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

2012

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

For calendar year 2012 or tax year beginning

5/1/2012

, and ending

4/30/2013

Name of foundation

BATEMAN P/SC FDN

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

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) ► \$ 658,323 (Part I, column (d) must be on cash basis)

A Employer identification number

59-6149634

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)
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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	16,280	16,088	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	1,593		
	b Gross sales price for all assets on line 6a	267,015		
	7 Capital gain net income (from Part IV, line 2)		1,593	
	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	17,873	17,681	0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,074	7,555	2,519
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	878		878
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	1,164	162	
	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	12,116	7,717	0 3,397
	25 Contributions, gifts, grants paid	26,000		26,000
	26 Total expenses and disbursements. Add lines 24 and 25	38,116	7,717	0 29,397
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-20,243		
	b Net investment income (if negative, enter -0-)		9,964	
	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	24,247	24,774	24,774
	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)	586,624	565,689	633,549
	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)	610,871	590,463	658,323
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	610,871	590,463	
	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)	610,871	590,463	
	31	Total liabilities and net assets/fund balances (see instructions)	610,871	590,463	

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	610,871
2	Enter amount from Part I, line 27a	2	-20,243
3	Other increases not included in line 2 (itemize) ► Cost Basis Adjustment	3	100
4	Add lines 1, 2, and 3	4	590,728
5	Decreases not included in line 2 (itemize) ► PY Return of Capital Adjustment	5	265
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	590,463

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	1,593
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	{ 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	28,766	622,694	0.046196
2010	33,350	619,736	0.053813
2009	75,446	585,271	0.128908
2008	3,650	608,556	0.005998
2007	750	810,134	0.000926

2 Total of line 1, column (d) 2 0.235841

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 0.047168

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 621,721

5 Multiply line 4 by line 3 5 29,325

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 100

7 Add lines 5 and 6 7 29,425

8 Enter qualifying distributions from Part XII, line 4 8 29,397

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
- 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
- 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 ► 199 Refunded ► 11 278

1	199
2	0
3	199
4	
5	199
6a	676
6b	
6c	
6d	
7	676
8	
9	0
10	477
11	278

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) ► FL
 b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
- 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	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC	Telephone no ► 888-730-4933 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
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

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

5a During the year did the foundation pay or incur any amount to	<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"/> Yes <input checked="" type="checkbox"/> No				
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				
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				

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	10,074	
.....
.....
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.....
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	606,687
b	Average of monthly cash balances	1b	24,502
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	631,189
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	631,189
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	621,721
6	Minimum investment return. Enter 5% of line 5	6	31,086

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	31,086
2a	Tax on investment income for 2012 from Part VI, line 5	2a	199
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	199
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,887
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,887
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	30,887

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	29,397
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	29,397
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,397

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				30,887
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			16,671	
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 ► \$ 29,397				
a Applied to 2011, but not more than line 2a			16,671	
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				12,726
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				
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)				
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 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	26,000
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					
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					
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		17,873	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	17,873

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 | | |
| | 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

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

**Sign
Here**

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

7/24/2013

→ SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Da

Check if

Ergonomics in Design, Vol. 19, No. 1, March 2007, 11–16
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DOI: 10.1080/10632400600970000
http://www.informaworld.com

7/24/2013

JOSEPH J CASTRIANO

self-employed P0125160

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

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

Recipient(s) paid during the year

Name

JACKSONVILLE UNIVERSITY

Street

2800 UNIVERSITY BLVD

City JACKSONVILLE	State FL	Zip Code 32211	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

SOUTHERN SCHOLARSHIP FOUNDATION

Street

322 STADIUM DRIVE

City TALLAHASSEE	State FL	Zip Code 32304	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

BETHUNE-COOKMAN COLLEGE

Street

640 DR MARY MCLEOD BETHUNE

City DAYTON	State FL	Zip Code 32114	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

STETSON UNIVERSITY

Street

421 N WOODLAND BLVD

City DELAND	State FL	Zip Code 32723	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

UNIVERSITY OF WEST FLORIDA

Street

11000 UNIVERSITY PARKWAY

City PENSACOLA	State FL	Zip Code 32514-5750	Foreign Country
-------------------	-------------	------------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

