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 5/1/2012 **, and ending** 4/30/2013

Name of foundation
ANNA PITZL/J FRED KROST CHAR TR#1 C/O WELLS FARGO BANK N.A. 0678160

A Employer identification number
41-6258065

Number and street (or P O box number if mail is not delivered to street address)
Wells Fargo Bank N A. - 1 W 4TH ST 4TH FLOOR MAC D4000-041

Room/suite

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 ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,895,731

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	47,637	47,081		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	592			
	b	Gross sales price for all assets on line 6a 588,024				
	7	Capital gain net income (from Part IV, line 2)		592		
	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	48,229	47,673	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,716	20,787		6,929
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	940			940
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,965	1,019		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	34	9		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	32,655	21,815	0	7,894
	25	Contributions, gifts, grants paid	83,950			83,950
	26	**Total expenses and disbursements** Add lines 24 and 25	116,605	21,815	0	91,844
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-68,376			
	b	**Net investment income** (if negative, enter -0-)		25,858		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	64,488	64,278	64,278
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,711,689	1,643,498	1,831,453
	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)	1,776,177	1,707,776	1,895,731
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,776,177	1,707,776	
	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)	1,776,177	1,707,776	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,776,177	1,707,776	

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	1,776,177
2	Enter amount from Part I, line 27a	2	-68,376
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	216
4	Add lines 1, 2, and 3	4	1,708,017
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	241
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,707,776

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	592
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	90,084	1,827,253	0.049300
2010	61,931	1,793,749	0.034526
2009	43,986	1,645,864	0 026725
2008	60,616	1,612,583	0.037589
2007			0 000000

2	**Total** of line 1, column (d)	2	0 148140
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 037035
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,822,516
5	Multiply line 4 by line 3	5	67,497
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	259
7	Add lines 5 and 6	7	67,756
8	Enter qualifying distributions from Part XII, line 4	8	91,844

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

		Line	Amount
1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	259
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	259
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	259
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,673		
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	1,673
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,414
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 259 **Refunded** ▶	11	1,155

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC ZIP+4 ▶ 27101-3818

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A. 1 W 4TH ST 4TH FLOOR MAC D4000-041 WIN	Trustee 4 00	27,716		

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	1,788,738
b	Average of monthly cash balances	1b	61,532
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,850,270
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	1,850,270
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	27,754
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,822,516
6	**Minimum investment return.** Enter 5% of line 5	6	91,126

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	91,126
2a	Tax on investment income for 2012 from Part VI, line 5	2a	259		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	259
3	Distributable amount before adjustments Subtract line 2c from line 1			3	90,867
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	90,867
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	90,867

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	91,844
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	91,844
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	259
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,585

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				90,867
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			81,524	
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 ▶ $ 91,844				
a	Applied to 2011, but not more than line 2a			81,524	
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				10,320
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				80,547
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			► 3a	83,950
b *Approved for future payment* NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	47,637	
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	592	
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		48,229	0

13 Total. Add line 12, columns (b), (d), and (e) 13 48,229

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

SVP Wells Fargo Bank N.A | 7/24/2013 | SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		7/24/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name					
JEREMIAH PROGRAM					
Street					
1510 LAUREL AVENUE, SUITE 100					
City		**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS		MN	55403		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,296

Name					
DUNWOODY COLLEGE OF TECHNOLOGY					
Street					
818 DUNWOODY BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
MINNEAPOLIS		MN	55403		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					7,944

Name					
GUSTAVUS ADOLPHUS COLLEGE					
Street					
800 W COLLEGE AVE					
City		**State**	**Zip Code**	**Foreign Country**	
ST PETER		MN	56082		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					15,889

Name					
SOCIETY FOR THE PROPAGATION OF FAITH					
Street					
55 W SANBORN ST #588					
City		**State**	**Zip Code**	**Foreign Country**	
WINONA		MN	55987-3655		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,299

Name					
CHURCH OF ST JOSEPH THE WORKER					
Street					
816 HUBBELL AVE					
City		**State**	**Zip Code**	**Foreign Country**	
MANKATO		MN	56001		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					15,090

Name					
IMMACULATE HEART OF MARY SEMINARY					
Street					
700 TERRACE HEIGHTS ST MARY'S UNV #43					
City		**State**	**Zip Code**	**Foreign Country**	
WINONA		MN	55987		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,299

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

Recipient(s) paid during the year

Name					
CATHOLIC CHARITIES DIOCESE WINONA					
Street PO BOX 379					
City WINONA		**State** MN	**Zip Code** 55987	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 5,299

Name					
MINNEAPOLIS MEDICAL RESEARCH FOUNDATION					
Street 701 PARK AVE, 600 HFA BLDG					
City MINNEAPOLIS		**State** MN	**Zip Code** 55415	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 7,944

Name					
MANKATO REHABILITATION CENTER					
Street 15 MAP DR PO BOX 328					
City MANKATO		**State** MN	**Zip Code** 56001	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 7,945

Name					
SOUTH CENTRAL MANKATO CAMPUS					
Street 1920 LEE BLVD PO BOX 1920					
City NORTH MANKATO		**State** MN	**Zip Code** 56002	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution GENERAL SUPPORT GRANT					**Amount** 7,945

