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

Name of foundation FLORENCE E SINCLAIR MEM T/U/W		A Employer identification number 59-6177808
Number and street (or P O box number if mail is not delivered to street address) Room/suite WELLS FARGO BANK, N A 1 W 4TH ST 4TH FLOOR MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code WINSTON SALEM NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 477,473	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,957	11,957		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	16,017			
	b Gross sales price for all assets on line 6a 330,745				
	7 Capital gain net income (from Part IV, line 2)		16,017		
	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	27,974	27,974	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,636	5,727		1,909
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	412	164		
	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	8,048	5,891	0	1,909
	25 Contributions, gifts, grants paid	20,500			20,500
26 Total expenses and disbursements. Add lines 24 and 25	28,548	5,891	0	22,409	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-574				
b Net investment income (if negative, enter -0-)		22,083			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,156	23,771	23,771
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	440,308	422,934	453,702
	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)	447,464	446,705	477,473
	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. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	447,464	446,705	
	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)	447,464	446,705	
	31	Total liabilities and net assets/fund balances (see instructions)	447,464	446,705	

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	447,464
2	Enter amount from Part I, line 27a	2	-574
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	446,890
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	185
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	446,705

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) FMV 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	16,017
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			0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	442	
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	442	
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	442	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	256		
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	256		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	186		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4.00	7,636		

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	444,060
b	Average of monthly cash balances	1b	20,330
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	464,390
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	464,390
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,966
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	457,424
6	Minimum investment return. Enter 5% of line 5	6	22,871

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	22,871
2a	Tax on investment income for 2012 from Part VI, line 5	2a	442
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	442
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,429
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,429
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	22,429

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	22,409
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	22,409
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	22,409

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				22,429
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			20,423	
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 ▶ \$ 22,409				
a Applied to 2011, but not more than line 2a			20,423	
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				1,986
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				20,443
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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				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	20,500
b Approved for future payment NONE				
Total			▶ 3b	0

Account Statement For:
FLORENCE E SINCLAIR MEM T U W

Period Covered: March 1, 2013 - March 31, 2013

Account Number 4019863333

**WELLS
FARGO**

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

MONEY MARKET

SECURED MARKET DEPOSIT ACCOUNT
Asset held in Invested Income Portfolio

SECURED MARKET DEPOSIT ACCOUNT

Total Money Market

Total Cash & Equivalents

QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
4,005.850		\$4,005.85	\$4,005.85	\$0.00	\$0.40	0.01%
19,764.930		19,764.93	19,764.93	0.00	1.98	0.01
		\$23,770.78	\$23,770.78	\$0.00	\$2.38	0.01%
		\$23,770.78	\$23,770.78	\$0.00	\$2.38	0.01%

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

DODGE & COX INCOME FD COM #147
SYMBOL: DODIX CUSIP: 256210105

PIMCO TOTAL RETURN FUND
INSTITUTIONAL SHARES #35
SYMBOL: PTRRX CUSIP: 693390700

RIDGEWORTH SEIX HIGH YIELD BOND FUND
CLASS I #5855

SYMBOL: SAMHX CUSIP: 76628T645

T ROWE PRICE SHORT TERM BOND FUND
#55

SYMBOL: PRWBX CUSIP: 77957P105

Total Domestic Mutual Funds

QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
2,641.612	\$13.830	\$36,533.49	\$36,659.00	-\$125.51	\$1,199.29	3.28%
3,267.163	11.240	36,722.91	37,376.20	- 653.29	1,114.10	3.03
1,937.637	10.260	19,880.16	19,662.00	218.16	1,228.46	6.18
2,778.023	4.840	13,445.63	13,451.00	- 5.37	258.36	1.92
		\$106,582.19	\$107,148.20	-\$566.01	\$3,800.21	3.57%