ROLLINS COLLEGE

Street

1000 HOLT AVE

City WINTER PARK	State FL	Zip Code 32789	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

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

Recipient(s) paid during the year

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City GAINESVILLE	State FL	Zip Code 32604	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

BARRY UNIVERSITY

Street

11300 NE 2ND AVE

City MIAMI SHORES	State FL	Zip Code 33161	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

UNIVERSITY OF MIAMI SCHOOL OF MUSIC

Street

PO BOX 248165

City CORAL GABLES	State FL	Zip Code 33124-7610	Foreign Country
----------------------	-------------	------------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

PO BOX 14425

City GAINESVILLE	State FL	Zip Code 32604	Foreign Country
---------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

ECKERD COLLEGE

Street

4200 54TH AVE SOUTH

City ST PETERBURG	State FL	Zip Code 33711	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

Name

FLORIDA MEMORIAL COLLEGE

Street

15800 NW 42ND AVE

City MIAMI GARDENS	State FL	Zip Code 33054	Foreign Country
-----------------------	-------------	-------------------	-----------------

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution SCHOLARSHIP	Amount 2,000
--	-----------------

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

Recipient(s) paid during the year

Name

ST. THOMAS UNIVERSITY

Street

16401 NW 37TH AVE

City

MIAMI GARDENS

State

Zip Code
FL 33054

Foreign Country

Relationship

Foundation Status

NONE

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

Amount

SCHOLARSHIP

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions		Amount	2,145	Short Term CG Distributions		0	Capital Gains/Losses		Totals	Gross Sales	267,015	Cost, Other Basis and Expenses	265,422	Net Gain or Loss	1,533
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 Prc	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss	0	
1	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011	10/22/2012	4,513	1,105					482	0	
2	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011	10/22/2012	1,280						175	0	
3	X	ARTISAN MID CAP-FUND-INS	22544R305		8/26/2011	10/22/2012	807						0	0	
4	X	CREDIT SUISSE COMM RT ST	22544R305		8/26/2011	8/8/2012	1,069						-139	0	
5	X	CREDIT SUISSE COMM RT ST	22544R305		8/26/2011	10/22/2012	1,476						-156	0	
6	X	DIAMOND HILL LONG-SHORT	23264-SB33		8/10/2012	10/22/2012	663						19	0	
7	X	DODGE & COX INTL STOCK F	23264-SB33		10/20/2011	2/7/2013	659						112	0	
8	X	DODGE & COX INTL STOCK F	23264-SB33		11/4/2008	8/6/2012	4,496						-1,631	0	
9	X	DODGE & COX INTL STOCK F	23264-SB33		11/4/2008	10/22/2012	6,237						-577	0	
10	X	DODGE & COX INCOME FD CO	236210105		8/10/2012	10/22/2012	623						2	0	
11	X	DODGE & COX INCOME FD CO	236210105		8/10/2012	11/19/2012	7,324						126	0	
12	X	DODGE & COX INCOME FD CO	236210105		8/10/2012	11/19/2012	11,719						118	0	
13	X	DODGE & COX INCOME FD CO	236210105		11/4/2008	11/19/2012	9,981						982	0	
14	X	DREYFUS EMG MKT DEBT LO	26190094		8/26/2011	10/32/2012	627						-11	0	
15	X	DREYFUS EMG MKT DEBT LO	26190094		8/26/2011	2/7/2013	4,030						75	0	
16	X	DREYFUS EMG MKT DEBT LO	26190094		8/26/2011	2/7/2013	338						316	0	
17	X	J.P. MORGAN MID CAP VALUE	339128100		12/17/2010	5/8/2012	1,574						163	0	
18	X	J.P. MORGAN MID CAP VALUE	339128100		12/17/2010	8/8/2012	838						109	0	
19	X	J.P. MORGAN MID CAP VALUE	339128100		12/17/2010	10/32/2012	670						108	0	
20	X	HARBOR CAPITAL APRITION	411511504		8/10/2012	10/32/2012	130						6	0	
21	X	HARBOR CAPITAL APRITION	411511504		5/25/2011	10/3/2012	1,832						1,536	0	