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	3,489
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	588,024	587,432	592
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BHP BILLITON LIMITED - ADR	088606108			9/27/2011		8/9/2012	1,107	1,158				0	-51
2	X	BOEING CO	097023105			9/27/2011		8/9/2012	1,190	1,020				0	170
3	X	CME GROUP INC	12572Q105			6/7/2012		8/9/2012	265	268				3	0
4	X	WALT DISNEY CO	254687106			10/4/2007		8/16/2012	503	350				0	153
5	X	DREYFUS EMG MKT DEBT LO	261980494			12/29/2010		2/8/2013	11,485	10,619				0	866
6	X	DREYFUS EMG MKT DEBT LO	261980494			2/13/2012		4/17/2013	4,240	3,966				0	274
7	X	E M C CORP MASS	268648102			3/16/2007		8/9/2012	297	143				0	154
8	X	GATEWAY FUND - Y #1986	367829884			2/12/2013		4/17/2013	2,093	2,080				0	13
9	X	GILEAD SCIENCES INC	375558103			12/8/2011		8/9/2012	963	662				0	301
10	X	GILEAD SCIENCES INC	375558103			12/8/2011		9/25/2012	743	429				0	314
11	X	GILEAD SCIENCES INC	375558103			12/8/2011		4/2/2013	1,348	545				0	803
12	X	GOLDMAN SACHS GROUP IN(	38141G104			9/27/2011		8/9/2012	925	923				0	2
13	X	HEWLETT PACKARD CO	428236103			9/9/2008		8/9/2012	466	1,114				0	-648
14	X	HEWLETT PACKARD CO	428236103			9/9/2008		8/30/2012	1,692	4,690				0	-2,998
15	X	HUSSMAN STRATEGIC GROW	448108100			5/6/2005		8/9/2012	24,824	35,000				0	-10,176
16	X	PIMCO FOREIGN BD FD USD I	693390882			9/29/2011		4/17/2013	5,341	5,204				0	137
17	X	RIDGEWORTH SEIX HY BD-I $	76628T645			2/13/2012		8/9/2012	4,940	4,859				0	81
18	X	RIDGEWORTH SEIX HY BD-I $	76628T645			1/14/2010		11/16/2012	6,029	5,731				0	298
19	X	RIDGEWORTH SEIX HY BD-I #	76628T645			1/14/2010		2/8/2013	13,298	12,280				0	1,018
20	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/13/2012		4/17/2013	2,557	2,401				0	156
21	X	SPDR DJ WILSHIRE INTERNA	78463X863			12/28/2010		8/9/2012	3,930	3,906				0	24
22	X	SPDR DJ WILSHIRE INTERNA	78463X863			12/28/2010		11/16/2012	4,233	4,098				0	135
23	X	VANGUARD SHORT TERM BO	921937827			8/9/2012		2/8/2013	11,079	11,126				0	-47
24	X	VANGUARD SHORT TERM BO	921937827			9/27/2011		4/17/2013	7,613	7,660				0	-47
25	X	VANGUARD MSCI EAFE ETF	921943858			2/8/2013		4/17/2013	5,670	5,670				0	0
26	X	VANGUARD MSCI EMERGING	922042858			8/9/2012		11/16/2012	5,976	6,153				0	-177
27	X	VANGUARD FTSE EMERGING	922042858			2/8/2013		4/17/2013	4,433	4,737				0	-304
28	X	VANGUARD REIT VIPER	922908553			9/27/2011		8/9/2012	4,339	3,510				0	829
29	X	VODAFONE GROUP PLC NEW	92857W209			3/26/2008		8/9/2012	148	154				0	-6
30	X	VODAFONE GROUP PLC NEW	92857W209			3/16/2007		8/9/2012	1,008	922				0	86
31	X	VODAFONE GROUP PLC NEW	92857W209			3/16/2007		1/9/2013	3,053	3,146				0	-93
32	X	COOPER INDUSTRIES PLC NE	G24140108			9/9/2008		8/9/2012	1,174	725				0	449
33	X	COOPER INDUSTRIES PLC NE	G24140108			9/9/2008		11/30/2012	3,571	2,038				0	1,533
34	X	CVS/CAREMARK CORPORATI	126650100			3/16/2007		8/9/2012	409	301				0	108
35	X	CAPITAL ONE FINANCIAL COF	14040H105			3/16/2007		8/9/2012	672	917				0	-245
36	X	CELANESE CORP	150870103			9/27/2011		8/9/2012	921	943				0	-22
37	X	CHEVRON CORP	166764100			10/4/2007		8/9/2012	895	731				0	164
38	X	CISCO SYSTEMS INC	17275R102			5/21/2012		8/9/2012	229	217				0	12
39	X	COMCAST CORP CLASS A	20030N101			10/4/2007		8/9/2012	1,031	719				0	312
40	X	COMCAST CORP CLASS A	20030N101			10/4/2007		8/16/2012	477	336				0	141
41	X	CREDIT SUISSE COMM RET S	22544R305			12/29/2010		4/17/2013	2,790	3,428				0	-638
42	X	DIAGEO PLC - ADR	25243Q205			3/25/2008		8/9/2012	748	579				0	169
43	X	DIAMOND HILL LONG-SHORT	25264S833			12/29/2010		4/17/2013	3,553	2,932				0	621
44	X	WALT DISNEY CO	254687106			10/4/2007		8/9/2012	1,408	979				0	429
45	X	AFLAC INC	001055102			3/16/2007		8/9/2012	227	230				0	-3
46	X	ABBOTT LABS	002824100			2/27/2008		6/7/2012	1,043	928				0	115
47	X	ABBOTT LABS	002824100			2/27/2008		7/5/2012	2,916	2,457				0	459
48	X	ABBOTT LABS	002824100			2/27/2008		8/9/2012	197	164				0	33
49	X	ABBOTT LABS	002824100			2/27/2008		11/7/2012	1,486	1,256				0	230
50	X	ABBOTT LABS	002824100			3/26/2008		11/7/2012	1,615	1,351				0	264
51	X	AFFILIATED MANAGERS GRO	008252108			10/6/2010		8/9/2012	818	578				0	240
52	X	AFFILIATED MANAGERS GRO	008252108			10/12/2011		2/25/2013	1,003	612				0	391
53	X	AFFILIATED MANAGERS GRO	008252108			2/8/2013		2/25/2013	1,290	1,322				0	-32
54	X	AFFILIATED MANAGERS GRO	008252108			10/6/2010		2/25/2013	143	83				0	60
55	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	1,098	838				0	260
56	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/27/2011		7/5/2012	78	54				0	24
57	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/27/2011		11/16/2012	1,651	1,090				0	561
58	X	APPLE INC	037833100			10/6/2010		8/9/2012	618	290				0	328
59	X	APPLE INC	037833100			1/29/2013		4/17/2013	1,209	1,376				0	-167
60	X	BERKSHIRE HATHAWAY INC	084670702			10/6/2010		8/9/2012	254	250				0	4
61	X	HUSSMAN STRATEGIC GROW	448108100			5/25/2010		8/9/2012	9,612	11,448				0	-1,836
62	X	HUSSMAN STRATEGIC GROW	448108100			5/25/2010		2/8/2013	2,794	3,552				0	-758
63	X	HUSSMAN STRATEGIC GROW	448108100			10/5/2010		2/8/2013	20,814	26,418				0	-5,604
64	X	HUSSMAN STRATEGIC GROW	448108100			12/29/2010		2/8/2013	3,374	4,000				0	-626
65	X	HUSSMAN STRATEGIC GROW	448108100			2/13/2012		2/8/2013	4,866	5,545				0	-679
66	X	HUSSMAN STRATEGIC GROW	448108100			11/20/2012		2/8/2013	3,220	3,455				0	-235
67	X	INTEL CORP	458140100			3/29/1999		8/9/2012	267	297				0	-30
68	X	ISHARES S & P 500 INDEX FU	464287200			3/26/2008		8/9/2012	4,647	4,423				0	224

