	0	0	6,534
91	TJX COS INC NEW	872540109		10/6/2008	10/12/2012	35,246		0	11,856	23,390	0	0	0	23,390
92	TJX COS INC NEW	872540109		10/6/2008	12/19/2012	4,331		0	1,446	2,885	0	0	0	2,885
93	TEMPLETON GLOBAL BOND FD-ADV 6	880208400		11/21/2007	7/31/2012	202,003		0	181,016	20,987	0	0	0	20,987
94	TEXAS INSTRUMENTS INC	882508104		2/16/2011	6/6/2012	26,990		0	34,334	-7,344	0	0	0	-7,344
95	TEXAS INSTRUMENTS INC	882508104		1/12/2012	6/6/2012	1,989		0	2,171	-182	0	0	0	-182
96	TORONTO DOMINION BK ONT COM NE	891160509		6/24/2010	3/5/2012	32,496		0	27,314	5,182	0	0	0	5,182
97	UNITED PARCEL SERVICE-CL B	911312106		1/12/2012	8/1/2012	3,003		0	2,993	10	0	0	0	10
98	UNITED PARCEL SERVICE-CL B	911312106		8/13/2010	8/1/2012	7,507		0	6,461	1,046	0	0	0	1,046
99	UNITED PARCEL SERVICE-CL B	911312106		8/13/2010	12/19/2012	5,302		0	4,523	779	0	0	0	779
100	V F CORP	918204108		10/12/2012	12/19/2012	3,035		0	3,235	-200	0	0	0	-200
101	VODAFONE GROUP PLC NEW ADR	92857W209		8/20/2007	8/1/2012	16,469		0	17,295	-826	0	0	0	-826
102	WALGREEN CO	931422109		8/1/2011	3/5/2012	36,933		0	43,448	-6,515	0	0	0	-6,515
103	WALGREEN CO	931422109		1/12/2012	3/5/2012	3,993		0	4,012	-19	0	0	0	-19
104	ACCENTURE PLC	G1151C101		7/12/2007	8/1/2012	15,140		0	10,547	4,593	0	0	0	4,593
105	ACE LIMITED	H0023R105		8/18/2006	4/10/2012	54,670		0	39,691	14,979	0	0	0	14,979
106	NOBLE CORPORATION	H5833N103		7/5/2011	12/19/2012	10,414		0	11,554	-1,140	0	0	0	-1,140

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										66,420	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		Trustee	4 00	66,420	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	5,616
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	5,616

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	121,139
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	121,139

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	810446	95-6698210			$0.00	0 00	$0.00
Invest - Corp Bonds	810446	95-6698210	26353LJB8	DU PONT E I DE NEMOU 4.125% 3/06/13	$200,022.00	200,000 00	$207,866 00
Invest - Corp Bonds	810446	95-6698210	87612EAM8	TARGET CORP 4 000% 6/15/13	$201,946 00	200,000 00	$199,590 00
Invest - Corp Bonds	810446	95-6698210	913017BV0	UNITED TECHNOLOGIES 3 100% 6/01/22	$104,600 00	100,000 00	$103,728 00
Invest - Corp Bonds	810446	95-6698210	36962G6F6	GENERAL ELEC CAP COR 3 150% 9/07/22	$100,098 00	100,000 00	$100,024 00
Invest - Corp Bonds	810446	95-6698210	46625HJE1	JPMORGAN CHASE & CO 3 250% 9/23/22	$100,917 00	100,000.00	$100,499 00
Invest - Other	810446	95-6698210	589509108	MERGER FD SH BEN INT #260	$127,576 66	8,094 97	$130,248 00
Invest - Other	810446	95-6698210	76628T678	RIDGEWORTH SEIX FLOATING CL I #5203	$139,785 81	15,497 32	$139,785.81
Invest - Other	810446	95-6698210	464287804	ISHARES CORE S&P SMALL-CAP E	$113,143 50	1,350 00	$100,384 79
Invest - Other	810446	95-6698210	003021714	ABERDEEN EMERG MARKETS-INST #5840	$355,481 36	22,413 71	$331,872 00
Invest - Other	810446	95-6698210	552983470	MFS RESEARCH INTL FD-I #899	$308,940 00	19,000 00	$297,730 00
Invest - Other	810446	95-6698210	72201F516	PIMCO EMERGING LOCAL BOND IS #332	$97,188.00	8,900 00	$100,125 00
Invest - Other	810446	95-6698210	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	$364,669 64	27,193.86	$318,983 95
Invest - Other	810446	95-6698210	74253Q747	PRINCIPAL MIDCAP FD-IN #4749	$302,630 74	17,875.41	$276,655 50
Invest - Other	810446	95-6698210	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	$196,200 00	30,000 00	$206,700 00
Invest - Other	810446	95-6698210	902641646	E-TRACS ALERIAN MLP INFRASTRUCTURE	$108,960 00	3,000 00	$99,930 00
Invest - Other	810446	95-6698210	123998007	CHAMBERS STREET PROPERTIES	$230,347 56	23,034 76	$153,984 64
Invest - Other	810446	95-6698210	00203H859	AQR MANAGED FUTURES STR-I	$152,694.00	15,300 00	$148,716 00
Invest - Other	810446	95-6698210	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$146,832 37	7,522.15	$127,350 00
Invest - Other	810446	95-6698210	76628T645	RIDGEWORTH SEIX HY BD-I #5855	$209,952 37	20,543 29	$194,864 19
Invest - Other	810446	95-6698210	367829884	GATEWAY FUND - Y #1986	$255,565 34	9,183.09	$250,220 00
					$3,817,550 35		$3,589,256 88
Savings & Temp Inv	810446	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$49,273 28	49,273 28	$49,273 28
Savings & Temp Inv	810446	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	$6,483 61	6,483.61	$6,483 61
					$55,756 89		$55,756 89
Total					$3,873,307 24		$3,645,013 77

