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Form 990-PF

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning

5/1/2012

, and ending

4/30/2013

Name of foundation

GREENWOOD H & M

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N A Tax Trust Dept 1 W 4th St 4th Floor MAC D4000-041

Room/suite

City or town, state, and ZIP code

Winston Salem

NC

27101-3818

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation**I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 269,891****J Accounting method.** Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

56-6220819

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► **D 1. Foreign organizations, check here ►** **2. Foreign organizations meeting the 85% test, check here and attach computation ►** **E If private foundation status was terminated under section 507(b)(1)(A), check here ►** **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 ► <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	6,885	6,804	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	410		
	b Gross sales price for all assets on line 6a	113,816		
	7 Capital gain net income (from Part IV, line 2)		410	
	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	7,295	7,214	0

Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,333	3,250	1,083
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)	94		94
	b Accounting fees (attach schedule)	678		678
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	308	69	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	5,413	3,319	0
	25 Contributions, gifts, grants paid	12,511		12,511
	26 Total expenses and disbursements. Add lines 24 and 25	17,924	3,319	0
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-10,629		
	b Net investment income (if negative, enter -0-)		3,895	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,866	7,839	7,839
	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)	247,051	235,385	262,052
	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)	253,917	243,224	269,891
	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	
	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	25	and complete lines 24 through 26 and lines 30 and 31.			
	26	Unrestricted			
	27	Temporarily restricted			
	28	Permanently restricted			
Net Assets or Fund Balances	29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	30	and complete lines 27 through 31.			
	31	Capital stock, trust principal, or current funds	253,917	243,224	
	32	Paid-in or capital surplus, or land, bldg , and equipment fund			
	33	Retained earnings, accumulated income, endowment, or other funds			
	34	Total net assets or fund balances (see instructions)	253,917	243,224	
	35	Total liabilities and net assets/fund balances (see instructions)	253,917	243,224	

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	253,917
2	Enter amount from Part I, line 27a	2	-10,629
3	Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	3	45
4	Add lines 1, 2, and 3	4	243,333
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	109
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	243,224

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	410
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	6,990	255,026	0.027409
2010	7,392	249,562	0.029620
2009	6,081	221,036	0.027511
2008	14,932	219,250	0.068105
2007			0.000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

230

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

230

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 39 Refunded ► 11 152

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	WELLS FARGO BANK N.A. Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA	Telephone no ► 888-730-4933 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 ►	Yes X No

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.

1a	During the year did the foundation (either directly or indirectly)	Yes X No
	(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
1b	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 ►	X
1c	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?	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.)	
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)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>				5b N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phila	Trustee	4 00	4,333	

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		

Part IV A Summary of Direct Charitable Activities

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 <u>NONE</u>	

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		►

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	253,931
b	Average of monthly cash balances	1b	8,957
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	262,888
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	262,888
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,943
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	258,945
6	Minimum investment return. Enter 5% of line 5	6	12,947

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	12,947
2a	Tax on investment income for 2012 from Part VI, line 5	2a	39
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	39
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,908
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,908
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	12,908

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	14,366
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	3a	
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	14,366
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	39
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,327

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				12,908
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				11,263
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 ► \$ 14,366				
a Applied to 2011, but not more than line 2a				11,263
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				3,103
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:	0			
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013	0			
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				9,805
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
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				0		
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	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	12,511
b Approved for future payment 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	6,885	
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	410	
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		7,295	0	
13 Total. Add line 12, columns (b), (d), and (e)	13		7,295	0	

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

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		

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Signature of officer or trustee **Date** **Title**

7/31/2013

SVP Wells Fargo Bank N A

Date

Title

Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603
Firm's EIN ► 13-4008324	

GREENWOOD H & M

56-6220819 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

MILLS RIVER UMC

Street

137 OLD TURNPIKE ROAD

City	State	Zip Code	Foreign Country
MILLS RIVER	NC	28759	

Relationship

Foundation Status

NONE

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	12,511

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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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
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Relationship