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

	Amount
Long Term CG Distributions	3,489
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	588,024	587,432	592
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ISHARES CORE S & P 500 ETF	464287200			3/26/2008		4/17/2013	4,987	4,289				0	698
70	X	ISHARES MSCI EAFE	464287465			12/19/2007		8/9/2012	7,601	11,584				0	-3,983
71	X	ISHARES MSCI EAFE	464287465			12/19/2007		11/16/2012	13,400	20,252				0	-6,852
72	X	ISHARES MSCI EAFE	464287465			12/19/2007		2/8/2013	24,144	32,544				0	-8,400
73	X	ISHARES MSCI EAFE	464287465			8/29/2008		2/8/2013	27,476	30,075				0	-2,599
74	X	ISHARES MSCI EAFE	464287465			9/27/2011		2/8/2013	127,908	109,516				0	18,392
75	X	ISHARES S&P MIDCAP 400 GR	464287606			8/9/2012		11/16/2012	2,366	2,389				0	-23
76	X	ISHARES S&P MIDCAP 400 GR	464287606			2/8/2013		4/17/2013	2,100	2,105				0	-5
77	X	ISHARES S&P MIDCAP 400 VA	464287705			9/27/2011		8/9/2012	416	352				0	64
78	X	ISHARES S&P MIDCAP 400 VA	464287705			9/27/2011		11/16/2012	2,109	1,830				0	279
79	X	ISHARES S&P MIDCAP 400 VA	464287705			2/8/2013		4/17/2013	1,838	1,828				0	10
80	X	ISHARES TR SMALLCAP 600 I	464287804			9/27/2011		8/9/2012	372	314				0	58
81	X	ISHARES CORE S&P SMALL-C	464287804			9/27/2011		11/16/2012	2,932	2,576				0	356
82	X	ISHARES CORE S&P SMALL-C	464287804			9/27/2011		2/8/2013	35,435	26,509				0	8,926
83	X	ISHARES CORE S&P SMALL-C	464287804			9/27/2011		4/17/2013	1,997	1,508				0	489
84	X	JPMORGAN CHASE & CO	46625H100			10/5/2010		8/9/2012	294	317				0	-23
85	X	JOHNSON CONTROLS INC	478366107			3/12/2012		8/9/2012	357	445				0	-88
86	X	TJX COS INC NEW	872540109			9/27/2011		8/9/2012	226	146				0	80
87	X	TARGET CORP	87612E106			3/16/2007		8/9/2012	189	180				0	9
88	X	TARGET CORP	87612E106			12/19/2007		8/9/2012	755	620				0	135
89	X	TEVA PHARMACEUTICAL IND	881624209			10/5/2010		8/9/2012	242	321				0	-79
90	X	THERMO FISHER SCIENTIFIC	883556102			9/27/2011		8/9/2012	285	265				0	20
91	X	3M CO	88579Y101			9/27/2011		8/9/2012	183	155				0	28
92	X	US BANCORP DEL NEW	902973304			9/27/2011		8/9/2012	295	222				0	73
93	X	UNION PACIFIC CORP	907818108			10/5/2010		8/9/2012	1,216	817				0	399
94	X	UNITED PARCEL SERVICE-CL	911312106			9/27/2011		8/9/2012	227	194				0	33
95	X	UNITEDHEALTH GROUP INC	91324P102			9/9/2008		8/9/2012	314	174				0	140
96	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		8/9/2012	19,415	19,074				0	341
97	X	VANGUARD INTERMEDIATE T	921937819			2/9/2012		2/8/2013	2,706	2,712				0	-6
98	X	VANGUARD INTERMEDIATE T	921937819			11/16/2012		2/8/2013	8,990	9,322				0	-332
99	X	VANGUARD INTERMEDIATE T	921937819			9/27/2011		2/8/2013	3,055	3,062				0	-7
100	X	VANGUARD INTERMEDIATE T	921937819			9/27/2011		4/17/2013	3,447	3,412				0	35
101	X	VANGUARD SHORT TERM BO	921937827			11/16/2012		2/8/2013	13,344	13,431				0	-87
102	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/13/2012		8/9/2012	5,097	5,101				0	-4
103	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			12/29/2010		8/9/2012	12,237	12,072				0	165
104	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			12/29/2010		4/17/2013	4,212	4,485				0	-273
105	X	MERGER FD SH BEN INT 260	589509108			10/5/2010		8/9/2012	9,355	9,367				0	-12
106	X	MICROSOFT CORP	594918104			7/23/2004		8/9/2012	243	226				0	17
107	X	MICROSOFT CORP	594918104			9/9/2008		8/9/2012	30	26				0	4
108	X	NESTLE S A REGISTERED SH	641069406			10/4/2007		8/9/2012	315	217				0	98
109	X	NOVARTIS AG - ADR	66987V109			10/4/2007		8/9/2012	998	927				0	71
110	X	NOVARTIS AG - ADR	66987V109			10/4/2007		1/29/2013	3,387	2,726				0	661
111	X	ORACLE CORPORATION	68389X105			9/27/2011		8/9/2012	281	274				0	7
112	X	PIMCO FOREIGN BD FD USD I	693390882			9/29/2011		8/9/2012	18,808	18,043				0	765
113	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	45	45				0	0

