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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 TURTLE, MARY ZITA T/U/W		A Employer identification number 94-6415242
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 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 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 834,516	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	21,094	20,820		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	21,628			
	b Gross sales price for all assets on line 6a 230,011				
	7 Capital gain net income (from Part IV, line 2)		21,628		
	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	42,722	42,448	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,643	8,732		2,911
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,103			1,103
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	453	453		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10			10
	24 Total operating and administrative expenses. Add lines 13 through 23	13,209	9,185	0	4,024
	25 Contributions, gifts, grants paid	5,287			5,287
26 Total expenses and disbursements. Add lines 24 and 25	18,496	9,185	0	9,311	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	24,226				
b Net investment income (if negative, enter -0-)		33,263			
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		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	14,934	34,832	34,832
	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)	690,503	695,708	799,684
	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)	705,437	730,540	834,516
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
Net Assets or Fund Balances	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	705,437	730,540	
	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)	705,437	730,540	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	705,437	730,540	

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	705,437
2 Enter amount from Part I, line 27a	2	24,226
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,094
4 Add lines 1, 2, and 3	4	731,757
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,217
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	730,540

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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	21,628
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	34,680	769,016	0.045097
2010	31,465	760,870	0.041354
2009	31,201	699,066	0.044632
2008	25,828	719,783	0.035883
2007			0.000000

2 Total of line 1, column (d)	2	0.166966
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	0.041742
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	774,457
5 Multiply line 4 by line 3	5	32,327
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	333
7 Add lines 5 and 6	7	32,660
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	9,311

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	665
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	665
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	665
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	475
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	475
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	190
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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

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 type="checkbox"/> Yes <input checked="" 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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)?

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**5b** N/A**6b****7b****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 Phila	Trustee	4 00	11,643	

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	756,258
b	Average of monthly cash balances	1b	29,993
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	786,251
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	786,251
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,794
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	774,457
6	Minimum investment return. Enter 5% of line 5	6	38,723

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	38,723
2a	Tax on investment income for 2012 from Part VI, line 5	2a	665	
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	665	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,058	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	38,058	
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	38,058	

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	9,311
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	9,311
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	9,311

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				38,058
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			20,677	
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 ▶ \$ 9,311			9,311	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
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			11,366	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				38,058
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	5,287
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	21,094	
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	21,628	
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		42,722	0
13	Total. Add line 12, columns (b), (d), and (e)				13	42,722

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------|------------|-----------|
| 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? | | | Yes | No |
| 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. | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Salante SVP Wells Fargo Bank N.A.