Account Statement For:
FLORENCE E SINCLAIR MEM T U W

Period Covered: March 1, 2013 - March 31, 2013

Account Number 4019863333

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

INTERNATIONAL MUTUAL FUNDS

DREYFUS EMERGING MARKETS DEBT LOCAL
CURRENCY FUND CLASS I #6083

SYMBOL: DDBX CUSIP: 261980494

LAUDUS MONDRIAN INTERNATIONAL FIXED
INCOME FUND CLASS INST #2940

SYMBOL: LIFX CUSIP: 51855Q655

PIMCO FOREIGN BOND FUND

USD HEDGED INSTL #103

SYMBOL: PFORX CUSIP: 6933390882

Total International Mutual Funds

Total Fixed Income

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083	1,286.622	\$15.280	\$19,659.58	\$19,749.00	-\$89.42	\$275.34	1.40%
LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND CLASS INST #2940	757.463	11.010	8,339.67	8,972.45	-632.78	115.13	1.38
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103	792.506	10.900	8,638.32	8,036.51	601.81	228.24	2.64
Total International Mutual Funds			\$36,637.57	\$36,757.96	-\$120.39	\$618.71	1.69%
Total Fixed Income			\$143,219.76	\$143,906.16	-\$686.40	\$4,418.92	

Account Statement For:
FLORENCE E SINCLAIR MEM T U W

Period Covered: March 1, 2013 - March 31, 2013
Account Number 4019863333

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
DOMESTIC MUTUAL FUNDS							
ARTISAN MID CAP FUND CLASS INS #1333 SYMBOL: APHMX CUSIP: 04314H600	456.691	\$42.480	\$19,400.23	\$18,253.00	\$1,147.23	\$0.00	0.00%
HARBOR CAPITAL APPRECIATION FUND CLASS INST #2012 SYMBOL: HACAX CUSIP: 411511504	1,004.334	45.460	45,657.02	40,684.50	4,972.52	169.73	0.37
ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200	128.000	157.360	20,142.08	16,768.00	3,374.08	398.08	1.98
JP MORGAN MID CAP VALUE FUND-CLASS I #758 SYMBOL: FLMVX CUSIP: 339128100	473.069	31.520	14,911.13	13,484.00	1,427.13	192.07	1.29
KALMAR GROWTH WITH VALUE SMALL CAP FUND #2 SYMBOL: KGSCX CUSIP: 483438206	555.229	17.860	9,916.39	9,450.00	466.39	0.00	0.00
KEELEY SMALL CAP VALUE FUND CLASS I #2251 SYMBOL: KSCIX CUSIP: 487300808	305.041	32.980	10,060.25	6,219.79	3,840.46	49.72	0.49
MFS VALUE FUND-CLASS I SYMBOL: MEIX CUSIP: 552983694	1,122.020	28.430	31,899.03	27,501.00	4,398.03	605.89	1.90
Total Domestic Mutual Funds			\$151,986.13	\$132,360.29	\$19,625.84	\$1,415.49	0.93%

Account Statement For:
FLORENCE E SINCLAIR MEM T U W

Period Covered: March 1, 2013 - March 31, 2013

Account Number 4019863333

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL MUTUAL FUNDS	QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204	1,027.760	\$26.070	\$26,793.70	\$19,804.94	\$6,988.76	\$282.63	1.05%
DODGE & COX INTERNATIONAL STOCK FUND #1048 SYMBOL: DODFX CUSIP: 256206103	726.770	35.900	26,091.04	22,224.10	3,866.94	542.90	2.08
OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505	518.874	34.940	18,129.46	18,139.00	- 9.54	129.20	0.71
VANGUARD FTSE EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	418.000	42.895	17,930.11	18,066.55	- 136.44	431.79	2.41
Total International Mutual Funds			\$88,944.31	\$78,234.59	\$10,709.72	\$1,386.52	1.56%
Total Equities			\$240,930.44	\$210,594.88	\$30,335.56	\$2,802.01	1.16%

ASSET DESCRIPTION

Complementary Strategies

OTHER	QUANTITY	PRICE	MARKET VALUE AS OF 03/31/13	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DIAMOND HILL LONG-SHORT FUND CLASS I #11 SYMBOL: DHLSX CUSIP: 252645833	601.460	\$19.940	\$11,993.11	\$10,618.00	\$1,375.11	\$38.49	0.32%
DRIEHAUS ACTIVE INCOME FUND SYMBOL: LCMAX CUSIP: 262028855	860.328	10.730	9,231.32	9,187.00	44.32	197.02	2.13
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP: 367829884	587.879	28.010	16,466.49	16,090.00	376.49	306.87	1.86
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP: 589509108	588.210	15.870	9,334.89	9,188.26	146.63	152.35	1.63
Total Other			\$47,025.81	\$45,083.26	\$1,942.55	\$694.73	1.48%
Total Complementary Strategies			\$47,025.81	\$45,083.26	\$1,942.55	\$694.73	1.48%

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Period Covered: March 1, 2013 - March 31, 2013