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		940	0	0	940
	Description				
1	ACCOUNTING FEES	940			940

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,965	1,019	0	0
1	FOREIGN TAX WITHHELD	1,019	1,019		
2	PY EXCISE TAX DUE	1,273			
3	ESTIMATED EXCISE PAYMENTS	1,673			

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

		34	9	0	25
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	9	9		
2	STATE AG GEES	25			25

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

	Amount
Long Term CG Distributions	3,489
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						584,535	0	3	587,435	-2,897	0	0	0	-2,897
1	BHP BILLITON LIMITED - ADR	088606108		9/27/2011	8/9/2012	1,107		0	1,158	-51	0	0	0	-51
2	BOEING CO	097023105		9/27/2011	8/9/2012	1,190		0	1,020	170	0	0	0	170
3	CME GROUP INC	12572Q105		6/7/2012	8/9/2012	265		3	268	0	0	0	0	0
4	WALT DISNEY CO	254687106		10/4/2007	8/16/2012	503		0	350	153	0	0	0	153
5	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/29/2010	2/8/2013	11,485		0	10,619	866	0	0	0	866
6	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/13/2012	4/17/2013	4,240		0	3,966	274	0	0	0	274
7	E M C CORP MASS	268648102		3/16/2007	8/9/2012	297		0	143	154	0	0	0	154
8	GATEWAY FUND - Y #1986	367829884		2/12/2013	4/17/2013	2,093		0	2,080	13	0	0	0	13
9	GILEAD SCIENCES INC	375558103		12/8/2011	8/9/2012	963		0	662	301	0	0	0	301
10	GILEAD SCIENCES INC	375558103		12/8/2011	9/25/2012	743		0	429	314	0	0	0	314
11	GILEAD SCIENCES INC	375558103		12/8/2011	4/2/2013	1,348		0	545	803	0	0	0	803
12	GOLDMAN SACHS GROUP INC	38141G104		9/27/2011	8/9/2012	925		0	923	2	0	0	0	2
13	HEWLETT PACKARD CO	428236103		9/9/2008	8/9/2012	466		0	1,114	-648	0	0	0	-648
14	HEWLETT PACKARD CO	428236103		9/9/2008	8/30/2012	1,692		0	4,690	-2,998	0	0	0	-2,998
15	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/6/2005	8/9/2012	24,824		0	35,000	-10,176	0	0	0	-10,176
16	PIMCO FOREIGN BD FD USD H-INST #1	693390882		9/29/2011	4/17/2013	5,341		0	5,204	137	0	0	0	137
17	RIDGEWORTH SEIX HY BD-I 5855	76628T645		2/13/2012	8/9/2012	4,940		0	4,859	81	0	0	0	81
18	RIDGEWORTH SEIX HY BD-I 5855	76628T645		1/14/2010	11/16/2012	6,029		0	5,731	298	0	0	0	298
19	RIDGEWORTH SEIX HY BD-I #5855	76628T645		1/14/2010	2/8/2013	13,298		0	12,280	1,018	0	0	0	1,018
20	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/13/2012	4/17/2013	2,557		0	2,401	156	0	0	0	156
21	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		12/28/2010	8/9/2012	3,930		0	3 906	24	0	0	0	24
22	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		12/28/2010	11/16/2012	4,233		0	4,098	135	0	0	0	135
23	VANGUARD SHORT TERM BOND ETF	921937827		8/9/2012	2/8/2013	11,079		0	11,126	-47	0	0	0	-47
24	VANGUARD SHORT TERM BOND ETF	921937827		9/27/2011	4/17/2013	7,613		0	7,660	-47	0	0	0	-47
25	VANGUARD MSCI EAFE ETF	921943858		2/8/2013	4/17/2013	5,670		0	5,670	0	0	0	0	0
26	VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2012	11/16/2012	5,976		0	6,153	-177	0	0	0	-177
27	VANGUARD FTSE EMERGING MARKETS	922042858		2/8/2013	4/17/2013	4,433		0	4,737	-304	0	0	0	-304
28	VANGUARD REIT VIPER	922908553		9/27/2011	8/9/2012	4,339		0	3,510	829	0	0	0	829
29	VODAFONE GROUP PLC NEW ADR	92857W209		3/26/2008	8/9/2012	148		0	154	-6	0	0	0	-6
30	VODAFONE GROUP PLC NEW ADR	92857W209		3/16/2007	8/9/2012	1,008		0	922	86	0	0	0	86
31	VODAFONE GROUP PLC NEW ADR	92857W209		3/16/2007	1/9/2013	3,053		0	3,146	-93	0	0	0	-93
32	COOPER INDUSTRIES PLC NEW IRELA	G24140108		9/9/2008	8/9/2012	1,174		0	725	449	0	0	0	449
33	COOPER INDUSTRIES PLC NEW IRELA	G24140108		9/9/2008	11/30/2012	3,571		0	2,038	1,533	0	0	0	1,533
34	CVS/CAREMARK CORPORATION	126650100		3/16/2007	8/9/2012	409		0	301	108	0	0	0	108
35	CAPITAL ONE FINANCIAL CORP	14040H105		3/16/2007	8/9/2012	672		0	917	-245	0	0	0	-245
36	CELANESE CORP	150870103		9/27/2011	8/9/2012	921		0	943	-22	0	0	0	-22
37	CHEVRON CORP	166764100		10/4/2007	8/9/2012	895		0	731	164	0	0	0	164
38	CISCO SYSTEMS INC	17275R102		5/21/2012	8/9/2012	229		0	217	12	0	0	0	12
39	COMCAST CORP CLASS A	20030N101		10/4/2007	8/9/2012	1,031		0	719	312	0	0	0	312