7/29/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN	
------	--

JOSEPH J CASTRIANO

ALL

7/29/2013

Check ☒ if self-employed

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
----------	--------------

TURTLE, MARY ZITA T/U/W

94-6415242 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

PROTESTANT EPISCOPAL CHURCH

Street

1055 TAYLOR ST

City

SAN FRANCISCO

State

CA

Zip Code

94108

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,287

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions															Amount		386	
Short Term CG Distributions																		
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	HUSSMAN STRATEGIC GROW	448108100		2/19/2008	2/17/2013	2/17/2013	4,078	6,037					-1,959				
2	X	HUSSMAN STRATEGIC GROW	448108100		5/11/2009	2/17/2013	2/17/2013	104	127					-23				
3	X	HUSSMAN STRATEGIC GROW	448108100		8/11/2009	2/17/2013	2/17/2013	4,583	5,747					-1,164				
4	X	HUSSMAN STRATEGIC GROW	448108100		10/19/2009	2/17/2013	2/17/2013	1,199	1,473					-274				
5	X	HUSSMAN STRATEGIC GROW	448108100		5/4/2010	2/17/2013	2/17/2013	918	1,120					-202				
6	X	HUSSMAN STRATEGIC GROW	448108100		5/24/2011	2/17/2013	2/17/2013	1,858	2,200					-342				
7	X	HUSSMAN STRATEGIC GROW	448108100		6/24/2011	2/17/2013	2/17/2013	2,091	2,500					-409				
8	X	HUSSMAN STRATEGIC GROW	448108100		2/17/2012	2/17/2013	2/17/2013	3,213	3,645					-432				
9	X	ISHARES MSCI EAFE	464287465		5/20/2011	8/15/2012	8/15/2012	5,359	6,319					-960				
10	X	ISHARES MSCI EAFE	464287465		12/22/2008	2/17/2013	2/17/2013	56,541	42,284					14,257				
11	X	ISHARES MSCI EAFE	464287465		2/6/2009	2/17/2013	2/17/2013	22,140	15,350					6,790				
12	X	ISHARES MSCI EAFE	464287465		5/20/2011	2/17/2013	2/17/2013	1,337	1,397					-60				
13	X	ISHARES MSCI EAFE	464287465		6/22/2011	2/17/2013	2/17/2013	17,433	17,582					-149				
14	X	ISHARES MSCI EAFE	464287465		2/15/2012	2/17/2013	2/17/2013	1,627	1,510					117				
15	X	ISHARES CORE S&P SMALL-C	464287804		5/20/2011	2/17/2013	2/17/2013	13,345	11,756					1,589				
16	X	MERGER FD SH BEN INT. 260	598509108		5/24/2011	8/15/2012	8/15/2012	175	179					-4				
17	X	PIMCO FOREIGN BD FD USD	693390882		9/2/2011	8/15/2012	8/15/2012	6,801	6,658					243				
18	X	PIMCO FOREIGN BD FD USD	693390882		9/2/2011	2/17/2013	2/17/2013	1,446	1,430					16				
19	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/20/2011	8/15/2012	8/15/2012	2,742	2,878					-136				
20	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/20/2011	8/15/2012	8/15/2012	618	635					-17				
21	X	AMEX MATERIALS SPDR	81369Y100		4/30/2010	8/15/2012	8/15/2012	428	417					11				
22	X	AMEX HEALTH CARE SPDR	81369Y209		8/15/2012	2/17/2013	2/17/2013	2,116	1,903					213				
23	X	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	2/17/2013	2/17/2013	983	721					272				
24	X	CONSUMER STAPLES SECTO	81369Y308		4/30/2010	8/15/2012	8/15/2012	751	586					165				
25	X	AMEX ENERGY SELECT SPDR	81369Y506		4/30/2010	8/15/2012	8/15/2012	4,166	3,509					657				
26	X	AMEX FINANCIAL SELECT SP	81369Y605		4/30/2010	2/17/2013	2/17/2013	2,834	2,661					173				
27	X	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	8/15/2012	8/15/2012	1,898	1,736					162				
28	X	AMEX UTILITIES SPDR	81369Y886		4/30/2010	8/15/2012	8/15/2012	1,531	1,247					284				
29	X	VANGUARD REIT VIPER	922908553		2/6/2009	8/15/2012	8/15/2012	2,094	915					1,179				
30	X	WELLS FARGO ADV INTL BON	94985D582		5/24/2011	8/15/2012	8/15/2012	2,911	3,000					-89				
31	X	WELLS FARGO ADV INTL BON	94985D582		5/24/2011	8/15/2012	8/15/2012	2,491	2,600					-109				
32	X	WELLS FARGO ADV INTL BON	94985D582		2/17/2012	8/15/2012	8/15/2012	1,102	1,104					-2				
33	X	WELLS FARGO ADV INTL BON	94985D582		7/26/2010	8/15/2012	8/15/2012	542	536					6				
34	X	WELLS FARGO ADV INTL BON	94985D582		7/26/2010	2/17/2013	2/17/2013	1,692	1,657					35				
35	X	WELLS FARGO ADV HI INC-IN	949917538		2/21/2006	2/17/2013	2/17/2013	7,456	7,414					42				
36	X	CORE EQUITY FUND	140995127		5/20/2011	4/5/2012	4/5/2012	304	287					17				
37	X	CORE EQUITY FUND	140995127		4/30/2010	4/5/2012	4/5/2012	4,544	3,935					609				
38	X	CORE EQUITY FUND	140995127		6/22/2011	8/15/2012	8/15/2012	1,871	1,747					124				
39	X	DIAMOND HILL LONG-SHORT	25264S833		5/24/2011	2/17/2013	2/17/2013	1,004	866					138				
40	X	DREYFUS EMG MKT DEBT LO	261980494		5/24/2011	2/17/2013	2/17/2013	7,420	7,190					230				
41	X	HUSSMAN STRATEGIC GROW	448108100		2/6/2008	8/15/2012	8/15/2012	2,674	3,730					-1,056				
42	X	HUSSMAN STRATEGIC GROW	448108100		2/19/2008	8/15/2012	8/15/2012	7,392	10,273					-2,881				
43	X	TAXABLE TOTAL RETURN BO	991283912		10/13/2006	8/15/2012	8/15/2012	1,339	1,240					99				
44	X	TAXABLE TOTAL RETURN BO	991283912		10/13/2006	2/17/2013	2/17/2013	5,615	5,279					336				
45	X	TAXABLE INTERMEDIATE TER	999708902		2/15/2012	8/15/2012	8/15/2012	1,816	1,832					-16				
46	X	TAXABLE INTERMEDIATE TER	999708902		12/15/1999	8/15/2012	8/15/2012	885	846					39				
47	X	TAXABLE INTERMEDIATE TER	999708902		12/15/1999	2/17/2013	2/17/2013	5,922	5,738					184				
48	X	WELLS FARGO ADV HI INC-IN	949917538		8/17/2012	2/17/2013	2/17/2013	2,401	2,355					46				
49	X	TAXABLE TOTAL RETURN BO	991283912		2/15/2012	8/15/2012	8/15/2012	1,734	1,755					-21				
50	X	SHORT TERM CTF LOSS							477					-477				
51	X	LONG TERM CTF GAIN						3,991						3,991				

