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 4/1/2012 **, and ending** 3/31/2013

Name of foundation: EARL M WILSON TUW FBO NC SOC

A Employer identification number: 56-6355445

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)* ▶ $ 838,648

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 ▶ ☐

POSTMARK DATE JUN 26 2013

SCANNED JUL 09 2013

RECEIVED JUL 01 2013 OGDEN, UT IRS-OSC

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))*

	Line		(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	21,061	20,815		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	9,546			
	b	Gross sales price for all assets on line 6a 354,284				
	7	Capital gain net income (from Part IV, line 2)		9,546		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	30,607	30,361		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,312	9,234		3,078
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	161			161
	b	Accounting fees (attach schedule)	1,627			1,627
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	787	209		
	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	14,887	9,443	0	4,866
	25	Contributions, gifts, grants paid	35,000			35,000
	26	**Total expenses and disbursements** Add lines 24 and 25	49,887	9,443	0	39,866
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-19,280			
	b	**Net investment income** (if negative, enter -0-)		20,918		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		-169	-169
	2	Savings and temporary cash investments	42,534	36,427	36,427
	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)	742,722	728,861	802,390
	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)	785,256	765,119	838,648
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	785,256	765,119	
	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)	785,256	765,119	
	31	**Total liabilities and net assets/fund balances** (see instructions)	785,256	765,119	

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	785,256
2	Enter amount from Part I, line 27a	2	-19,280
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	765,976
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	857
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	765,119

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	9,546
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	38,952	805,769	0 048341
2010	38,876	793,417	0 048998
2009	36,445	728,904	0 050000
2008	45,676	743,529	0 061431
2007	44,827	972,368	0 046101

2 **Total** of line 1, column (d)	2	0 254871
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	0.050974
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	795,806
5 Multiply line 4 by line 3	5	40,565
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	209
7 Add lines 5 and 6	7	40,774
8 Enter qualifying distributions from Part XII, line 4	8	39,866

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	418
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	418
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	418
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 763		
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	763
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	345
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 345 **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) ▶ NC			
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? **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	12,312		

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	774,581
b	Average of monthly cash balances	1b	33,344
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	807,925
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	807,925
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	12,119
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	795,806
6	**Minimum investment return.** Enter 5% of line 5	6	39,790

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	39,790
2a	Tax on investment income for 2012 from Part VI, line 5	2a	418		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	418
3	Distributable amount before adjustments Subtract line 2c from line 1			3	39,372
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	39,372
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	39,372

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	39,866
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	39,866
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	39,866

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				39,372
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			36,565	
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 ▶ $ 39,866				
a	Applied to 2011, but not more than line 2a			36,565	
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				3,301
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				36,071
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	35,000
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	21,061	
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	9,546	
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		30,607	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 30,607

(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

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

John A Schultz SVP Wells Fargo Bank N.A. | 6/24/2013 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		6/24/2013		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				
ANIMAL COMPASSION NETWORK				
Street				
803 FAIRVIEW STREET				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28803	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,000

Name				
WILD FOR LIFE CENTER FOR REHABILITATION OF WILDLIFE, INC				
Street				
33 POSSUM TROT				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28806	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,000

Name				
HUMANE ALLIANCE OF WNC, INC				
Street				
25 HERITAGE DR				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28806	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
ANIMAL HAVEN OF ASHEVILLE				
Street				
65 LOWER GRASSY BRANCH ROAD				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28805-1618	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,500

Name				
HUMANE SOCIETY OF BUNCOMBE COUNTY				
Street				
14 FOREVER FRIEND LANE				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28806	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,000

Name				
BROTHER WOLF CANINE RESCUE, INC				
Street				
31 GLENDALE AVENUE				
City		**State**	**Zip Code**	**Foreign Country**
ASHEVILLE		NC	28814	
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

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

Recipient(s) paid during the year

Name				
ASHEVILLE HUMANE SOCIETY, INC				
Street				
14 FOREVER FRIEND LANE				
City	**State**	**Zip Code**	**Foreign Country**	
ASHEVILLE	NC	28806		
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,500

Name				
FRIENDS OF WNC NATURE CENTER, INC				
Street				
72 GASHES CREEK ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
ASHEVILLE	NC	28805		
Relationship	**Foundation Status**			
NONE	501(C)(3)PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