Foundation Status

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

Summaries from SMC 3 (July 3, 2012) - Summary of Assets, Liabilities, and Net Assets														
Amount		Long Term CG Distributions			Short Term CG Distributions			Total			Net Gain or Loss			
		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Date	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	PIMCO FOREIGN BD F USD	693390882			5/25/2011	9/9/2011	1,175	1,112				0	63
2	X	PIMCO FOREIGN BD F USD	693390882			2/14/2012	8/8/2012	617	600				0	17
3	X	PIMCO FOREIGN BD F USD	693390882			8/8/2012	8/8/2012	330	319				0	11
4	X	PIMCO FOREIGN BD F USD	693390882			8/8/2011	8/8/2012	574	553				0	21
5	X	PIMCO FOREIGN BD F USD	693390882			8/26/2011	8/26/2012	831	819				0	12
6	X	RIDGEWORTH SEIX HY BD-1	76828TB645			9/9/2011	8/8/2012	374	360				0	14
7	X	RIDGEWORTH SEIX HY BD-1	76828TB645			9/8/2011	11/19/2012	42	40				0	2
8	X	RIDGEWORTH SEIX HY BD-1	76828TB645			10/24/2011	11/19/2012	1,208	1,148				0	60
9	X	RIDGEWORTH SEIX HY BD-1	76828TB645			10/24/2011	2/17/2013	0	0				0	0
10	X	RIDGEWORTH SEIX HY BD-1	76828TB645			8/26/2011	2/17/2013	1,967	1,808				0	159
11	X	TC ROWE PRICE SHORT TERM	77957P105			5/25/2011	5/8/2012	3,476	3,483				0	4
12	X	TC ROWE PRICE SHORT TERM	77957P105			2/14/2012	5/8/2012	2,829	2,823				0	6
13	X	TC ROWE PRICE SHORT TERM	77957P105			2/14/2012	8/8/2012	9,346	9,327				0	19
14	X	SPDR DL WILSHIRE INTERNA	78463X863			2/14/2012	11/19/2012	3,657	3,549				0	8
15	X	SPDR DL WILSHIRE INTERNA	78463X863			5/23/2011	11/19/2012	282	278				0	4
16	X	TCW SMALL CAP GROWTH FU	812234NB49			5/10/2012	11/19/2012	503	537				0	34
17	X	TCW SMALL CAP GROWTH FU	812234NB49			12/17/2010	11/19/2012	2,488	2,832				0	344
18	X	TCW SMALL CAP GROWTH FU	812234NB49			12/17/2010	12/19/2012	3,264	3,341				0	277
19	X	TCW SMALL CAP GROWTH FU	812234NB49			8/10/2012	12/19/2012	183	185				0	-2
20	X	TCW SMALL CAP GROWTH FU	812234NB49			12/17/2010	11/18/2013	721	754				0	33
21	X	VANGUARD F1 FEMERGING	922088553			8/8/2012	8/8/2012	527	419				0	108
22	X	VANGUARD REIT VIPER	922088553			11/19/2012	11/18/2013	474	442				0	32
23	X	VANGUARD REIT VIPER	922088553			8/8/2012	8/8/2012	1,924	1,719				0	205
24	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	1/18/2013	1,242	1,003				0	239
25	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	8/8/2012	448	507				0	-59
26	X	CREDIT SUISSE COMM RT ST	22534R305			8/26/2011	8/8/2012	507	507				0	52
27	X	DIAMOND HILL LONG-SHORT	258621003			6/10/2012	2/17/2013	630	572				0	387
28	X	DODGE & COX INTL STOCK F	258621003			6/10/2012	8/8/2012	1,825	2,866				0	-1,041