22	X	HUSSMAN STRATEGIC GROW	448108100		10/20/2011	8/8/2012	10,885						-1,467	0	
23	X	HUSSMAN STRATEGIC GROW	448108100		10/20/2011	2/7/2013	9,356						0	0	
24	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012	2/7/2013	2,358						-1,974	0	
25	X	SHARES S & P 500 INDEX FU	464287200		10/20/2011	5/8/2012	8,571						-323	0	
26	X	SHARES S & P 500 INDEX FU	464287200		8/24/2012	5/8/2012	1,581						895	0	
27	X	SHARES CORE S & P 500 EFT	464287200		8/18/2012	10/3/2012	873						117	0	
28	X	SHARES CORE S & P 500 EFT	464287200		8/18/2012	2/7/2013	1,216						29	0	
29	X	SHARES RUSSELL 2000 GRO	464287648		11/19/2012	2/7/2013	8,731						91	0	
30	X	SHARES RUSSELL 2000 GRO	464287648		12/19/2012	2/7/2013	8,056						1055	0	
31	X	KEELEY SMALL CAP VAL FD	487300808		8/10/2012	8/8/2012	638						533	0	
32	X	KEELEY SMALL CAP VAL FD	487300808		12/17/2010	10/3/2012	1,298						16	0	
33	X	KEELEY SMALL CAP VAL FD	487300808		12/17/2010	2/7/2013	6,753						112	0	
34	X	LAUDIUS MONDRIAN INTL FUND	51855Q555		10/20/2011	8/8/2012	5,935						1,345	0	
35	X	LAUDIUS MONDRIAN INTL FUND	51855Q555		2/14/2012	2/7/2013	1,319						220	0	
36	X	MFS VALUE FUND-CLASS I	532393694		5/25/2011	8/8/2012	1,319						-79	0	
37	X	MFS VALUE FUND-CLASS I	532393694		5/25/2011	10/3/2012	1,176						1,137	0	
38	X	MAINSTAY EP US EQUITY INS	560531302		10/20/2011	8/8/2012	1,268						83	0	
39	X	MERGER FUND BEN INT	569350108		10/20/2011	8/8/2012	9,356						702	0	
40	X	OPPENHEIMER TOTAL RET-FUND	603397450		5/25/2011	10/3/2012	2,511						0	0	
41	X	PIMCO TOTAL RET-FUND	633390700		8/10/2012	10/3/2012	1,117						1,153	0	
42	X	PIMCO TOTAL RET-FUND	633390700		11/21/2012	2/7/2013	1,030						1,064	0	
43	X	PIMCO TOTAL RET-FUND	633390700		8/10/2012	2/7/2013	34,725						35,925	0	
44	X	PIMCO FOREIGN BD USD	633390808		8/10/2012	6,635	6,635						-1,180	0	
45	X	PIMCO FOREIGN BD USD	633390808		5/25/2011	8/8/2012	9,356						-49	0	
46	X	PIMCO FOREIGN BD USD	633390808		10/20/2011	8/8/2012	5,008						113	0	
47	X	PIMCO FOREIGN BD USD	633390808		1/4/2012	8/8/2012	4,370						413	0	
48	X	PIMCO FOREIGN BD USD	633390808		8/26/2011	2/7/2013	3,740						4,089	0	
49	X	RIDGEWORTH SEX-HY BD-1	662628745		8/26/2011	8/8/2012	818						2,980	0	
50	X	RIDGEWORTH SEX-HY BD-1	662628745		8/26/2011	11/19/2012	3,155						3,339	0	
51	X	RIDGEWORTH SEX-HY BD-1	662628745		8/26/2011	2/7/2013	3,740						1,229	0	
52	X	RIDGEWORTH SEX-HY BD-1	662628745		8/26/2011	11/19/2012	7,764						1,513	0	
53	X	ROME PRICE SHORT TERM	77957P05		5/8/2012	7,261	7,246						-19	0	
54	X	ROME PRICE SHORT TERM	77957P05		2/14/2012	8/8/2012	6,635						1,329	0	
55	X	ROME PRICE SHORT TERM	77957P05		2/14/2012	11/19/2012	22,431						23,385	0	
56	X	ROME PRICE SHORT TERM	77957P05		2/14/2012	11/19/2012	8,909						18	0	
57	X	SPDR DJ WILSHIRE INTERNA	78463X063		5/23/2011	8/8/2012	1,434						-33	0	
58	X	SPDR DJ WILSHIRE INTERNA	78463X063		5/23/2011	11/19/2012	1,247						5	0	
59	X	T. ROWE PRICE SHORT TERM	78463X063		5/23/2011	10/3/2012	3,01						707	0	
60	X	T. ROWE PRICE SHORT TERM	78463X063		5/23/2011	12/17/2012	784						639	0	
61	X	T. ROWE PRICE SHORT TERM	78463X063		5/23/2011	12/17/2012	8,480						145	0	
62	X	T. ROWE PRICE SHORT TERM	78463X063		12/17/2012	12/17/2012	7,532						670	0	
63	X	T. ROWE PRICE SHORT TERM	78463X063		8/10/2012	12/17/2012	4,45						642	0	
64	X	VANGUARD MSCI EMERGING	922082858		5/23/2011	12/17/2012	450						-5	0	
65	X	VANGUARD RETT VIPER	922082853		5/23/2011	12/17/2012	784						78	0	
66	X	VANGUARD RETT VIPER	922082853		12/17/2012	8/8/2012	5,107						145	0	
67	X	VANGUARD RETT VIPER	922082853		11/19/2012	2/7/2013	1,027						109	0	