Account Number 4019863333

ASSET DETAIL *(continued)*

9 of 13

Statement A

FLORENCE E. SINCLAIR MEM T/U/W

EIN: 59-6177808

Florida Attorney General does not require and prefers that we do not furnish a copy of Form 990PF to their office

FLORENCE E SINCLAIR MEM T/U/W

59-6177808 Page 1 of 1

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

Recipient(s) paid during the year

Name

ALZHEIMERS FAMILY CENTER INC

Street

6280 W ATLANTIC BLVD

City

MARGATE

State

FL

Zip Code

33063

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENEARL SUPPORT GRANT

Amount

10,000

Name

HUMANE SOCIETY OF GREATER MIAMI, INC.

Street

16101 WEST DIXIE HIGHWAY

City

NORTH MIAMI BEACH

State

FL

Zip Code

33160

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

Name

BAY OAKS HOME FOR THE AGED, INC

Street

435 N.E. STREET

City

MIAMI

State

FL

Zip Code

33137

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

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**

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

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										2,096		Capital Gains/Losses									
										0		Other sales									
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							
															Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss				
1	AMER CENT SMALL CAP GRW	025083320			2/21/2007		12/3/2012	5,224	4,551				673	0							
2	AMER CENT SMALL CAP GRW	025083320			2/21/2007		12/20/2012	5,287	4,504				783	0							
3	AMER CENT SMALL CAP GRW	025083320			9/1/2009		1/29/2013	3,543	2,000				1,543	0							
4	AMER CENT SMALL CAP GRW	025083320			2/21/2007		1/29/2013	1,036					215	0							
5	ARTISAN INTERNATIONAL FU	04314H204			1/30/2012		10/4/2012	2,000	1,772				228	0							
6	ARTISAN INTERNATIONAL FU	04314H204			1/30/2012		1/30/2012	1,406	1,228				178	0							
7	ARTISAN INTERNATIONAL FU	04314H204			7/28/2010		12/3/2012	216	172				44	0							
8	ARTISAN INTERNATIONAL FU	04314H204			7/28/2010		12/20/2012	1,805	1,407				398	0							
9	ARTISAN INTERNATIONAL FU	04314H204			7/28/2010		1/29/2013	828	617				211	0							
10	DODGE & COX INT'L STOCK F	256206103			1/30/2012		12/3/2012	1,409	1,300				109	0							
11	DODGE & COX INT'L STOCK F	256206103			1/30/2012		12/20/2012	1,951	1,733				218	0							
12	DODGE & COX INT'L STOCK F	256206103			1/30/2012		1/29/2013	872	743				129	0							
13	HARBOR CAPITAL APRCITION	411511504			1/30/2012		12/3/2012	718	672				46	0							
14	HARBOR CAPITAL APRCITION	411511504			1/30/2012		12/20/2012	686	632				54	0							
15	HUSSMAN STRATEGIC GROW	448108100			1/30/2012		12/3/2012	2,000	2,192				-192	0							
16	HUSSMAN STRATEGIC GROW	448108100			1/30/2012		12/20/2012	1,840	2,047				-207	0							
17	HUSSMAN STRATEGIC GROW	448108100			1/30/2012		1/29/2013	10,130	11,762				-1,632	0							
18	ISHARES CORE S & P 500 ETF	464287200			1/30/2012		12/3/2012	1,137	1,048				89	0							
19	ISHARES CORE S & P 500 ETF	464287200			1/30/2012		12/20/2012	1,297	1,179				118	0							
20	ISHARES CORE S & P 500 ETF	464287200			1/30/2012		1/29/2013	1,655	1,441				214	0							
21	ISHARES RUSSELL 2000 GRO	464287648			1/29/2012		1/29/2013	2,761	2,517				244	0							
22	ISHARES RUSSELL 2000 GRO	464287648			12/3/2012		1/29/2013	2,658	2,422				236	0							
23	ISHARES RUSSELL 2000 GRO	464287648			12/20/2012		1/29/2013	5,112	4,772				340	0							
24	JPIMORGAN HIGH YIELD FUND	4812C0803			2/21/2007		10/4/2012	3,000	3,215				-215	0							
25	JPIMORGAN HIGH YIELD FUND	4812C0803			2/21/2007		12/3/2012	8,610	9,203				-593	0							
26	JPIMORGAN HIGH YIELD FUND	4812C0803			2/21/2007		12/20/2012	8,591	9,116				-525	0							
27	JPIMORGAN HIGH YIELD FUND	4812C0803			9/1/2009		1/29/2013	1,156	1,000				156	0							
