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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

6/1/2012

, and ending

5/31/2013

Name of foundation

ENA ZUCCHI TUW

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

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

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 changeCheck type of organization. ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col. (c),
line 16) ▶ \$

374,888

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

23-2667612

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)
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	9,441	9,330		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	1,202			
b Gross sales price for all assets on line 6a 138,890				
7 Capital gain net income (from Part IV, line 2)		1,202		
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)	5,300	5,300		
12 Total. Add lines 1 through 11	15,943	15,832	0	
13 Compensation of officers, directors, trustees, etc	6,044	4,533		1,511
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	96	96		
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	6,140	4,629	0	1,511
25 Contributions, gifts, grants paid	17,300			17,300
26 Total expenses and disbursements. Add lines 24 and 25.	23,440	4,629	0	18,811
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-7,497			
b Net investment income (if negative, enter -0-)		11,203		
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	10,607	15,897	15,897
	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)	209,304		
	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)	123,425	320,350	358,991
	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)	343,336	336,247	374,888
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	343,336	336,247	
	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)	343,336	336,247	
	31 Total liabilities and net assets/fund balances (see instructions)	343,336	336,247	

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	343,336
2 Enter amount from Part I, line 27a	2	-7,497
3 Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	618
4 Add lines 1, 2, and 3	4	336,457
5 Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	210
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	336,247

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,202
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	17,489	357,670	0.048897
2010	17,436	368,155	0.047360
2009	18,000	341,283	0.052742
2008	20,930	319,248	0.065560
2007	12,600	441,016	0.028570

2 Total of line 1, column (d)	2	0.243129
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	0.048626
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	362,101
5 Multiply line 4 by line 3	5	17,608
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	112
7 Add lines 5 and 6	7	17,720
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	18,811

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	112
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	112
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	112
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	104	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	104	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N.A. Telephone no. 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
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 <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	6,044	

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	353,871
b	Average of monthly cash balances	1b	13,744
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	367,615
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	367,615
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,514
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	362,101
6	Minimum investment return. Enter 5% of line 5	6	18,105

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	18,105
2a	Tax on investment income for 2012 from Part VI, line 5	2a	112
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	112
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,993
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	17,993
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	17,993

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	18,811
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	18,811
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	112
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,699

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				17,993
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,657	
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: \$ 18,811				
a Applied to 2011, but not more than line 2a			3,657	
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				15,154
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,839
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	17,300
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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 | | | | X |
| (2) Other assets | | | | X |
| b Other transactions: | | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | | X |
| (3) Rental of facilities, equipment, or other assets | | | | X |
| (4) Reimbursement arrangements | | | | X |
| (5) Loans or loan guarantees | | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | | |

[illegible]

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

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

**Sign
Here**

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

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

9/27/2013
Date

SVP Wells Fargo Bank N.A.
Title

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

Handwritten signature

Date _____

9/27/2013

Check ☒ if self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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23-2667612 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