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		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2,796		Capital Gains/Losses	354,284	344,738	9,546
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	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	6,690	5,974				0	716
2	X	CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		7/23/2012	3,432	3,911				182	-297
3	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		2/7/2013	1,220	1,016				0	204
4	X	DODGE & COX INT'L STOCK F	256206103			2/12/2007		8/8/2012	6,325	8,977				0	-2,652
5	X	DODGE & COX INT'L STOCK F	256206103			2/12/2007		11/19/2012	1,179	1,608				0	-429
6	X	DODGE & COX INCOME FD C	256210105			5/10/2012		7/23/2012	2,248	2,231				0	17
7	X	DODGE & COX INCOME FD C	256210105			11/1/2007		11/19/2012	3,567	3,234				0	333
8	X	DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	7,104	6,982				0	122
9	X	DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	16,629	16,462				0	167
10	X	DODGE & COX INCOME FD C	256210105			2/12/2007		11/19/2012	8,891	8,061				0	830
11	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	5,422	5,320				0	102
12	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/8/2012	2,020	1,810				0	210
13	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		8/8/2012	1,433	1,246				0	187
14	X	GOLDMAN SACHS GRTH OPP	38142Y401			2/12/2009		4/10/2012	7,286	3,796				0	3,490
15	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		4/10/2012	12,839	8,115				0	4,724
16	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		8/8/2012	706	662				0	44
17	X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		8/8/2012	14,246	16,166				0	-1,920
18	X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		2/7/2013	11,737	14,213				0	-2,476
19	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	2,952	3,362				0	-410
20	X	ISHARES S & P 500 INDEX FU	464287200			10/20/2011		5/8/2012	11,156	9,992				0	1,164
21	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	1,064	984				0	80
22	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	11,333	9,972				0	1,361
23	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	10,414	9,727				0	687
24	X	KEELEY SMALL CAP VAL FD (	487300808			5/10/2012		8/13/2012	1,244	1,216				0	28
25	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		8/13/2012	48	46				0	2
26	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/7/2013	9,803	7,850				0	1,953
27	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			10/20/2011		8/8/2012	7,941	8,235				0	-294
28	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2012		2/7/2013	1,285	1,363				0	-78
29	X	MFS VALUE FUND-CLASS I 8	552983694			5/25/2011		8/8/2012	2,177	2,105				0	72
30	X	MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011		8/8/2012	12,048	11,148				0	900
31	X	MERGER FD SH BEN INT 260	589509108			10/20/2011		8/8/2012	3,464	3,451				0	13
32	X	PIMCO TOTAL RET FD-INST 3	693390700			5/10/2012		7/23/2012	2,957	2,902				0	55
33	X	PIMCO TOTAL RET FD-INST #	693390700			11/21/2012		2/7/2013	45,583	47,131				0	-1,548
34	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	8,040	8,219				0	-179
35	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		7/23/2012	1,795	1,695				0	100
36	X	PIMCO FOREIGN BD FD USD	693390882			2/4/2011		8/8/2012	302	284				0	18
37	X	PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	1,960	1,890				0	70
38	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	4,899	4,713				0	186
39	X	PIMCO FOREIGN BD FD USD	693390882			10/20/2011		2/7/2013	1,178	1,161				0	17
40	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		2/7/2013	839	827				0	12
41	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/26/2011		7/23/2012	1,401	1,349				0	52
42	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/26/2011		8/8/2012	512	487				0	25
43	X	RIDGEWORTH SEIX HY BD-I	76628T645			8/26/2011		11/19/2012	3,680	3,476				0	204
44	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		2/7/2013	4,922	4,526				0	396
45	X	T ROWE PRICE SHORT TERM	77957P105			8/29/2011		5/8/2012	9,955	9,955				0	0
46	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		5/8/2012	9,319	9,300				0	19
47	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		7/23/2012	1,455	1,452				0	3
48	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	27,606	27,549				0	57
49	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		11/19/2012	11,024	11,001				0	23
50	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		7/23/2012	1,579	1,705				0	-126
51	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	736	753				0	-17
52	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/19/2012	804	793				0	11
53	X	TCW SMALL CAP GROWTH FU	87234N849			5/10/2012		11/19/2012	1,561	1,669				0	-108
54	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		11/19/2012	7,487	8,524				0	-1,037
55	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		12/19/2012	10,183	11,045				0	-862
56	X	TCW SMALL CAP GROWTH FU	87234N849			8/10/2012		12/19/2012	210	212				0	-2
57	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/8/2012	980	799				0	181
58	X	VANGUARD REIT VIPER	922908553			12/17/2010		7/23/2012	785	628				0	157
59	X	VANGUARD REIT VIPER	922908553			12/17/2010		8/8/2012	395	314				0	81
60	X	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	1,438	1,326				0	112