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 ACCOUNTING FEES	878			878

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

		1,164	162	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	162	162		
2	PY EXCISE TAX DUE	326			
3	ESTIMATED EXCISE PAYMENTS	676			

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

Long Term CG Distributions	Amount	2-145	0	264,870	0	0	265,422	.552	0	0	0
Short Term CG Distributions											
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis or Losses	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 ARTISAN INTERNATIONAL FUND 661	04314H204	8/26/2011	8/26/2012	4,513	0	0	4,031	482	0	0	482
2 ARTISAN INTERNATIONAL FUND 661	04314H204	8/26/2011	10/26/2012	1,280	0	1,105	0	175	0	0	175
3 ARTISAN MID CAP FUND-INS 1333	04314H620	4/1/2012	10/26/2012	807	0	794	0	13	0	0	13
4 CREDIT SUISSE COMM RT ST-CO 2158	25244R305	8/26/2011	8/26/2012	1,059	0	1,208	0	-159	0	0	-159
5 CREDIT SUISSE COMM RT ST-CO 2158	25244R305	8/26/2011	10/26/2012	1,476	0	1,632	0	-156	0	0	-156
6 DIAMOND HILL LONG-SHORT FD CL # 12264-S8333	8/10/2012	10/26/2012	863	0	644	0	0	0	0	0	0
7 DIAMOND HILL LONG-SHORT FD CL # 12264-S8333	8/10/2012	10/26/2012	659	0	557	0	0	112	0	0	112
8 DODGE & COX INTL STOCK FD 1048	256501033	1/4/2008	8/26/2012	4,406	0	6,237	0	-1,831	0	0	-1,831
9 DODGE & COX INTL STOCK FD 1048	256501033	1/4/2008	10/26/2012	1,606	0	2,193	0	-577	0	0	-577
10 DODGE & COX INCOME FD COM 147	256210105	8/10/2012	10/26/2012	623	0	621	0	2	0	0	2
11 DODGE & COX INCOME FD COM 147	256210105	5/10/2012	11/19/2012	7,324	0	7,198	0	0	0	0	0
12 DODGE & COX INCOME FD COM 147	256210105	8/10/2012	11/19/2012	11,719	0	11,601	0	118	0	0	118
13 DODGE & COX INCOME FD COM 147	256210105	8/10/2008	11/19/2012	9,987	0	9,005	0	982	0	0	982
14 DODGE & COX INCOME FD COM 147	256210105	1/4/2008	10/26/2012	627	0	639	0	11	0	0	11
15 DREYFUS EMM NK DEBT LOC C-#803	201958194	8/26/2013	4,030	0	3,955	0	75	0	0	0	75
16 DREYFUS EMM NK DEBT LOC C-#803	201958194	24/2/2011	27/7/2013	338	0	316	0	22	0	0	22
17 JP MORGAN MID CAP VALUE-758	339128100	12/17/2010	5/8/2012	1,574	0	1,411	0	163	0	0	163
18 JP MORGAN MID CAP VALUE-758	339128100	12/17/2010	8/26/2012	838	0	729	0	109	0	0	109
19 JP MORGAN MID CAP VALUE-758	339128100	12/17/2010	10/26/2012	612	0	564	0	108	0	0	108
20 HARBOUR CAPITAL ARCTION-INST 201	41151504	8/10/2012	10/26/2012	130	0	124	0	6	0	0	6