29	X	DODGE & COX INTL STOCK F	258621003			8/26/2007	11/19/2012	393	593				0	-200
30	X	DODGE & COX INTL STOCK F	258621003			6/18/2013	6/18/2013	—	—				0	216
31	X	DODGE & COX INCOME FD CI	258621005			5/10/2012	11/19/2012	3,013	2,961				0	52
32	X	DODGE & COX INCOME FD CI	258621005			8/10/2012	11/19/2012	5,134	5,082				0	52
33	X	DODGE & COX INCOME FD CI	258621005			6/18/2013	3/8/2012	3,875	3,488				0	387
34	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011	2/17/2013	1,983	1,956				0	37
35	X	DREYFUS EMG MKT DEBT LO	261980494			9/9/2011	2/17/2013	160	152				0	8
36	X	JP MORGAN MID CAP VALUE	339218100			12/17/2010	5/8/2012	1,023	1,023				0	106
37	X	JP MORGAN MID CAP VALUE	339218100			12/17/2010	8/8/2012	378	329				0	49
38	X	HARBOR CAPITAL APRTION	411511504			5/25/2011	1/18/2013	926	618				0	108
39	X	HUSSMAN STRATEGIC GROW	448108100			9/9/2011	8/8/2012	4,552	5,276				0	-724
40	X	HUSSMAN STRATEGIC GROW	448108100			4/10/2011	2/17/2013	3,729	4,585				0	-885
41	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012	2/17/2013	1,126	1,283				0	-157
42	X	ISHARES S & P 500 INDEX FU	464287200			9/7/2011	5/8/2012	3,673	3,244				0	429
43	X	ISHARES CORE S & P 500 FD CI	464287200			8/8/2012	2/17/2013	608	562				0	49
44	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012	2/17/2013	3,778	3,324				0	454
45	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012	2/17/2013	3,369	3,147				0	222
46	X	KEELEY SMALL CAP VAL FD CI	487300808			5/10/2011	8/13/2012	105	102				0	3
47	X	KEELEY SMALL CAP VAL FD CI	487300808			5/10/2012	8/13/2012	180	176				0	4
48	X	KEELEY SMALL CAP VAL FD CI	487300808			12/17/2010	11/18/2013	1,220	997				0	223
49	X	MAINSTAY EP US EQUITY-INS	56063J302			9/9/2011	5/6/2012	314	282				0	32
50	X	LAUDIUS MONDRIAN INTL F-H	51885Q655			9/9/2011	8/8/2012	2,493	2,169				0	433
51	X	LAUDIUS MONDRIAN INTL F-H	51885Q655			9/9/2011	8/8/2012	587	661				0	74
52	X	MFS VALUE FUND-CLASS 1&I	552503694			5/25/2011	8/8/2012	475	460				0	21
53	X	MFS VALUE FUND-CLASS 1&I	552503694			5/25/2011	1/18/2013	859	774				0	85
54	X	MAINSTAY EP US EQUITY-INS	56063J302			9/9/2011	5/6/2012	2,178	1,744				0	410
55	X	MAINSTAY EP US EQUITY-INS	56063J302			9/9/2011	8/8/2012	3,602	3,169				0	433
56	X	MERGER FD SM BEN-INT	56063J302			9/9/2011	8/8/2012	1,160	1,143				0	17
57	X	OPPENHEIMER DEVELOPING	6833974505			5/25/2012	1/18/2013	824	603				0	510
58	X	PIMCO TOTAL RET FD INST	6833974505			5/25/2012	2/17/2013	15,034	15,544				0	57
59	X	PIMCO TOTAL RET FD INST	6833974505			8/10/2012	2/17/2013	3,341	3,415				0	0