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)
		161	0	0	161
	Description				
1	LEGAL FEES	161			161

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,627	0	0	1,627
1	TAX PREP FEES	1,627			1,627

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

		787	209	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	209	209		
2	ESTIMATED EXCISE PAYMENTS	578			

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

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

1	PY Return of Capital Adjustment	1	334
2	Cost Basis Adjustment	2	523
3	Total	3	857

6/24/2013 12 28 53 PM - 1013702664 - 6440 - WWS - EARL M WILSON TUW FBO NC SOC

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

	Amount
Long Term CG Distributions	2,796
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
						351,488	0	182	344,920	6,750	0	0	0	6,750
1	ARTISAN INTERNATIONAL FUND 661	04314H204		8/26/2011	8/8/2012	6,690		0	5,974	716	0	0	0	716
2	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/26/2011	7/23/2012	3,432		182	3,911	-297	0	0	0	-297
3	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/20/2011	2/7/2013	1,220		0	1,016	204	0	0	0	204
4	DODGE & COX INT'L STOCK FD 1048	256206103		2/12/2007	8/8/2012	6,325		0	8,977	-2,652	0	0	0	-2,652
5	DODGE & COX INT'L STOCK FD 1048	256206103		2/12/2007	11/19/2012	1,179		0	1,608	-429	0	0	0	-429
6	DODGE & COX INCOME FD COM 147	256210105		5/10/2012	7/23/2012	2,248		0	2,231	17	0	0	0	17
7	DODGE & COX INCOME FD COM 147	256210105		11/1/2007	11/19/2012	3,567		0	3,234	333	0	0	0	333
8	DODGE & COX INCOME FD COM 147	256210105		5/10/2012	11/19/2012	7,104		0	6,982	122	0	0	0	122
9	DODGE & COX INCOME FD COM 147	256210105		8/10/2012	11/19/2012	16,629		0	16,462	167	0	0	0	167
10	DODGE & COX INCOME FD COM 147	256210105		2/12/2007	11/19/2012	8,891		0	8,061	830	0	0	0	830
11	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		8/26/2011	2/7/2013	5,422		0	5,320	102	0	0	0	102
12	JP MORGAN MID CAP VALUE-I 758	339128100		12/17/2010	5/8/2012	2,020		0	1,810	210	0	0	0	210
13	JP MORGAN MID CAP VALUE-I 758	339128100		12/17/2010	8/8/2012	1,433		0	1,246	187	0	0	0	187
14	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		2/12/2009	4/10/2012	7,286		0	3,796	3,490	0	0	0	3,490
15	GOLDMAN SACHS GRTH OPP FD-I 113	38142Y401		10/31/2008	4/10/2012	12 839		0	8,115	4 724	0	0	0	4,724
16	HARBOR CAPITAL APRCTION-INST 20	411511504		5/25/2011	8/8/2012	706		0	662	44	0	0	0	44
17	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	8/8/2012	14,246		0	16,166	-1,920	0	0	0	-1,920
18	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	2/7/2013	11,737		0	14,213	-2,476	0	0	0	2,476
19	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	2,952		0	3,362	-410	0	0	0	-410
20	ISHARES S & P 500 INDEX FUND	464287200		10/20/2011	5/8/2012	11,156		0	9,992	1,164	0	0	0	1,164
21	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	1,064		0	984	80	0	0	0	80
22	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	11,333		0	9,972	1,361	0	0	0	1,361
23	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	10,414		0	9,727	687	0	0	0	687
24	KEELEY SMALL CAP VAL FD CL I 2251	487300808		5/10/2012	8/13/2012	1,244		0	1,216	28	0	0	0	28
25	KEELEY SMALL CAP VAL FD CL I 2251	487300808		12/17/2010	8/13/2012	48		0	46	2	0	0	0	2
26	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/7/2013	9,803		0	7,850	1,953	0	0	0	1,953
27	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		10/20/2011	8/8/2012	7,941		0	8,235	-294	0	0	0	-294