28	JPIMORGAN HIGH YIELD FUND	4812C0803			2/21/2007		1/29/2013	5,838	6,127				-289	0							
29	KEELEY SMALL CAP VAL FDC	487300808			7/28/2010		10/4/2012	1,000	735				265	0							
30	KEELEY SMALL CAP VAL FDC	487300808			7/28/2010		12/3/2012	390	285				105	0							
31	KEELEY SMALL CAP VAL FDC	487300808			7/28/2010		12/20/2012	551	387				164	0							
32	KEELEY SMALL CAP VAL FDC	487300808			7/28/2010		1/29/2013	5,851	3,854				1,997	0							
33	LAUDUS MONDRIAN INT'L FIL	51655Q655			1/30/2012		1/29/2013	1,162	1,221				-59	0							
34	MAINSTAY EP US EQ YLD-IS A	56063J302			1/30/2012		10/4/2012	1,000	913				87	0							
35	MAINSTAY EP US EQ YLD-IS A	56063J302			1/30/2012		12/3/2012	15,089	14,087				1,002	0							
36	MERGER FD SH BEN INT #260	589509108			1/30/2012		12/3/2012	685	670				15	0							
37	MERGER FD SH BEN INT #260	589509108			1/30/2012		12/20/2012	693	670				23	0							
38	PIMCO TOTAL RETN FD II INS	693390551			8/28/2008		12/3/2012	20,226	18,521				1,705	0							
39	PIMCO MODERATE DURATION	693390593			7/28/2010		12/3/2012	11,291	11,049				242	0							
40	PIMCO MODERATE DURATION	693390593			7/28/2010		12/20/2012	4,039	4,050				-11	0							
41	PIMCO MODERATE DURATION	693390593			9/1/2009		12/20/2012	6,892	6,589				303	0							
42	PIMCO MODERATE DURATION	693390593			9/1/2009		1/29/2013	8,741	8,411				330	0							
43	PIMCO TOTAL RETN FD INST #1	693390700			12/5/2012		1/29/2013	13,338	13,987				-649	0							
44	PIMCO FOREIGN BD FD USD	693390882			2/21/2007		10/4/2012	2,000	1,795				205	0							
45	PIMCO FOREIGN BD FD USD	693390882			2/21/2007		12/3/2012	2,191	1,949				242	0							
46	PIMCO FOREIGN BD FD USD	693390882			2/21/2007		12/20/2012	1,808	1,675				133	0							
47	PIMCO FOREIGN BD FD USD	693390882			2/21/2007		1/29/2013	2,981	2,812				169	0							
48	PIMCO REAL RETURN FUND-I	693391104			2/21/2007		10/4/2012	5,000	4,219				781	0							
49	PIMCO REAL RETURN FUND-I	693391104			2/21/2007		12/3/2012	5,287	4,440				847	0							
50	PIMCO REAL RETURN FUND-I	693391104			2/21/2007		12/20/2012	5,095	4,408				688	0							
51	PIMCO REAL RETURN FUND-I	693391104			9/1/2009		1/29/2013	2,885	2,500				385	0							
52	PIMCO REAL RETURN FUND-I	693391104			2/21/2007		12/20/2012	1,142	1,008				135	0							
53	PIMCO EMERG MKTS BD-INST	693391559			2/21/2007		12/3/2012	5,512	4,842				670	0							
54	PIMCO EMERG MKTS BD-INST	693391559			2/21/2007		12/20/2012	5,484	4,798				686	0							
55	PIMCO EMERG MKTS BD-INST	693391559			9/1/2009		1/29/2013	1,900	1,484				416	0							
56	PIMCO EMERG MKTS BD-INST	693391559			2/21/2007		1/29/2013	2,494	2,189				305	0							
57	PIMCO COMMODITY REAL RE	722005667			7/28/2010		12/3/2012	455	500				-45	0							
58	PIMCO COMMODITY REAL RE	722005667			9/1/2009		12/3/2012	6,349	6,788				-439	0							
59	PIMCO COMMODITY REAL RE	722005667			9/1/2009		12/20/2012	6,457	7,215				-758	0							
60	PIMCO COMMODITY REAL RE	722005667			9/1/2009		1/28/2013	2,255	2,498				-242	0							
61	PIMCO COMMODITY REAL RE	722005667			1/10/2012		1/28/2013	2,991	3,000				-9	0							
62	SSGA EMERGING MARKETS F	784924425			2/21/2007		12/3/2012	7,991	9,789				-1,798	0							
63	SSGA EMERGING MARKETS F	784924425			2/21/2007		12/20/2012	8,281	9,716				-1,435	0							
64	SSGA EMERGING MARKETS F	784924425			8/28/2008		1/29/2013	5,986	3,000				2,986	0							
65	PIMCO TOTAL RETN FD II INS	693390551			2/21/2007		12/20/2012	19,149	18,358				791	0							
66	PIMCO TOTAL RETN FD II INS	693390551			8/28/2008		1/29/2013	15,351	14,766				585	0							
67	PIMCO MODERATE DURATION	693390593			7/28/2010		10/4/2012	5,000	4,902				98	0							
68	SSGA EMERGING MARKETS F	784924425			2/21/2007		1/29/2013	1,409	1,621				-212	0							