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	
1	COURT FEES	94				94

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

Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	678			678

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

		308	69	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	69	69		
2	PY EXCISE TAXES PAID	9			
3	ESTIMATED EXCISE TAXES PAID	230			

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

Long Term CG Distributions		924		0		112,892		0		249		-514		
Short Term CG Distributions		0		0		0		0		0		0		
Description of Property Sold														
1	PIMCO FOREIGN BD FD US H-INST 10	CUSIP #	693390882	How Acquired	8/25/2011	Date Sold	8/20/2012	Gross Sales Price	1,175	Depreciation Allowed	Adjustments	0	Adjusted Basis as of 12/31/69	0
2	PIMCO FOREIGN BD FD US H-INST 10		693390882		9/8/2011		8/20/2012		617		1,112	63	FMV as of 12/31/69	63
3	PIMCO FOREIGN BD FD US H-INST 10		693390882		21/4/2012		8/20/2012		329		0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	0
4	PIMCO FOREIGN BD FD US H-INST 10		693390882		8/26/2011		8/20/2012		534		0	319	1	1
5	PIMCO FOREIGN BD FD US H-INST #1		693390882		8/26/2011		8/20/2012		533		0	2	0	0
6	RIDGEWORTH SEIX HY BD-1		768287845		8/26/2011		2/7/2013		831		0	0	0	12
7	RIDGEWORTH SEIX HY BD-1		768287845		8/26/2011		8/20/2012		374		0	0	0	14
8	RIDGEWORTH SEIX HY BD-1		768287845		8/26/2011		11/19/2012		42		0	0	0	2
9	RIDGEWORTH SEIX HY BD-1		768287845		10/24/2011		11/19/2012		206		0	0	0	0
10	RIDGEWORTH SEIX HY BD-1		768287845		10/24/2011		10/24/2011		0		0	0	0	0
11	T ROWE PRICE SHORT TERM BD-FD		577857P105		8/26/2011		2/7/2013		1,081		0	1,036	159	0
12	T ROWE PRICE SHORT TERM BD-FD		577857P105		21/4/2012		5/20/2012		376		0	3,483	-7	0
13	T ROWE PRICE SHORT TERM BD-FD		577857P105		21/4/2012		8/20/2012		2,929		0	2,823	6	0
14	T ROWE PRICE SHORT TERM BD-FD		577857P105		21/4/2012		8/20/2012		9346		0	9,346	19	0
15	SPDR DOW JONES INDUSTRIAL R		704332883		5/23/2011		11/19/2012		657		0	3,649	8	0
16	SPDR DOW JONES INDUSTRIAL R		704332883		5/23/2011		8/20/2012		620		0	624	14	0
17	TCW SMALL CAP GROWTH FUND-1		871234NB49		5/10/2011		11/19/2012		282		0	0	0	4
18	TCW SMALL CAP GROWTH FUND-1		871234NB49		12/17/2010		11/19/2012		503		0	537	0	0
19	TCW SMALL CAP GROWTH FUND-1		871234NB49		12/17/2010		12/9/2010		488		0	2,832	0	0
20	TCW SMALL CAP GROWTH FUND-1		871234NB49		8/10/2012		12/19/2012		2,284		0	3,541	0	0
21	VANGUARD REIT VIPER		92042856		12/17/2010		11/19/2013		93		0	185	2	0
22	VANGUARD REIT VIPER		92042856		12/17/2010		12/17/2010		33		0	754	0	0
23	ARTISAN INTERNATIONAL FUND 661		043141H204		11/19/2012		8/20/2012		527		0	0	0	0
24	ARTISAN INTERNATIONAL FUND #661		043141H204		8/26/2011		8/26/2011		474		0	419	108	0
25	CREDIT SUISSE COMM R-SI-CO 2156		21544R05		8/26/2011		8/26/2011		924		0	442	32	0