40	COMCAST CORP CLASS A	20030N101		10/4/2007	8/16/2012	477		0	336	141	0	0	0	141
41	CREDIT SUISSE COMM RET ST-I #2156	22544R305		12/29/2010	4/17/2013	2,790		0	3,428	-638	0	0	0	-638
42	DIAGEO PLC - ADR	25243Q205		3/25/2008	8/9/2012	748		0	579	169	0	0	0	169
43	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		12/29/2010	4/17/2013	3,553		0	2,932	621	0	0	0	621
44	WALT DISNEY CO	254687106		10/4/2007	8/9/2012	1,408		0	979	429	0	0	0	429
45	AFLAC INC	001055102		3/16/2007	8/9/2012	227		0	230	-3	0	0	0	-3
46	ABBOTT LABS	002824100		2/27/2008	6/7/2012	1,043		0	928	115	0	0	0	115
47	ABBOTT LABS	002824100		2/27/2008	7/5/2012	2,916		0	2,457	459	0	0	0	459
48	ABBOTT LABS	002824100		2/27/2008	8/9/2012	197		0	164	33	0	0	0	33
49	ABBOTT LABS	002824100		2/27/2008	11/7/2012	1,486		0	1,256	230	0	0	0	230
50	ABBOTT LABS	002824100		3/26/2008	11/7/2012	1,615		0	1,351	264	0	0	0	264
51	AFFILIATED MANAGERS GROUP, INC C	008252108		10/6/2010	8/9/2012	818		0	578	240	0	0	0	240
52	AFFILIATED MANAGERS GROUP, INC C	008252108		10/12/2011	2/25/2013	1,003		0	612	391	0	0	0	391
53	AFFILIATED MANAGERS GROUP, INC C	008252108		2/8/2013	2/25/2013	1 290		0	1,322	-32	0	0	0	-32
54	AFFILIATED MANAGERS GROUP, INC C	008252108		10/6/2010	2/25/2013	143		0	83	60	0	0	0	60
55	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		12/1/2011	7/5/2012	1,098		0	838	260	0	0	0	260
56	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/27/2011	7/5/2012	78		0	54	24	0	0	0	24
57	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		9/27/2011	11/16/2012	1,651		0	1,090	561	0	0	0	561
58	APPLE INC	037833100		10/6/2010	8/9/2012	618		0	290	328	0	0	0	328
59	APPLE INC	037833100		1/29/2013	4/17/2013	1 209		0	1,376	-167	0	0	0	-167
60	BERKSHIRE HATHAWAY INC	084670702		10/6/2010	8/9/2012	254		0	250	4	0	0	0	4
61	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/25/2010	8/9/2012	9,612		0	11,448	-1,836	0	0	0	-1,836
62	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/25/2010	2/8/2013	2,794		0	3,552	-758	0	0	0	-758
63	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/5/2010	2/8/2013	20,814		0	26,418	-5,604	0	0	0	-5,604
64	HUSSMAN STRATEGIC GROWTH FUND	448108100		12/29/2010	2/8/2013	3,374		0	4,000	-626	0	0	0	-626
65	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/13/2012	2/8/2013	4,866		0	5,545	-679	0	0	0	-679
66	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/20/2012	2/8/2013	3,220		0	3,455	-235	0	0	0	-235
67	INTEL CORP	458140100		3/29/1999	8/9/2012	267		0	297	-30	0	0	0	-30
68	ISHARES S & P 500 INDEX FUND	464287200		3/26/2008	8/9/2012	4,647		0	4,423	224	0	0	0	224
69	ISHARES CORE S & P 500 ETF	464287200		3/26/2008	4/17/2013	4,987		0	4,289	698	0	0	0	698
70	ISHARES MSCI EAFE	464287465		12/19/2007	8/9/2012	7,601		0	11,584	-3,983	0	0	0	-3,983
71	ISHARES MSCI EAFE	464287465		12/19/2007	11/16/2012	13,400		0	20,252	-6,852	0	0	0	-6,852
72	ISHARES MSCI EAFE	464287465		12/19/2007	2/8/2013	24,144		0	32,544	-8,400	0	0	0	-8,400
73	ISHARES MSCI EAFE	464287465		8/29/2008	2/8/2013	27,476		0	30,075	-2,599	0	0	0	-2,599
74	ISHARES MSCI EAFE	464287465		9/27/2011	2/8/2013	127,908		0	109,516	18,392	0	0	0	18,392
75	ISHARES S&P MIDCAP 400 GROWTH	464287606		8/9/2012	11/16/2012	2,366		0	2,389	-23	0	0	0	-23
76	ISHARES S&P MIDCAP 400 GROWTH	464287606		2/8/2013	4/17/2013	2,100		0	2,105	-5	0	0	0	-5
77	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	8/9/2012	416		0	352	64	0	0	0	64
78	ISHARES S&P MIDCAP 400 VALUE	464287705		9/27/2011	11/16/2012	2,109		0	1,830	279	0	0	0	279
79	ISHARES S&P MIDCAP 400 VALUE	464287705		2/8/2013	4/17/2013	1,838		0	1,828	10	0	0	0	10
80	ISHARES TR SMALLCAP 600 INDEX FD	464287804		9/27/2011	8/9/2012	372		0	314	58	0	0	0	58
81	ISHARES CORE S&P SMALL-CAP E	464287804		9/27/2011	11/16/2012	2,932		0	2,576	356	0	0	0	356
82	ISHARES CORE S&P SMALL-CAP E	464287804		9/27/2011	2/8/2013	35,435		0	26,509	8,926	0	0	0	8,926
83	ISHARES CORE S&P SMALL-CAP E	464287804		9/27/2011	4/17/2013	1,997		0	1,508	489	0	0	0	489
84	JPMORGAN CHASE & CO	46625H100		10/5/2010	8/9/2012	294		0	317	-23	0	0	0	-23