21 HARBOUR CAPITAL ARCTION-INST 201	41151504	5/25/2011	10/26/2012	1,832	0	1,636	0	196	0	0	196
22 HUSSMAN STRATEGIC GROWTH FUND	448108100	10/26/2011	8/26/2012	10,885	0	12,352	0	-1,467	0	0	-1,467
23 HUSSMAN STRATEGIC GROWTH FUND	448108100	10/26/2011	27/7/2013	9,356	0	11,330	0	-1,974	0	0	-1,974
24 HUSSMAN STRATEGIC GROWTH FUND	448108100	21/4/2012	27/7/2013	2,316	0	2,649	0	-323	0	0	-323
25 ISHARES S&P 500 INDEX FUND	464281220	10/26/2011	5/8/2012	8,571	0	7,676	0	995	0	0	995
26 ISHARES S&P 500 INDEX FUND	464281220	8/24/2011	5/8/2012	1,177	0	117	0	19	0	0	19
27 ISHARES S&P 500 INDEX FUND	464281220	8/24/2012	10/26/2012	873	0	844	0	29	0	0	29
28 ISHARES CORE S & P 500 EFT	484281220	8/26/2012	1,216	0	1,125	0	91	0	0	0	91
29 ISHARES RUSSELL 2000 GROWTH	484281648	11/19/2012	27/7/2013	8,781	0	7,726	0	1,055	0	0	1,055
30 ISHARES RUSSELL 2000 GROWTH	484281648	12/19/2012	27/7/2013	8,066	0	7,533	0	533	0	0	533
31 KEELEY SMALL CAP VAL EFCI 2251	487300808	5/10/2012	3/26/2012	-	898	0	682	0	16	0	16
32 KEELEY SMALL CAP VAL EFCI 2251	487300808	12/17/2010	3/26/2012	1,208	0	1,086	0	112	0	0	112
33 KEELEY SMALL CAP VAL EFCI #2251	487300808	12/17/2010	8/26/2012	6,753	0	5,408	0	1,345	0	0	1,345
34 LAUDUS MONDRIAN INT'L FUND 2840518506555	5/25/2012	10/26/2012	5,935	0	6,155	0	-220	0	0	0	0
35 AUDIUS MONDRIAN INT'L FUND 2840518506555	8/26/2011	8/26/2012	1,319	0	1,398	0	-79	0	0	0	79
36 MF'S VALUE FUND-CLASS I 1893	552286364	5/25/2011	8/26/2012	1,176	0	1,137	0	39	0	0	39
37 MF'S VALUE FUND-CLASS I 1893	552286364	5/25/2011	10/26/2012	1,268	0	1,185	0	83	0	0	83
38 MINGER FD SH-BN INT 250	56053102	10/26/2011	8/26/2012	2,511	0	2,501	0	0	0	0	0
39 MINGER FD SH-BN INT 250	56053102	10/26/2011	8/26/2012	1,117	0	1,153	0	-36	0	0	36
40 OPENNEMER DEVELOPING MARKET	74	5625071505	10/26/2011	8/26/2012	1,980	0	1,024	0	16	0	16
41 PIMCO TOTAL RET EFCI-INST 35	69313902700	8/10/2012	10/26/2012	1,090	0	35,925	0	-1,180	0	0	-1,180
42 PIMCO TOTAL RET EFCI-INST #35	69313902700	11/12/2012	27/7/2013	34,745	0	6,784	0	-149	0	0	-149
43 PIMCO FOREIGN BD USD-H-INST 10	693390802	24/2/2011	8/26/2012	1,913	0	1,800	0	113	0	0	113
44 PIMCO FOREIGN BD USD-H-INST 10	693390802	5/25/2011	8/26/2012	438	0	413	0	23	0	0	23
45 PIMCO FOREIGN BD USD-H-INST 10	693390802	14/2/2012	8/26/2012	4,370	0	4,018	0	-281	0	0	-281