28	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		2/14/2012	2/7/2013	1,285		0	1,363	-78	0	0	0	-78
29	MFS VALUE FUND-CLASS I 893	552983694		5/25/2011	8/8/2012	2,177		0	2,105	72	0	0	0	72
30	MAINSTAY EP US EQUITY-INS 1204	56063J302		10/20/2011	8/8/2012	12 048		0	11,148	900	0	0	0	900
31	MERGER FD SH BEN INT 260	589509108		10/20/2011	8/8/2012	3,464		0	3,451	13	0	0	0	13
32	PIMCO TOTAL RET FD-INST 35	693390700		5/10/2012	7/23/2012	2,957		0	2,902	55	0	0	0	55
33	PIMCO TOTAL RET FD-INST #35	693390700		11/21/2012	2/7/2013	45,583		0	47,131	-1,548	0	0	0	-1,548
34	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	2/7/2013	8,040		0	8,219	-179	0	0	0	-179
35	PIMCO FOREIGN BD FD USD H-INST 1	693390882		2/4/2011	7/23/2012	1,795		0	1,695	100	0	0	0	100
36	PIMCO FOREIGN BD FD USD H-INST 1	693390882		2/4/2011	8/8/2012	302		0	284	18	0	0	0	18
37	PIMCO FOREIGN BD FD USD H-INST 1	693390882		2/14/2012	8/8/2012	1,960		0	1,890	70	0	0	0	70
38	PIMCO FOREIGN BD FD USD H-INST 1	693390882		8/26/2011	8/8/2012	4,899		0	4,713	186	0	0	0	186
39	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/20/2011	2/7/2013	1,178		0	1,161	17	0	0	0	17
40	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	2/7/2013	839		0	827	12	0	0	0	12
41	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/26/2011	7/23/2012	1,401		0	1,349	52	0	0	0	52
42	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/26/2011	8/8/2012	512		0	487	25	0	0	0	25
43	RIDGEWORTH SEIX HY BD-I 5855	76628T645		8/26/2011	11/19/2012	3,680		0	3,476	204	0	0	0	204
44	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	2/7/2013	4,922		0	4,526	396	0	0	0	396
45	T ROWE PRICE SHORT TERM BD FD 5	77957P105		8/29/2011	5/8/2012	9 955		0	9,955	0	0	0	0	0
46	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	5/8/2012	9,319		0	9,300	19	0	0	0	19
47	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	7/23/2012	1,455		0	1,452	3	0	0	0	3
48	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	8/8/2012	27,606		0	27,549	57	0	0	0	57
49	T ROWE PRICE SHORT TERM BD FD 5	77957P105		2/14/2012	11/19/2012	11,024		0	11,001	23	0	0	0	23
50	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	7/23/2012	1,579		0	1,705	-126	0	0	0	-126
51	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	8/8/2012	736		0	753	-17	0	0	0	-17
52	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/23/2011	11/19/2012	804		0	793	11	0	0	0	11
53	TCW SMALL CAP GROWTH FUND I 472	87234N849		5/10/2012	11/19/2012	1,561		0	1,669	-108	0	0	0	-108
54	TCW SMALL CAP GROWTH FUND-I 472	87234N849		12/17/2010	11/19/2012	7,487		0	8,524	-1,037	0	0	0	1,037
55	TCW SMALL CAP GROWTH FUND-I 472	87234N849		12/17/2010	12/19/2012	10,183		0	11,045	-862	0	0	0	-862
56	TCW SMALL CAP GROWTH FUND-I 472	87234N849		8/10/2012	12/19/2012	210		0	212	-2	0	0	0	-2
57	VANGUARD REIT VIPER	922908553		12/17/2010	5/8/2012	980		0	799	181	0	0	0	181
58	VANGUARD REIT VIPER	922908553		12/17/2010	7/23/2012	785		0	628	157	0	0	0	157
59	VANGUARD REIT VIPER	922908553		12/17/2010	8/8/2012	395		0	314	81	0	0	0	81
60	VANGUARD REIT VIPER	922908553		11/19/2012	2/7/2013	1,438		0	1,326	112	0	0	0	112

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
										12,312	0	0
1	Wells Fargo Bank N A Trust Tax D	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	12,312	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	185
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	9/11/2012	3	191
4	Third quarter estimated tax payment	12/11/2012	4	191
5	Fourth quarter estimated tax payment	3/11/2013	5	190
6	Other payments	8/9/2012	6	6
7	Total		7	763