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

	Amount
Long Term CG Distributions	3,489
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						584,535	0	3	587,435	-2,897	0	0	0	-2,897
85	JOHNSON CONTROLS INC	478366107		3/12/2012	8/9/2012	357		0	445	-88	0	0	0	-88
86	TJX COS INC NEW	872540109		9/27/2011	8/9/2012	226		0	146	80	0	0	0	80
87	TARGET CORP	87612E106		3/16/2007	8/9/2012	189		0	180	9	0	0	0	9
88	TARGET CORP	87612E106		12/19/2007	8/9/2012	755		0	620	135	0	0	0	135
89	TEVA PHARMACEUTICAL INDUSTRIES	881624209		10/5/2010	8/9/2012	242		0	321	-79	0	0	0	-79
90	THERMO FISHER SCIENTIFIC INC	883556102		9/27/2011	8/9/2012	285		0	265	20	0	0	0	20
91	3M CO	88579Y101		9/27/2011	8/9/2012	183		0	155	28	0	0	0	28
92	US BANCORP DEL NEW	902973304		9/27/2011	8/9/2012	295		0	222	73	0	0	0	73
93	UNION PACIFIC CORP	907818108		10/5/2010	8/9/2012	1,216		0	817	399	0	0	0	399
94	UNITED PARCEL SERVICE-CL B	911312106		9/27/2011	8/9/2012	227		0	194	33	0	0	0	33
95	UNITEDHEALTH GROUP INC	91324P102		9/9/2008	8/9/2012	314		0	174	140	0	0	0	140
96	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	8/9/2012	19,415		0	19,074	341	0	0	0	341
97	VANGUARD INTERMEDIATE TERM B	921937819		2/9/2012	2/8/2013	2,706		0	2,712	-6	0	0	0	-6
98	VANGUARD INTERMEDIATE TERM B	921937819		11/16/2012	2/8/2013	8,990		0	9,322	-332	0	0	0	-332
99	VANGUARD INTERMEDIATE TERM B	921937819		9/27/2011	2/8/2013	3,055		0	3,062	-7	0	0	0	-7
100	VANGUARD INTERMEDIATE TERM B	921937819		9/27/2011	4/17/2013	3,447		0	3,412	35	0	0	0	35
101	VANGUARD SHORT TERM BOND ETF	921937827		11/16/2012	2/8/2013	13,344		0	13,431	-87	0	0	0	-87
102	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		2/13/2012	8/9/2012	5,097		0	5,101	-4	0	0	0	-4
103	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		12/29/2010	8/9/2012	12,237		0	12,072	165	0	0	0	165
104	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		12/29/2010	4/17/2013	4,212		0	4,485	-273	0	0	0	-273
105	MERGER FD SH BEN INT 260	589509108		10/5/2010	8/9/2012	9,355		0	9,367	-12	0	0	0	-12
106	MICROSOFT CORP	594918104		7/23/2004	8/9/2012	243		0	226	17	0	0	0	17
107	MICROSOFT CORP	594918104		9/9/2008	8/9/2012	30		0	26	4	0	0	0	4
108	NESTLE S A REGISTERED SHARES - A	641069406		10/4/2007	8/9/2012	315		0	217	98	0	0	0	98
109	NOVARTIS AG - ADR	66987V109		10/4/2007	8/9/2012	998		0	927	71	0	0	0	71
110	NOVARTIS AG - ADR	66987V109		10/4/2007	1/29/2013	3,387		0	2,726	661	0	0	0	661
111	ORACLE CORPORATION	68389X105		9/27/2011	8/9/2012	281		0	274	7	0	0	0	7
112	PIMCO FOREIGN BD FD USD H-INST 10	693390882		9/29/2011	8/9/2012	18,808		0	18,043	765	0	0	0	765
113	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	45		0	45	0	0	0	0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										27,716	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4TH ST 4TH FLOOR MAC D400	WINSTON SALEM	NC	27101-3818		TRUSTEE	4 00	27,716	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	9/11/2012	2	418
3	Second quarter estimated tax payment	10/10/2012	3	418
4	Third quarter estimated tax payment	1/9/2013	4	418
5	Fourth quarter estimated tax payment	4/9/2013	5	419
6	Other payments		6	0
7	Total		7	1,673