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
									Gross Sales	Cost or Other Basis				
									Capital Gains/Losses					
	Long Term CG Distributions	Amount	2,096	0	Other sales									
69	X	TURNER MIDCAP GROWTH F	900297763		2/21/2007		12/3/2012	4,958	4,555				0	403
70	X	TURNER MIDCAP GROWTH F	900297763		2/21/2007		12/20/2012	5,026	4,523				0	503
71	X	TURNER MIDCAP GROWTH F	900297763		2/21/2007		1/29/2013	4,183	3,628				0	555
72	X	CRM MID CAP VALUE FD-INST	92934R769		2/21/2007		10/4/2012	1,000	1,041				0	-41
73	X	CRM MID CAP VALUE FD-INST	92934R769		2/21/2007		12/3/2012	5,166	5,426				0	-260
74	X	CRM MID CAP VALUE FD-INST	92934R769		2/21/2007		12/20/2012	5,270	5,394				0	-124
75	X	CRM MID CAP VALUE FD-INST	92934R769		2/21/2007		1/29/2013	4,477	4,349				0	128

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

		412	164	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	164	164		
2	ESTIMATED TAX PAYMENTS	248			

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		440,308	422,934	453,702

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

Line	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	FMV as of 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	AMER CENT SMALL CAP GRWTH INST #025083320		2/21/2007	12/20/2012	5,224				4,551	673	13,921	0	0	13,921
2	AMER CENT SMALL CAP GRWTH INST #025083320		2/21/2007	12/20/2012	5,287				4,504	783	0	0	0	783
3	AMER CENT SMALL CAP GRWTH INST #025083320		9/12/2009	12/20/2012	3,543				2,000	1,543	0	0	0	1,543
4	AMER CENT SMALL CAP GRWTH INST #025083320		2/21/2007	12/20/2012	1,038				821	215	0	0	0	215
5	ARTISAN INTERNATIONAL FUND #661		1/30/2012	10/4/2012	2,000				1,772	228	0	0	0	228
6	ARTISAN INTERNATIONAL FUND #661		1/30/2012	12/20/2012	1,405				1,228	178	0	0	0	178
7	ARTISAN INTERNATIONAL FUND #661		7/28/2010	12/20/2012	216				172	44	0	0	0	44
8	ARTISAN INTERNATIONAL FUND #661		7/28/2010	12/20/2012	1,805				1,407	398	0	0	0	398
9	ARTISAN INTERNATIONAL FUND #661		7/28/2010	12/20/2012	828				617	211	0	0	0	211
10	DODGE & COX INTL STOCK FD #1048		1/30/2012	12/20/2012	1,009				1,300	109	0	0	0	109
11	DODGE & COX INTL STOCK FD #1048		1/30/2012	12/20/2012	1,551				1,733	218	0	0	0	218
12	DODGE & COX INTL STOCK FD #1048		1/30/2012	12/20/2012	872				743	129	0	0	0	129
13	HARBOR CAPITAL APRTION-INST #20		1/30/2012	12/20/2012	718				672	46	0	0	0	46
14	HARBOR CAPITAL APRTION-INST #20		1/30/2012	12/20/2012	686				632	54	0	0	0	54
15	HUSMAN STRATEGIC GROWTH FUND		1/30/2012	12/20/2012	2,000				2,192	-192	0	0	0	-192
16	HUSMAN STRATEGIC GROWTH FUND		1/30/2012	12/20/2012	1,540				2,047	-207	0	0	0	-207
17	HUSMAN STRATEGIC GROWTH FUND		1/30/2012	12/20/2012	10,130				11,762	-1,632	0	0	0	-1,632
18	SHARES CORE S & P 500 ETF		1/30/2012	12/20/2012	1,137				1,048	89	0	0	0	89