46 PIMCO FOREIGN BD USD-H-INST 10	693390802	8/26/2011	11/19/2012	818	0	755	0	53	0	0	53
47 PIMCO FOREIGN BD USD-H-INST 10	693390802	8/26/2011	11/19/2012	0	0	1,118	0	0	0	0	0
48 PIMCO FOREIGN BD USD-H-INST #1	693390802	8/26/2011	8/26/2012	1,133	0	778	0	39	0	0	39
49 RIDGEWORTH SIX-EXY BD-1 5855	762287645	7/23/2012	11/19/2012	8,777	0	590	0	37	0	0	37
50 RIDGEWORTH SIX-EXY BD-1 5855	762287645	7/23/2012	10/26/2012	6,635	0	2,980	0	175	0	0	175
51 RIDGEWORTH SIX-EXY BD-1 5855	762287645	11/19/2012	3,155	0	3,439	0	301	0	0	301	0
52 RIDGEWORTH SIX-EXY BD-1 5855	762287645	8/26/2012	3,740	0	7,764	0	-19	0	0	19	0
53 T ROWE PRICE SHORT TERM BD-FD 5177937P105	762287645	8/26/2012	5/8/2012	7,784	0	7,754	0	1,130	0	0	1,130
54 T ROWE PRICE SHORT TERM BD-FD 5177937P105	762287645	5/10/2012	5/8/2012	7,281	0	7,246	0	15	0	0	15
55 T ROWE PRICE SHORT TERM BD-FD 5177937P105	762287645	21/4/2012	5/8/2012	22,431	0	22,385	0	46	0	0	46
56 T ROWE PRICE SHORT TERM BD-FD 5177937P105	762287645	21/4/2012	11/19/2012	8,099	0	8,891	0	18	0	0	18
57 SPDR DOW JONES INTERNATIONAL RIT 8734932883	52239011	8/26/2012	1,434	0	1,437	0	-3	0	0	0	0
58 SPDR DOW JONES INTERNATIONAL RIT 8734932883	52239011	11/19/2012	1,247	0	1,223	0	18	0	0	18	0
59 TROWNE SMALL CAP GROWTH FUND-1 472872349849	52239011	12/17/2010	10/26/2012	1,494	0	1,513	0	-19	0	0	-19
60 TROWNE SMALL CAP GROWTH FUND-1 472872349849	52239011	5/10/2012	11/19/2012	1,243	0	1,329	0	-86	0	0	-86
61 TROWNE SMALL CAP GROWTH FUND-1 472872349849	52239011	12/17/2010	11/19/2012	4,840	0	5,510	0	-670	0	0	-670
62 TROWNE SMALL CAP GROWTH FUND-1 472872349849	52239011	12/17/2010	12/17/2012	7,592	0	8,24	0	-442	0	0	-442
63 TROWNE SMALL CAP GROWTH FUND-1 472872349849	52239011	8/10/2012	12/17/2012	4,445	0	450	0	-5	0	0	-5
64 VANGUARD MSCI EMERGING MARKETS	922900553	12/17/2010	10/26/2012	629	0	707	0	-78	0	0	-78
65 VANGUARD RETT VIPER	922900553	12/17/2010	5/8/2012	784	0	639	0	145	0	0	145
66 VANGUARD RETT VIPER	922900553	12/17/2010	8/26/2012	527	0	418	0	109	0	0	109
67 VANGUARD RETT VIPER	922900553	11/19/2012	27/7/2013	947	0	947	0	0	0	0	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	0
2 First quarter estimated tax payment	2	169
3 Second quarter estimated tax payment	3	169
4 Third quarter estimated tax payment	4	169
5 Fourth quarter estimated tax payment	5	169
6 Other payments	6	0
7 Total	7	676