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	81,524
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	81,524

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	06781600	41-6258065			$0 00	0.00	$0 00
Savings & Temp Inv	06781600	41-6258065	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	$61,563.70	61,563.70	$61,563 70
Savings & Temp Inv	06781600	41-6258065	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	$2,714 76	2,714.76	$2,714.76
					$64,278.46		$64,278.46
Invest - Corp Stock	06781600	41-6258065	001055102	AFLAC INC	$4,572 96	84 00	$3,863.16
Invest - Corp Stock	06781600	41-6258065	008252108	AFFILIATED MANAGERS GROUP, INC COM	$5,915 84	38.00	$3,135.38
Invest - Corp Stock	06781600	41-6258065	037411105	APACHE CORP	$4,506 68	61.00	$5,441.75
Invest - Corp Stock	06781600	41-6258065	037833100	APPLE INC	$10,626.72	24 00	$8,197.46
Invest - Corp Stock	06781600	41-6258065	097023105	BOEING CO	$4,570.50	50 00	$3,185 94
Invest - Corp Stock	06781600	41-6258065	126650100	CVS/CAREMARK CORPORATION	$6,690.70	115 00	$4,195.05
Invest - Corp Stock	06781600	41-6258065	14040H105	CAPITAL ONE FINANCIAL CORP	$4,217 94	73 00	$5,016.76
Invest - Corp Stock	06781600	41-6258065	17275R102	CISCO SYSTEMS INC	$7,928.68	379.00	$6,530 61
Invest - Corp Stock	06781600	41-6258065	25243Q205	DIAGEO PLC - ADR	$5,254 60	43 00	$3,556 25
Invest - Corp Stock	06781600	41-6258065	254687106	WALT DISNEY CO	$8,986 12	143.00	$5,487 57
Invest - Corp Stock	06781600	41-6258065	268648102	E M C CORP MASS	$3,207.49	143.00	$1,857 57
Invest - Corp Stock	06781600	41-6258065	375558103	GILEAD SCIENCES INC	$6,127.44	121 00	$2,879 78
Invest - Corp Stock	06781600	41-6258065	458140100	INTEL CORP	$4,071 50	170 00	$4,656.50
Invest - Corp Stock	06781600	41-6258065	478366107	JOHNSON CONTROLS INC	$7,527 15	215.00	$6,480 60
Invest - Corp Stock	06781600	41-6258065	594918104	MICROSOFT CORP	$4,104.40	124 00	$3,282 28
Invest - Corp Stock	06781600	41-6258065	641069406	NESTLE S A. REGISTERED SHARES - ADR	$5,983.32	84 00	$4,035 31
Invest - Corp Stock	06781600	41-6258065	68389X105	ORACLE CORPORATION	$5,375.92	164.00	$4,798 69
Invest - Corp Stock	06781600	41-6258065	806857108	SCHLUMBERGER LTD	$6,847 56	92.00	$6,324.07
Invest - Corp Stock	06781600	41-6258065	872540109	TJX COS INC NEW	$5,803 63	119.00	$3,816.19
Invest - Corp Stock	06781600	41-6258065	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	$3,599 26	94 00	$5,031.57
Invest - Corp Stock	06781600	41-6258065	883556102	THERMO FISHER SCIENTIFIC INC	$7,019.16	87.00	$4,654.11
Invest - Corp Stock	06781600	41-6258065	89151E109	TOTAL S.A. - ADR	$4,169 92	83 00	$3,746 54
Invest - Corp Stock	06781600	41-6258065	907818108	UNION PACIFIC CORP	$10,801.08	73 00	$6,575 06
Invest - Corp Stock	06781600	41-6258065	58155Q103	MCKESSON CORP	$5,608.46	53.00	$5,135.13
Invest - Corp Stock	06781600	41-6258065	38141G104	GOLDMAN SACHS GROUP INC	$3,797.82	26.00	$2,666.03
Invest - Corp Stock	06781600	41-6258065	404280406	HSBC - ADR	$3,181 88	58.00	$3,164.68
Invest - Corp Stock	06781600	41-6258065	911312106	UNITED PARCEL SERVICE-CL B	$4,292.00	50 00	$3,241 06
Invest - Corp Stock	06781600	41-6258065	87612E106	TARGET CORP	$7,549 92	107 00	$5,733 54
Invest - Corp Stock	06781600	41-6258065	91324P102	UNITEDHEALTH GROUP INC	$7,730.97	129.00	$5,009.49
Invest - Corp Stock	06781600	41-6258065	189754104	COACH INC	$6,356.88	108.00	$5,960 82
Invest - Corp Stock	06781600	41-6258065	088606108	BHP BILLITON LIMITED - ADR	$2,957 68	44 00	$3,183 84
Invest - Corp Stock	06781600	41-6258065	46625H100	JPMORGAN CHASE & CO	$8,331.70	170.00	$6,868.23
Invest - Corp Stock	06781600	41-6258065	902973304	US BANCORP DEL NEW	$6,023.68	181 00	$4,752.07
Invest - Corp Stock	06781600	41-6258065	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	$6,693.40	70.00	$4,221.02
Invest - Corp Stock	06781600	41-6258065	166764100	CHEVRON CORP	$8,906.73	73.00	$6,954 14
Invest - Corp Stock	06781600	41-6258065	88579Y101	3M CO	$6,282.60	60 00	$4,905.13
Invest - Corp Stock	06781600	41-6258065	084670702	BERKSHIRE HATHAWAY INC.	$9,781.44	92.00	$7,811.03