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

		1,103	0	0	1,103
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,103			1,103

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

		453	453	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	453	453		

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

		10	0	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10	0		10

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

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

1	GAIN ON PY SALES SETTLED IN CY	1	1,331
2	CTF INCOME TIMING DIFFERENCE	2	17
3	FEDERAL EXCISE TAX REFUND	3	746
4	Total	4	2,094

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

1	COST BASIS ADJUSTMENT	1	563
2	CTF BOOK TO TAX DIFFERENCE	2	171
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	118
4	PY RETURN OF CAPITAL ADJUSTMENT	4	365
5	Total	5	1,217

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

Long Term CG Distributions														386	Amount													
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	21,242	0	Adjusted Basis as of 12/31/69	0	Excess of FMV Over Adj. Basis	0	Gains Minus Expenses of FMV Over Adjusted Basis or Losses	21,242										
1	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/15/2008	2/7/2013	4,078			6,037	-1,959			0		0		-1,959											
2	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/11/2009	2/7/2013	104				-23			0		0		-23											
3	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/11/2009	2/7/2013	4,853			5,47	-1,164			0		0		-1,164											
4	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/18/2009	2/7/2013	1,199			1,473	-274			0		0		-274											
5	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/4/2010	2/7/2013	918			1,120	-202			0		0		-202											
6	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/24/2011	2/7/2013	1,858			2,200	-342			0		0		-342											
7	HUSSMAN STRATEGIC GROWTH FUND	448108100		6/24/2011	2/7/2013	2,081			2,500	-409			0		0		-409											
8	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/17/2012	2/7/2013	3,213			3,645	-432			0		0		-432											
9	SHARES MSCI EAFE	464281465		5/20/2011	8/15/2012	5,359			6,319	-960			0		0		-960											
10	SHARES MSCI EAFE	464281465		12/22/2008	2/7/2013	56,541			42,284	14,257			0		0		14,257											
11	SHARES MSCI EAFE	464281465		2/6/2009	2/7/2013	22,140			15,350	6,790			0		0		6,790											
12	SHARES MSCI EAFE	464281465		5/20/2011	2/7/2013	1,337			1,397	-60			0		0		-60											
13	SHARES MSCI EAFE	464281465		6/22/2011	2/7/2013	17,433			17,582	-149			0		0		-149											
14	SHARES MSCI EAFE	464281465		2/15/2012	2/7/2013	1,627			1,510	117			0		0		117											
15	SHARES CORE S&P SMALL-CAP E	464281804		5/20/2011	2/7/2013	13,345			11,756	1,589			0		0		1,589											
16	MERGER FD SH BEN INT 260	585091008		5/24/2011	8/15/2012	175			179	-4			0		0		-4											
17	PIMCO FOREIGN BOND FUND USD H.NST 10	693390882		9/2/2011	8/15/2012	6,901			6,658	243			0		0		243											
18	PIMCO FOREIGN BOND FUND USD H.NST 10	693390882		9/2/2011	2/7/2013	1,446			1,430	16			0		0		16											
19	SPDR DJ WILL SHIRE INTERNATIONAL R	70451X863		5/20/2011	8/15/2012	2,142			2,878	-136			0		0		-136											