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT	23,728.150		$23,728.15	$23,728.15	$0.00	$2.37	0.01%
SECURED MARKET DEPOSIT ACCOUNT *Asset held in Invested Income Portfolio*	880.530		880.53	880.53	0.00	0.09	0.01
Total Money Market			**$24,608.68**	**$24,608.68**	**$0.00**	**$2.46**	**0.01%**
Total Cash & Equivalents			**$24,608.68**	**$24,608.68**	**$0.00**	**$2.46**	**0.01%**

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	1,050.000	$68.500	$71,925.00	$33,334.14	$38,590.86	$1,638.00	2.28%
NORDSTROM INC SYMBOL: JWN CUSIP: 655664100	505.000	54.220	27,381.10	22,826.05	4,555.05	606.00	2.21
TJX COS INC NEW SYMBOL: TJX CUSIP: 872540109	660.000	44.970	29,680.20	9,542.52	20,137.68	303.60	1.02
V F CORP SYMBOL: VFC CUSIP: 918204108	190.000	161.260	30,639.40	30,733.21	- 93.81	661.20	2.16
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	680.000	54.590	37,121.20	22,591.50	14,529.70	510.00	1.37
Total Consumer Discretionary			**$196,746.90**	**$119,027.42**	**$77,719.48**	**$3,718.80**	**1.89%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
COSTCO WHOLESALE CORP SYMBOL: COST CUSIP: 22160K105	440.000	$101.290	$44,567.60	$28,756.50	$15,811.10	$484.00	1.09%
GENERAL MILLS INC SYMBOL: GIS CUSIP: 370334104	1,070.000	46.250	49,487.50	38,210.89	11,276.61	1,412.40	2.85
KIMBERLY CLARK CORP COM SYMBOL: KMB CUSIP: 494368103	730.000	94.280	68,824.40	55,125.03	13,699.37	2,365.20	3.44
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	1,350.000	32.160	43,416.00	38,259.05	5,156.95	1,512.00	3.48
Total Consumer Staples			**$206,295.50**	**$160,351.47**	**$45,944.03**	**$5,773.60**	**2.80%**
ENERGY							
APACHE CORP SYMBOL: APA CUSIP: 037411105	390.000	$74.270	$28,965.30	$26,517.60	$2,447.70	$312.00	1.08%
NOBLE ENERGY INC SYMBOL: NBL CUSIP: 655044105	390.000	110.830	43,223.70	20,190.76	23,032.94	390.00	0.90
SPECTRA ENERGY CORP SYMBOL: SE CUSIP: 847560109	1,270.000	29.040	36,880.80	34,809.76	2,071.04	1,549.40	4.20
Total Energy			**$109,069.80**	**$81,518.12**	**$27,551.68**	**$2,251.40**	**2.06%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
AMERICAN EXPRESS CO SYMBOL: AXP CUSIP: 025816109	560.000	$62.150	$34,804.00	$33,570.93	$1,233.07	$448.00	1.29%
B B & T CORP COM SYMBOL: BBT CUSIP: 054937107	1,070.000	30.360	32,485.20	32,608.25	- 123.05	984.40	3.03
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	910.000	51.030	46,437.30	42,992.82	3,444.48	182.00	0.39
FRANKLIN RESOURCES INC SYMBOL: BEN CUSIP: 354613101	220.000	141.250	31,075.00	21,790.56	9,284.44	255.20	0.82
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	1,210.000	48.920	59,193.20	51,551.58	7,641.62	1,452.00	2.45
PNC FINANCIAL SERVICES GROUP SYMBOL: PNC CUSIP: 693475105	620.000	62.390	38,681.80	24,694.04	13,987.76	992.00	2.56
PRUDENTIAL FINL INC COM SYMBOL: PRU CUSIP: 744320102	575.000	55.570	31,952.75	29,388.95	2,563.80	920.00	2.88
Total Financials			**$274,629.25**	**$236,597.13**	**$38,032.12**	**$5,233.60**	**1.91%**
HEALTH CARE							
BAXTER INTL INC SYMBOL: BAX CUSIP: 071813109	910.000	$67.600	$61,516.00	$61,006.31	$509.69	$1,638.00	2.66%
EXPRESS SCRIPTS HOLDING COMPANY SYMBOL: ESRX CUSIP: 30219G108	1,070.000	56.930	60,915.10	57,348.66	3,566.44	0.00	0.00
MEDTRONIC INC SYMBOL: MDT CUSIP: 585055106	1,320.000	44.960	59,347.20	55,991.42	3,355.78	1,372.80	2.31
STRYKER CORP SYMBOL: SYK CUSIP: 863667101	830.000	63.880	53,020.40	42,994.00	10,026.40	879.80	1.66
Total Health Care			**$234,798.70**	**$217,340.39**	**$17,458.31**	**$3,890.60**	**1.66%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INDUSTRIALS							