Invest - Corp Stock	06781600	41-6258065	20030N101	COMCAST CORP CLASS A	$7,764 40	188.00	$4,695.83
Invest - Corp Stock	06781600	41-6258065	38259P508	GOOGLE INC	$7,421 13	9.00	$5,736 93
Invest - Corp Stock	06781600	41-6258065	150870103	CELANESE CORP	$3,755.16	76.00	$3,008 03
Invest - Corp Stock	06781600	41-6258065	611740101	MONSTER BEVERAGE CORP	$4,455.60	79.00	$3,711.69
Invest - Corp Stock	06781600	41-6258065	G29183103	EATON CORP PLC	$4,237.29	69.00	$3,565.33
Invest - Corp Stock	06781600	41-6258065	12572Q105	CME GROUP INC	$6,146 86	101.00	$5,496 92
Invest - Other	06781600	41-6258065	589509108	MERGER FD SH BEN INT #260	$38,273.54	2,405 63	$38,014 58
Invest - Other	06781600	41-6258065	693390882	PIMCO FOREIGN BD FD USD H-INST #103	$34,434 75	3,141.86	$33,366 52
Invest - Other	06781600	41-6258065	464287804	ISHARES CORE S&P SMALL-CAP E	$65,798.44	757 00	$47,552.77
Invest - Other	06781600	41-6258065	464287705	ISHARES S&P MIDCAP 400 VALUE	$49,224.56	488.00	$34,574.26
Invest - Other	06781600	41-6258065	464287200	ISHARES CORE S & P 500 ETF	$68,672.60	428.00	$54,108 67
Invest - Other	06781600	41-6258065	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	$33,305.08	3,003 16	$35,076.94
Invest - Other	06781600	41-6258065	464287606	ISHARES S&P MIDCAP 400 GROWTH	$66,510 45	513 00	$51,866 49
Invest - Other	06781600	41-6258065	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	$79,519 35	5,100.66	$72,993 57
Invest - Other	06781600	41-6258065	262028855	DRIEHAUS ACTIVE INCOME FUND	$38,022.83	3,523.90	$36,994.73
Invest - Other	06781600	41-6258065	922908553	VANGUARD REIT VIPER	$71,440 72	949.00	$50,776.57
Invest - Other	06781600	41-6258065	922042858	VANGUARD FTSE EMERGING MARKETS ETF	$144,539 28	3,303 00	$133,042 96
Invest - Other	06781600	41-6258065	921937827	VANGUARD SHORT TERM BOND ETF	$236,944.98	2,922.00	$238,109 53
Invest - Other	06781600	41-6258065	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	$72,484 92	1,572 00	$56,318.88
Invest - Other	06781600	41-6258065	921937819	VANGUARD INTERMEDIATE TERM B	$107,262.48	1,209 00	$105,775 54
Invest - Other	06781600	41-6258065	921943858	VANGUARD MSCI EAFE ETF	$185,287.22	4,834 00	$175,710 10
Invest - Other	06781600	41-6258065	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	$47,993.40	2,388.92	$38,992.46
Invest - Other	06781600	41-6258065	76628T645	RIDGEWORTH SEIX HY BD-I #5855	$79,843.22	7,662 50	$72,024 99
Invest - Other	06781600	41-6258065	367829884	GATEWAY FUND - Y #1986	$65,898 47	2,335 17	$64,181.62
Invest - Other	06781600	41-6258065	22544R305	CREDIT SUISSE COMM RET ST-I #2156	$86,812 41	11,274 34	$101,448 05
				TOTAL OTHER INVESTMENTS	**$1,831,452.87**		**$1,643,498.37**
				GRAND TOTAL	**$1,895,731.33**		**$1,707,776.83**