20	SPDR DJ WILL SHIRE INTERNATIONAL R	70451X863		5/20/2011	8/15/2012	618			635	-17			0		0		-17											
21	AMEX MATERIALS SPDR	81369Y000		4/30/2010	8/15/2012	428			417	11			0		0		11											
22	AMEX HEALTH CARE SPDR	81369Y209		8/15/2012	2/7/2013	2,018			1,933	213			0		0		213											
23	AMEX HEALTH CARE SPDR	81369Y209		4/30/2010	2/7/2013	953			721	222			0		0		222											
24	CONSUMER STAPLES SECTOR SPDR	81369Y306		4/30/2010	8/15/2012	751			586	165			0		0		165											
25	AMEX ENERGY SELECT SPDR	81369Y306		8/15/2012	8/15/2012	4,066			3,509	657			0		0		657											
26	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	2/7/2013	2,534			2,861	-173			0		0		-173											
27	AMEX INDUSTRIAL SPDR	81369Y704		4/30/2010	8/15/2012	1,998			1,736	262			0		0		262											
28	AMEX UTILITIES SPDR	81369Y866		8/15/2012	8/15/2012	1,531			1,247	284			0		0		284											
29	VANGUARD REIT VIPER	922390553		2/6/2009	8/15/2012	2,094			915	1,179			0		0		1,179											
30	WELLS FARGO ADV INTL BOND-IS 470	94985D592		5/24/2011	8/15/2012	2,911			3,000	-89			0		0		-89											
31	WELLS FARGO ADV INTL BOND-IS 470	94985D592		6/24/2011	8/15/2012	2,491			2,600	-109			0		0		-109											
32	WELLS FARGO ADV INTL BOND-IS 470	94985D592		7/16/2010	8/15/2012	1,102			1,104	-2			0		0		-2											
33	WELLS FARGO ADV INTL BOND-IS 470	94985D592		7/16/2010	8/15/2012	542			536	6			0		0		6											
34	WELLS FARGO ADV INTL BOND-IS 470	94985D592		7/16/2010	2/7/2013	1,692			1,657	35			0		0		35											
35	WELLS FARGO ADV INTL BOND-IS 470	94985D592		2/1/2008	2/7/2013	7,456			7,414	42			0		0		42											
36	CORE EQUITY FUND	140995127		5/20/2011	4/5/2012	304			287	17			0		0		17											
37	CORE EQUITY FUND	140995127		4/30/2010	4/5/2012	4,544			3,935	609			0		0		609											
38	CORE EQUITY FUND	140995127		6/22/2011	8/15/2012	1,871			1,747	124			0		0		124											
39	DIAMOND HILL LONG-SHORT FID CL I #306	25264S833		5/24/2011	2/7/2013	1,004			866	138			0		0		138											
40	DREYFUS EMG MKT DEBT LOC C I #308	26180494		5/24/2011	2/7/2013	7,420			7,180	230			0		0		230											
41	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/6/2008	8/15/2012	2,674			3,730	-1,056			0		0		-1,056											
42	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	8/15/2012	7,392			10,273	-2,881			0		0		-2,881											
43	TAXABLE TOTAL RETURN BOND FUND	991283912		10/13/2008	8/15/2012	1,339			1,240	99			0		0		99											
44	TAXABLE TOTAL RETURN BOND FUND	991283912		10/13/2008	2/7/2013	5,615			5,279	336			0		0		336											
45	TAXABLE INTERMEDIATE TERM BOND FUND	999708902		2/15/2012	8/15/2012	1,816			1,832	-16			0		0		-16											
46	TAXABLE INTERMEDIATE TERM BOND FUND	999708902		12/15/1999	8/15/2012	885			846	39			0		0		39											
47	TAXABLE INTERMEDIATE TERM BOND FUND	999708902		12/15/1999	8/15/2012	5,922			5,738	184			0		0		184											
48	WELLS FARGO ADV HI INC-INS #310	949517539		8/17/2012	2/7/2013	2,401			2,355	46			0		0		46											
49	TAXABLE TOTAL RETURN BOND FUND	991283912		2/15/2012	8/15/2012	1,734			1,755	-21			0		0		-21											
50	SHORT TERM CTF LOSS					0			477	0			0		0		-477											
51	LONG TERM CTF GAIN					3,991			0	3,991			0		0		3,991											