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	36,565
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	36,565

Name: EARL M WILSON TUW FBO NC SOC
Account # 1013702664
FYE: 3-31-2013

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	1013702664	56-6355445			($169.42)	(169.42)	($169.42)
					($169.42)		($169.42)
Invest - Other	1013702664	56-6355445	04314H204	ARTISAN INTERNATIONAL FUND #661	$40,351.17	1,547.80	$31,668.00
Invest - Other	1013702664	56-6355445	256210105	DODGE & COX INCOME FD COM #147	$64,677.85	4,676.63	$60,993.30
Invest - Other	1013702664	56-6355445	411511504	HARBOR CAPITAL APRCTION-INST #2012	$67,709.08	1,489.42	$58,273.38
Invest - Other	1013702664	56-6355445	589509108	MERGER FD SH BEN INT #260	$16,542.65	1,042.39	$16,479.93
Invest - Other	1013702664	56-6355445	693390700	PIMCO TOTAL RET FD-INST #35	$65,099.55	5,791.78	$60,584.13
Invest - Other	1013702664	56-6355445	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$15,341.88	1,407.51	$14,278.72
Invest - Other	1013702664	56-6355445	77957P105	T ROWE PRICE SHORT TERM BD FD #55	$23,791.37	4,915.57	$23,791.37
Invest - Other	1013702664	56-6355445	04314H600	ARTISAN MID CAP FUND-INS #1333	$28,635.00	674.08	$26,975.66
Invest - Other	1013702664	56-6355445	464287200	ISHARES CORE S & P 500 ETF	$29,741.04	189.00	$23,442.61
Invest - Other	1013702664	56-6355445	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	$15,015.43	1,363.80	$16,755.77
Invest - Other	1013702664	56-6355445	256206103	DODGE & COX INT'L STOCK FD #1048	$39,289.79	1,094.42	$32,079.88
Invest - Other	1013702664	56-6355445	552983694	MFS VALUE FUND-CLASS I #893	$47,067.74	1,655.57	$39,515.50
Invest - Other	1013702664	56-6355445	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	$34,621.15	2,265.78	$32,741.42
Invest - Other	1013702664	56-6355445	262028855	DRIEHAUS ACTIVE INCOME FUND	$16,384.74	1,527.00	$16,026.57
Invest - Other	1013702664	56-6355445	339128100	JP MORGAN MID CAP VALUE-I #758	$20,771.68	659.00	$15,493.09
Invest - Other	1013702664	56-6355445	922908553	VANGUARD REIT VIPER	$29,622.60	420.00	$22,208.00
Invest - Other	1013702664	56-6355445	483438206	KALMAR GR W/VAL SM CAP FD #2	$14,525.59	813.30	$14,029.47
Invest - Other	1013702664	56-6355445	922042858	VANGUARD FTSE EMERGING MARKETS E1	$31,870.98	743.00	$33,523.00
Invest - Other	1013702664	56-6355445	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	$32,146.09	920.04	$31,788.34
Invest - Other	1013702664	56-6355445	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	$29,547.87	687.00	$25,485.49
Invest - Other	1013702664	56-6355445	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$20,847.25	1,045.50	$17,395.38
Invest - Other	1013702664	56-6355445	76628T645	RIDGEWORTH SEIX HY BD-I #5855	$35,482.25	3,458.31	$32,384.74
Invest - Other	1013702664	56-6355445	367829884	GATEWAY FUND - Y #1986	$29,037.18	1,036.67	$28,511.43
Invest - Other	1013702664	56-6355445	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$39,358.14	4,975.74	$43,167.78
Invest - Other	1013702664	56-6355445	487300808	KEELEY SMALL CAP VAL FD CL I #2251	$14,911.97	452.15	$11,267.63
					$802,390.04		$728,860.59

Savings & Temp Inv	1013702664	56-6355445	VP0528308	FEDERATED TREAS OBL FD 68	$23,702.17	23,702.17	$23,702.17
Savings & Temp Inv	1013702664	56-6355445	VP0528308	FEDERATED TREAS OBL FD 68	$12,724.88	12,724.88	$12,724.88
					$36,427.05		$36,427.05
Total Cash, Other Invest, Saving & Temp					$838,647.67		$765,118.22