CUMMINS INC. SYMBOL: CMI CUSIP: 231021106	310.000	$115.870	$35,919.70	$30,862.49	$5,057.21	$620.00	1.73%
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	810.000	61.600	49,896.00	21,261.94	28,634.06	81.00	0.16
EMERSON ELECTRIC CO SYMBOL: EMR CUSIP: 291011104	830.000	56.700	47,061.00	40,150.67	6,910.33	1,361.20	2.89
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	390.000	82.650	32,233.50	25,198.80	7,034.70	967.20	3.00
Total Industrials			**$165,110.20**	**$117,473.90**	**$47,636.30**	**$3,029.40**	**1.83%**
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP. 037833100	105.000	$441.400	$46,347.00	$42,588.49	$3,758.51	$1,113.00	2.40%
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	1,955.000	23.010	44,984.55	35,986.16	8,998.39	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	85.000	801.200	68,102.00	25,532.59	42,569.41	0.00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	160.000	200.830	32,132.80	25,835.72	6,297.08	544.00	1.69
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	1,950.000	27.800	54,210.00	49,027.00	5,183.00	1,794.00	3.31
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103	810.000	65.640	53,168.40	38,403.91	14,764.49	810.00	1.52
Total Information Technology			**$298,944.75**	**$217,373.87**	**$81,570.88**	**$4,261.00**	**1.43%**
UTILITIES							
CONSOLIDATED EDISON INC SYMBOL: ED CUSIP: 209115104	5.000	$59.000	$295.00	$217.22	$77.78	$12.30	4.17%
Total Utilities			**$295.00**	**$217.22**	**$77.78**	**$12.30**	**4.17%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL EQUITIES							
ACCENTURE PLC CUSIP: G1151C101	850.000	$74.360	$63,206.00	$35,858.16	$27,347.84	$1,377.00	2.18%
NOBLE CORPORATION CUSIP: H5833N103	740.000	35.820	26,506.80	28,878.43	- 2,371.63	391.46	1.48
POTASH CORP SASK CUSIP: 73755L107	585.000	40.090	23,452.65	14,661.46	8,791.19	655.20	2.79
STATOIL ASA CUSIP: 85771P102	1,560.000	24.930	38,890.80	40,201.20	- 1,310.40	1,410.24	3.63
VODAFONE GROUP PLC NEW CUSIP: 92857W209	1,455.000	25.140	36,578.70	39,290.45	- 2,711.75	2,181.05	5.96
Total International Equities			**$188,634.95**	**$158,889.70**	**$29,745.25**	**$6,014.95**	**3.19%**
DOMESTIC MUTUAL FUNDS							
DOMINI INTERNATIONAL SOCIAL EQUITY FUND CLASS INV SYMBOL: DOMIX CUSIP: 257132704	9,859.155	$7.260	$71,577.47	$70,000.00	$1,577.47	$946.48	1.32%
PORTFOLIO 21 #1203 SYMBOL: PORTX CUSIP: 742935588	1,993.412	35.420	70,606.65	63,000.00	7,606.65	657.83	0.93
Total Domestic Mutual Funds			**$142,184.12**	**$133,000.00**	**$9,184.12**	**$1,604.31**	**1.13%**
INTERNATIONAL MUTUAL FUNDS							
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234	1,685.000	$43.205	$72,800.43	$57,529.64	$15,270.79	$1,255.33	1.72%
MATTHEWS PACIFIC TIGER FUND CLASS I #802 SYMBOL: MAPTX CUSIP: 577130107	2,502.991	25.220	63,125.43	37,626.28	25,499.15	390.47	0.62
Total International Mutual Funds			**$135,925.86**	**$95,155.92**	**$40,769.94**	**$1,645.80**	**1.21%**
Total Equities			**$1,952,635.03**	**$1,536,945.14**	**$415,689.89**	**$37,435.76**	**1.92%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
COHEN & STEERS INSTITUTIONAL REALTY SHARES #1263 SYMBOL: CSRIX CUSIP: 19247U106	1,844.380	$44.060	$81,263.38	$64,000.00	$17,263.38	$1,814.87	2.23%
Total Real Asset Funds			**$81,263.38**	**$64,000.00**	**$17,263.38**	**$1,814.87**	**2.23%**
Total Real Assets			**$81,263.38**	**$64,000.00**	**$17,263.38**	**$1,814.87**	**2.23%**

	Account Value as of 02/28/13	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,058,507.09**	**$1,625,553.82**	**$432,953.27**	**$39,253.09**