26	DIAMOND HILL LONG TERM FD 1048		2220345333		8/10/2011		8/20/2012		1,242		0	1,719	0	0
27	DODGE & COX INT'L STOCK FD		1048		8/26/2010		8/27/2013		630		0	1,023	239	0
28	DODGE & COX INT'L STOCK FD		1048		8/26/2010		8/26/2012		1,825		0	507	59	0
29	DODGE & COX INT'L STOCK FD		1048		8/26/2010		8/26/2012		1,825		0	507	58	0
30	DODGE & COX INCOME FD		1048		8/26/2010		8/26/2012		1,825		0	816	-1,041	0
31	DODGE & COX INCOME FD		1048		8/26/2010		8/26/2012		1,825		0	563	-1,041	0
32	DODGE & COX INCOME FD		1048		8/26/2010		8/26/2012		1,825		0	816	-1,041	0
33	DODGE & COX INCOME FD		1048		8/26/2010		8/26/2012		1,825		0	563	-1,041	0
34	DREYFUS ENG MKT DEBT LOC C-#605		26180494		8/26/2011		2/7/2013		393		0	0	0	0
35	DREYFUS ENG MKT DEBT LOC C-#605		26180494		8/26/2011		2/7/2013		160		0	152	0	0
36	IMMORGEN MID CAP VALUE		758		12/17/2010		12/17/2010		106		0	106	0	0
37	JP MORGAN MID CAP VALUE-1		758		339/2100		12/17/2010		378		0	329	49	0
38	HUSSMAN STRATEGIC GROWTH FUND		448108100		1/16/15104		1/16/2013		928		0	0	0	0
39	HUSSMAN STRATEGIC GROWTH FUND		448108100		9/8/2011		8/8/2012		4,552		0	5,276	-724	0
40	HUSSMAN STRATEGIC GROWTH FUND		448108100		9/10/2012		1/19/2012		5,134		0	4,624	-885	0
41	KEELEY SMALL CAP VAL FD CL 2251		448108100		6/18/2007		1/19/2012		3,875		0	3,488	387	0
42	KEELEY SMALL CAP VAL FD CL 2251		448108100		8/28/2011		2/7/2013		1,993		0	1,956	37	0
43	SHARES CORE S & 500 INDEX FUND		4484287200		8/26/2011		8/26/2012		160		0	152	0	0
44	SHARES CORE S & 500 ETF		4484287200		8/26/2011		8/26/2012		160		0	152	0	0
45	SHARES RUSSELL 2000 GROWTH		4484287200		11/19/2012		2/7/2013		3,78		0	3,324	454	0
46	SHARES RUSSELL 2000 GROWTH		4484287200		12/19/2012		3/3/2013		3,369		0	3,147	222	0
47	KEELEY SMALL CAP VAL FD CL 2251		4487300808		5/10/2011		8/1/2012		3,738		0	5,276	-724	0
48	KEELEY SMALL CAP VAL FD CL 2251		4487300808		12/17/2010		1/18/2013		1,126		0	1,126	-885	0
49	KEELEY SMALL CAP VAL FD CL 2251		4487300808		8/17/2011		8/20/2012		3,673		0	3,244	429	0
50	LAUDIUS MONDRIAN INT'L FINST 2940		518506555		8/26/2011		8/26/2012		608		0	608	46	0
51	LAUDIUS MONDRIAN INT'L FINST 2940		518506555		8/26/2011		8/26/2012		2,493		0	2,493	-126	0
52	MESSENGUE FUND CLASS #993		522085655		5/25/2011		8/20/2012		587		0	608	-74	0
53	MESSENGUE FUND CLASS #993		522085655		5/25/2011		8/20/2012		535		0	535	-222	0
54	MAINSTAY EPS EQUITY 1204		560833302		5/10/2011		8/1/2012		102		0	102	3	0
55	MAINSTAY EPS EQUITY 1204		560833302		5/10/2011		8/1/2012		105		0	105	4	0
56	MERGERED SH BEN INT 250		560833302		5/10/2011		8/1/2012		120		0	120	-223	0
57	OPPENHEIMER DEVELOPING MKT Y 21		56250101		9/10/2011		8/8/2012		1,143		0	1,143	433	0
58	PIANKO TOTAL RET FD#1335		6933907100		9/10/2012		2/7/2013		154		0	154	-510	0
59	PIANKO TOTAL RET FD#1335		6933907100		9/10/2012		2/7/2013		3,341		0	3,415	-74	0