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	16,671
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,671

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

Florida Attorney General does not require and prefers that a copy of the 990-PF is not filed with their office.

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	4019300842	59-6149634			\$0.00	0.00	\$0.00
Savings & Temp Inv	4019300842	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$17,679.46	17,679.46	\$17,679.46
Savings & Temp Inv	4019300842	59-6149634	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$7,094.54	7,094.54	\$7,094.54
				TOTAL CASH, SAVINGS, AND TEMP IN	\$24,774.00	\$24,774.00	\$24,774.00
Invest - Other	4019300842	59-6149634	04314H204	ARTISAN INTERNATIONAL FUND #661	\$31,663.30	1,177.95	\$24,100.86
Invest - Other	4019300842	59-6149634	256220105	DODGE & COX INCOME FD COM #147	\$50,585.19	3,628.78	\$47,189.65
Invest - Other	4019300842	59-6149634	411511504	HARBOR CAPITAL APRCTION-INST #2012	\$53,776.12	1,155.73	\$45,229.31
Invest - Other	4019300842	59-6149634	58959108	MERGER FD SH BEN INT #260	\$12,874.55	809.21	\$12,794.51
Invest - Other	4019300842	59-6149634	693390700	PIMCO TOTAL RET FD-INST #35	\$50,959.58	4,493.79	\$46,907.56
Invest - Other	4019300842	59-6149634	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$11,966.88	1,091.87	\$11,415.93
Invest - Other	4019300842	59-6149634	77957P105	1 ROWE PRICE SHORT TERM BD FD #55	\$18,459.16	3,813.88	\$18,459.16
Invest - Other	4019300842	59-6149634	04314H600	ARTISAN MID CAP FUND-INS #1333	\$22,741.46	522.43	\$20,929.81
Invest - Other	4019300842	59-6149634	464287200	ISHARES CORE S & P 500 ETF	\$23,586.15	147.00	\$18,215.45
Invest - Other	4019300842	59-6149634	518552655	LAUDUS MONDRIAN INTL FI-INST #2940	\$11,733.05	1,057.99	\$13,013.31
Invest - Other	4019300842	59-6149634	256206103	DODGE & COX INT'L STOCK FD #1048	\$31,792.06	850.51	\$24,856.44
Invest - Other	4019300842	59-6149634	552933694	MFS VALUE FUND-CLASS I #893	\$37,418.68	1,284.54	\$30,618.95
Invest - Other	4019300842	59-6149634	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$27,405.63	1,757.90	\$25,388.38
Invest - Other	4019300842	59-6149634	262028855	DRIEHAUS ACTIVE INCOME FUND	\$12,783.88	1,184.79	\$12,427.48
Invest - Other	4019300842	59-6149634	339128100	JP MORGAN MID CAP VALUE-I #758	\$17,082.86	537.70	\$12,880.74
Invest - Other	4019300842	59-6149634	922908553	VANGUARD REIT VIPER	\$24,541.28	326.00	\$17,152.24
Invest - Other	4019300842	59-6149634	483438206	KALMAR GR W/YAL SM CAP FD #2	\$11,110.87	630.58	\$10,877.55
Invest - Other	4019300842	59-6149634	92202858	VANGUARD FTSE EMERGING MARKETS ETF	\$25,205.76	576.00	\$25,950.45
Invest - Other	4019300842	59-6149634	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$25,252.55	713.95	\$24,721.01
Invest - Other	4019300842	59-6149634	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$24,580.52	532.00	\$19,726.88
Invest - Other	4019300842	59-6149634	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$16,250.16	810.86	\$13,465.31
Invest - Other	4019300842	59-6149634	766231645	RIDGEWORTH SEIX HY BD-I #5855	\$27,961.78	2,683.47	\$25,130.95
Invest - Other	4019300842	59-6149634	367829884	GATEWAY FUND - Y #1986	\$22,693.48	804.16	\$22,112.58
Invest - Other	4019300842	59-6149634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$29,709.99	3,858.44	\$33,395.79
Invest - Other	4019300842	59-6149634	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$11,424.42	350.12	\$8,728.66
				TOTAL OTHER INVESTMENTS	\$633,549.36	\$8,728.66	\$565,688.96
				GRAND TOTAL	\$656,323.36	\$590,462.96	

WELLS FARGO BANK, N.A.

Statement Regarding Reason for Amended Return

Trust Name: WILL PAUL BATEMAN TRUST UN
EIN: 59-6149634
Tax Year Ending: 04/30/2013

The taxpayer has amended the 2012 return to accurately report the tax year beginning and ending dates.