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

	Date	Amount
1 Credit from prior year return	1	475
2 First quarter estimated tax payment	2	
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	475

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	<u>20,677</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>20,677</u>

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	100877	94-6415242	589509108	MERGER FD SH BEN INT #260	\$24,564.73	1,547.87	\$24,355.72
Invest - Other	100877	94-6415242	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$5,341.33	490.03	\$5,228.62
Invest - Other	100877	94-6415242	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	\$13,163.87	331.00	\$9,652.76
Invest - Other	100877	94-6415242	81369Y605	AMEX FINANCIAL SELECT SPDR	\$15,204.51	835.00	\$13,209.01
Invest - Other	100877	94-6415242	81369Y100	AMEX MATERIALS SPDR	\$5,602.74	143.00	\$5,352.59
Invest - Other	100877	94-6415242	81369Y803	AMEX TECHNOLOGY SELECT SPDR	\$27,636.51	913.00	\$22,968.39
Invest - Other	100877	94-6415242	81369Y506	AMEX ENERGY SELECT SPDR	\$12,293.05	155.00	\$9,799.54
Invest - Other	100877	94-6415242	999612906	TAXABLE SHORT-TERM BOND FUND	\$17,589.71	2,185.06	\$17,765.30
Invest - Other	100877	94-6415242	999708902	TAXABLE INTERMEDIATE TERM BD FD	\$30,943.22	2,998.37	\$29,744.63
Invest - Other	100877	94-6415242	991283912	TAXABLE TOTAL RETURN BOND FUND	\$30,937.11	3,956.15	\$28,746.66
Invest - Other	100877	94-6415242	464287804	ISHARES CORE S&P SMALL-CAP E	\$42,398.22	487.00	\$33,639.56
Invest - Other	100877	94-6415242	464287705	ISHARES S&P MIDCAP 400 VALUE	\$27,240.30	270.00	\$20,705.28
Invest - Other	100877	94-6415242	464287606	ISHARES S&P MIDCAP 400 GROWTH	\$36,519.90	285.00	\$27,735.96
Invest - Other	100877	94-6415242	81369Y704	AMEX INDUSTRIAL SPDR	\$12,068.64	289.00	\$9,611.60
Invest - Other	100877	94-6415242	81369Y209	AMEX HEALTH CARE SPDR	\$11,778.30	256.00	\$8,028.88
Invest - Other	100877	94-6415242	81369Y407	AMEX CONSUMER DISCR SPDR	\$16,059.00	303.00	\$11,684.11
Invest - Other	100877	94-6415242	140995127	CORE EQUITY FUND	\$48,145.92	3,735.14	\$41,113.24
Invest - Other	100877	94-6415242	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$32,000.52	2,094.28	\$30,990.32
Invest - Other	100877	94-6415242	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$5,178.69	455.47	\$5,133.15
Invest - Other	100877	94-6415242	922908553	VANGUARD REIT VIPER	\$33,008.04	468.00	\$13,532.91
Invest - Other	100877	94-6415242	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$86,519.21	2,017.00	\$78,079.02
Invest - Other	100877	94-6415242	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$34,192.95	795.00	\$24,264.33
Invest - Other	100877	94-6415242	921943858	VANGUARD MSCI EAFE ETF	\$93,479.38	2,566.00	\$92,660.06
Invest - Other	100877	94-6415242	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$33,233.76	1,666.69	\$27,631.78
Invest - Other	100877	94-6415242	949917538	WELLS FARGO ADV HI INC-INS #3110	\$32,563.51	4,142.94	\$27,805.47
Invest - Other	100877	94-6415242	367829884	GATEWAY FUND - Y #1986	\$32,928.47	1,175.60	\$32,422.18
Invest - Other	100877	94-6415242	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$39,092.28	4,942.13	\$43,846.57
TOTAL					\$799,683.87		\$695,707.64
Savings & Temp Inv	100877	94-6415242	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$24,051.87	24,051.87	\$24,051.87
Savings & Temp Inv	100877	94-6415242	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$10,780.43	10,780.43	\$10,780.43
Cash	100877	94-6415242			\$0.00	0.00	\$0.00
TOTAL					\$34,832.30		\$34,832.30
GRAND TOTAL					\$834,516.17		\$730,539.94