19	SHARES CORE S & P 500 ETF		1/30/2012	12/20/2012	1,297				1,179	118	0	0	0	118
20	SHARES CORE S & P 500 ETF		1/30/2012	12/20/2012	1,555				1,441	114	0	0	0	114
21	SHARES RUSSELL 2000 GROWTH		1/23/2012	12/20/2012	2,761				2,517	244	0	0	0	244
22	SHARES RUSSELL 2000 GROWTH		1/23/2012	12/20/2012	2,658				2,422	236	0	0	0	236
23	SHARES RUSSELL 2000 GROWTH		1/23/2012	12/20/2012	5,112				4,772	340	0	0	0	340
24	JPIMORGAN HIGH YIELD FUND SS #3584812C0803		2/21/2007	10/4/2012	3,000				3,215	-215	0	0	0	-215
25	JPIMORGAN HIGH YIELD FUND SS #3584812C0803		2/21/2007	12/20/2012	8,610				9,203	-593	0	0	0	-593
26	JPIMORGAN HIGH YIELD FUND SS #3584812C0803		2/21/2007	12/20/2012	8,931				9,116	-525	0	0	0	-525
27	JPIMORGAN HIGH YIELD FUND SS #3584812C0803		9/12/2009	12/20/2012	1,156				1,000	156	0	0	0	156
28	JPIMORGAN HIGH YIELD FUND SS #3584812C0803		2/21/2007	12/20/2012	5,638				6,127	-289	0	0	0	-289
29	KEELEY SMALL CAP VAL FD CL #2251		7/28/2010	10/4/2012	1,000				735	265	0	0	0	265
30	KEELEY SMALL CAP VAL FD CL #2251		7/28/2010	12/20/2012	380				285	105	0	0	0	105
31	KEELEY SMALL CAP VAL FD CL #2251		7/28/2010	12/20/2012	551				387	164	0	0	0	164
32	KEELEY SMALL CAP VAL FD CL #2251		7/28/2010	12/20/2012	5,851				3,854	1,997	0	0	0	1,997
33	MAINSTAY EP US EQ YLD-INST #1204		1/30/2012	10/4/2012	1,162				1,221	-59	0	0	0	-59
34	MAINSTAY EP US EQ YLD-INST #1204		1/30/2012	12/20/2012	1,000				613	387	0	0	0	387
35	MAINSTAY EP US EQ YLD-INST #1204		1/30/2012	12/20/2012	15,089				14,087	1,002	0	0	0	1,002
36	MERGED ED SH BEN INT #260		1/30/2012	12/20/2012	685				670	15	0	0	0	15
37	MERGED ED SH BEN INT #260		1/30/2012	12/20/2012	683				670	13	0	0	0	13
38	PIMCO TOTAL RETURN II INST #153		8/28/2008	12/20/2012	20,226				18,521	1,705	0	0	0	1,705
39	PIMCO MODERATE DURATION INST #1		7/28/2010	12/20/2012	1,231				1,146	85	0	0	0	85
40	PIMCO MODERATE DURATION INST #1		7/28/2010	12/20/2012	6,039				6,550	-511	0	0	0	-511
41	PIMCO MODERATE DURATION INST #1		9/12/2009	12/20/2012	8,892				8,589	303	0	0	0	303
42	PIMCO MODERATE DURATION INST #1		9/12/2009	12/20/2012	8,741				8,411	330	0	0	0	330
43	PIMCO FOREIGN BD FD USD H-INST #1		2/21/2007	10/4/2012	2,000				1,987	13	0	0	0	13
44	PIMCO FOREIGN BD FD USD H-INST #1		2/21/2007	12/20/2012	2,191				1,949	242	0	0	0	242
45	PIMCO FOREIGN BD FD USD H-INST #1		2/21/2007	12/20/2012	1,608				1,675	-133	0	0	0	-133
46	PIMCO FOREIGN BD FD USD H-INST #1		2/21/2007	12/20/2012	2,981				2,812	169	0	0	0	169
47	PIMCO REAL RETURN FUND-INST #122		2/21/2007	10/4/2012	5,000				4,219	781	0	0	0	781
48	PIMCO REAL RETURN FUND-INST #122		2/21/2007	12/20/2012	2,287				4,440	-2,153	0	0	0	-2,153
49	PIMCO REAL RETURN FUND-INST #122		2/21/2007	12/20/2012	5,096				4,408	688	0	0	0	688