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

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

	Date	Amount
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	230
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	230

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	11,263
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	11,263

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost	\$0.00
Cash	1013852822	56-6220819			\$0.00	0.00		
Invest - Other	1013852822	56-6220819	04314H204	ARTISAN INTERNATIONAL FUND #661	\$13,174.80	490.13		\$10,143.26
Invest - Other	1013852822	56-6220819	256210105	DODGE & COX INCOME FD COM #147	\$20,926.13	1,501.16		\$19,535.14
Invest - Other	1013852822	56-6220819	41151504	HARBOR CAPITAL ARCTIC-INST #2012	\$22,241.06	477.99		\$18,801.22
Invest - Other	1013852822	56-6220819	589509108	MERGER FD SH BEN INT #260	\$5,315.80	334.12		\$5,241.06
Invest - Other	1013852822	56-6220819	693390700	PIMCO TOTAL RET FD-INST #35	\$21,072.11	1,858.21		\$19,436.36
Invest - Other	1013852822	56-6220819	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$4,947.45	451.41		\$4,583.48
Invest - Other	1013852822	56-6220819	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$7,636.01	1,577.69		\$7,636.01
Invest - Other	1013852822	56-6220819	04314H600	ARTISAN MID CAP FUND-INS #1333	\$9,395.25	215.83		\$8,625.54
Invest - Other	1013852822	56-6220819	464287200	ISHARES CORE S & P 500 ETF	\$9,787.45	61.00		\$7,556.04
Invest - Other	1013852822	56-6220819	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$4,850.36	437.36		\$5,405.79
Invest - Other	1013852822	56-6220819	256206103	DODGE & COX INT'L STOCK FD #1048	\$12,875.65	344.45		\$10,295.98
Invest - Other	1013852822	56-6220819	552983694	MFS VALUE FUND-CLASS I #893	\$15,455.18	530.56		\$13,059.76
Invest - Other	1013852822	56-6220819	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$11,339.07	727.33		\$10,535.43
Invest - Other	1013852822	56-6220819	262028855	DRIEHAUS ACTIVE INCOME FUND	\$5,283.45	489.66		\$5,135.37
Invest - Other	1013852822	56-6220819	339128100	JP MORGAN MID CAP VALUE-I #758	\$6,925.86	218.00		\$5,125.18
Invest - Other	1013852822	56-6220819	922908553	VANGUARD REIT VIPER	\$10,313.36	137.00		\$7,224.42
Invest - Other	1013852822	56-6220819	483438206	KALMAR GR W/VAL SM CAP FD #2	\$4,601.82	261.17		\$4,505.19
Invest - Other	1013852822	56-6220819	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$10,414.88	238.00		\$10,740.52
Invest - Other	1013852822	56-6220819	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$10,441.51	295.21		\$10,214.78
Invest - Other	1013852822	56-6220819	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$10,466.97	227.00		\$8,609.47
Invest - Other	1013852822	56-6220819	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$6,731.56	335.07		\$5,348.92
Invest - Other	1013852822	56-6220819	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$11,566.56	1,110.04		\$10,401.03
Invest - Other	1013852822	56-6220819	3677829884	GATEWAY FUND - Y #1986	\$9,375.70	332.24		\$9,135.09
Invest - Other	1013852822	56-6220819	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$12,181.53	1,582.02		\$14,473.70
Invest - Other	1013852822	56-6220819	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$4,732.92	145.05		\$3,615.93
TOTAL					\$262,052.44			\$235,384.67
Savings & Temp Inv	1013852822	56-6220819	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$7,331.86	7,331.86		\$7,331.86
Savings & Temp Inv	1013852822	56-6220819	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$507.32	507.32		\$507.32
TOTAL					\$7,839.18			\$7,839.18