50	PIMCO REAL RETURN FUND-INST #122		9/12/2009	12/20/2012	2,885				2,500	385	0	0	0	385
51	PIMCO REAL RETURN FUND-INST #122		2/21/2007	12/20/2012	1,142				1,005	136	0	0	0	136
52	PIMCO EMERG MKTS BD-INST #137		2/21/2007	12/20/2012	5,572				4,942	630	0	0	0	630
53	PIMCO EMERG MKTS BD-INST #137		2/21/2007	12/20/2012	5,484				4,798	686	0	0	0	686
54	PIMCO EMERG MKTS BD-INST #137		9/12/2009	12/20/2012	1,900				1,484	416	0	0	0	416
55	PIMCO EMERG MKTS BD-INST #137		2/21/2007	12/20/2012	2,494				2,189	305	0	0	0	305
56	PIMCO COMMODITY REAL RET STRAT		7/28/2010	12/20/2012	4,555				500	4,055	0	0	0	4,055
57	PIMCO COMMODITY REAL RET STRAT		9/12/2009	12/20/2012	6,349				6,788	-439	0	0	0	-439
58	PIMCO COMMODITY REAL RET STRAT		9/12/2009	12/20/2012	2,560				2,498	62	0	0	0	62
59	PIMCO COMMODITY REAL RET STRAT		1/10/2012	12/20/2012	2,981				3,000	-219	0	0	0	-219
60	PIMCO COMMODITY REAL RET STRAT		2/21/2007	12/20/2012	7,991				9,716	-1,725	0	0	0	-1,725
61	SSGA EMERGING MARKETS FD S #1510		2/21/2007	12/20/2012	6,281				9,716	-3,435	0	0	0	-3,435
62	SSGA EMERGING MARKETS FD S #1510		4/12/2009	12/20/2012	5,386				3,000	2,386	0	0	0	2,386
63	SSGA EMERGING MARKETS FD S #1510		8/28/2008	12/20/2012	19,149				18,358	791	0	0	0	791
64	SSGA EMERGING MARKETS FD S #1510		8/28/2008	12/20/2012	15,351				14,786	565	0	0	0	565
65	PIMCO TOTAL RETURN II INST #153		7/28/2010	10/4/2012	5,000				4,902	98	0	0	0	98
66	PIMCO MODERATE DURATION-INST #1		7/28/2010	12/20/2012	1,409				1,621	-212	0	0	0	-212
67	SSGA EMERGING MARKETS FD S #1510		2/21/2007	12/20/2012	4,958				4,555	403	0	0	0	403
68	TURNER MIDCAP GROWTH FUND-INST #1		2/21/2007	12/20/2012	5,026				4,523	503	0	0	0	503
69	TURNER MIDCAP GROWTH FUND-INST #1		2/21/2007	12/20/2012	4,183				3,628	555	0	0	0	555
70	TURNER MIDCAP GROWTH FUND-INST #1		2/21/2007	10/4/2012	1,000				1,041	-41	0	0	0	-41
71	CRM MID CAP VALUE FD-INSTL #32		2/21/2007	12/20/2012	5,166				5,426	-260	0	0	0	-260
72	CRM MID CAP VALUE FD-INSTL #32		2/21/2007	12/20/2012	5,270				5,394	-124	0	0	0	-124
73	CRM MID CAP VALUE FD-INSTL #32		2/21/2007	12/20/2012	4,471				4,349	128	0	0	0	128
74	CRM MID CAP VALUE FD-INSTL #32		2/21/2007	12/20/2012	4,471				4,349	128	0	0	0	128
75	CRM MID CAP VALUE FD-INSTL #32		2/21/2007	12/20/2012	4,471				4,349	128	0	0	0	128

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	101N Independence Mall E MACY13	Philadelphia	PA	19106-2112		TRUSTEE	4 00	7,636	0	0
2												

7,636 0 0

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

	Date		Amount
1 Credit from prior year return		1	8
2 First quarter estimated tax payment	8/9/2012	2	248
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	256

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	20,423
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	20,423