NEW JERSEY HEALTH FDN, INC

Street

120 ALBANY ST, TOWER 2, FIFTH FL

City

NEW BRUNSWICK

State

NJ

Zip Code

08084-1501

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,300

Name

LIBERTY SCIENCE CENTER INC

Street

222 JERSEY CITY BOULEVARD

City

JERSEY CITY

State

NJ

Zip Code

07305

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

FOUNDATION FOR MORRISTOWN MEDICAL

Street

475 SOUTH STREET FIRST FLOOR

City

MORRISTOWN

State

NJ

Zip Code

07960

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

GREATER LIFE, INC

Street

187 WAINWRIGHT ST

City

NEWARK

State

NJ

Zip Code

07108

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

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

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions										138,880	137,688	1,202
	Short Term CG Distributions										0	0	0
1	X ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/1/2013	504	500				4
2	X CREDIT SUISSE COMM RT ST	22544R305			8/26/2011		8/8/2012	664	750				-86
3	X DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		2/7/2013	571	475				96
4	X DODGE & COX INTL STOCK F	256206103			7/1/2008		8/8/2012	2,549	3,251				-702
5	X DODGE & COX INTL STOCK F	256206103			7/1/2008		11/19/2012	524	642				-118
6	X DODGE & COX INTL STOCK F	256206103			7/1/2008		4/1/2013	430	482				-52
7	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		8/8/2012	3,070	2,742				328
8	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		4/1/2013	856	675				181
9	X DODGE & COX INCOME FD C	256210105			5/10/2012		11/19/2012	3,836	3,770				66
10	X DODGE & COX INCOME FD C	256210105			8/10/2012		11/19/2012	7,003	6,933				70
11	X DODGE & COX INCOME FD C	256210105			7/1/2008		11/19/2012	5,626	4,923				703
12	X DODGE & COX INCOME FD C	256210105			2/11/2013		4/1/2013	443	444				-1
13	X DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	2,478	2,432				46
14	X J.P. MORGAN MID CAP VALUE	339128100			12/28/2010		8/8/2012	514	447				67
15	X GATEWAY FUND - Y #186	367828884			2/11/2013		4/1/2013	392	388				4
16	X HARBOR CAPITAL APRECTION	411511504			5/25/2011		8/8/2012	281	273				8
17	X HARBOR CAPITAL APRECTION	411511504			2/11/2013		4/1/2013	1,285	1,246				39
18	X HUSSMAN STRATEGIC GROW	448108100			10/20/2011		8/8/2012	6,467	7,338				-871
19	X HUSSMAN STRATEGIC GROW	448108100			10/20/2011		2/7/2013	5,356	6,486				-1,130
20	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	1,335	1,521				-186
21	X SHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	456	422				34
22	X SHARES CORE S & P 500 ETF	464287200			8/8/2012		4/1/2013	626	562				64
23	X SHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	5,207	4,582				625
24	X SHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	4,697	4,387				310
25	X KALMAR GR WVAL SM CAP F	483438206			2/11/2013		4/1/2013	362	362				0
26	X KEELEY SMALL CAP VAL FD C	487300808			12/28/2010		2/7/2013	4,481	3,624				857
27	X LAUDUS MONDRIAN INTL FHI	518500655			10/20/2011		4/1/2013	521	403				118
28	X LAUDUS MONDRIAN INTL FHI	518500655			10/20/2011		8/8/2012	3,608	3,742				-134
29	X MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		2/7/2013	587	523				64
30	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		8/8/2012	250	242				8
31	X MAINSTAY EP US EQUITY-INS	506531302			10/20/2011		4/1/2013	1,218	1,176				42
32	X MERGER FD SH BEN INT #260	589509108			10/20/2011		8/8/2012	4,872	4,800				72
33	X PIMCO TOTAL RET FD-INST #	693390700			11/19/2012		8/8/2012	1,571	1,565				6
34	X PIMCO TOTAL RET FD-INST #	693390700			11/19/2012		2/7/2013	20,746	21,506				-760
35	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	3,682	3,764				-82
36	X PIMCO FOREIGN BD FD USD	693390882			6/10/2012		4/1/2013	641	652				-11
37	X PIMCO FOREIGN BD FD USD	693390882			2/4/2011		8/8/2012	1,169	1,100				69
38	X PIMCO FOREIGN BD FD USD	693390882			2/14/2012		8/8/2012	406	391				15
39	X PIMCO FOREIGN BD FD USD	693390882			8/26/2011		8/8/2012	2,050	1,972				78
40	X PIMCO FOREIGN BD FD USD	693390882			10/20/2011		2/7/2013	562	554				8
41	X PIMCO FOREIGN BD FD USD	693390882			8/26/2011		2/7/2013	366	360				6
42	X RIDGEWORTH SEIX HY BD-I #	766281645			8/26/2011		8/8/2012	492	468				24
43	X RIDGEWORTH SEIX HY BD-I #	766281645			8/26/2011		11/19/2012	1,667	1,574				93
44	X RIDGEWORTH SEIX HY BD-I #	766281645			8/26/2011		2/7/2013	2,275	2,092				183
45	X T ROWE PRICE SHORT TERM	77957P105			8/26/2011		4/1/2013	369	337				32
46	X T ROWE PRICE SHORT TERM	77957P105			2/14/2012		8/8/2012	12,886	12,860				26
47	X T ROWE PRICE SHORT TERM	77957P105			5/10/2012		11/19/2012	5,020	5,009				11
48	X TCW SMALL CAP GROWTH FL	87234N849			12/28/2010		11/19/2012	582	622				-40
49	X TCW SMALL CAP GROWTH FL	87234N849			12/28/2010		11/19/2012	3,482	4,012				-530
50	X TCW SMALL CAP GROWTH FL	87234N849			12/28/2010		12/19/2012	3,026	3,321				-295
51	X TCW SMALL CAP GROWTH FL	87234N849			8/26/2011		12/19/2012	1,525	1,455				70
52	X TCW SMALL CAP GROWTH FL	87234N849			8/10/2012		12/19/2012	183	185				-2
53	X VANGUARD REIT VIPER	922908553			12/28/2010		8/8/2012	329	270				59
54	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		8/8/2012	1,085	1,110				-25
55	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		4/1/2013	970	912				58
56	X VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	685	631				54
57	X VANGUARD REIT VIPER	922908553			11/19/2012		4/1/2013	282	253				29
58	X VANGUARD REIT VIPER	922908553			12/28/2010		4/1/2013	352	270				82

Part I, Line 11 (990-PF) - Other Income

		5,300	5,300	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OMG ROYALTIES	5,300	5,300	

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

		96	96	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	96	96		

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

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

1	COST BASIS ADJUSTMENT	1	87
2	FEDERAL EXCISE TAX REFUND	2	531
3	Total	3	618

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	210
2	Total	2	210

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

Long Term CG Distributions															Short Term CG Distributions															Amount																			
																														1,328		0																	
Description of Property Sold															CUSIP #																																		
How Acquired															Date Acquired															Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1 ARTISAN MID CAP FUND-INST #1333															04314H600															2/11/2013		4/1/2013		504				0		500		4		0		0		4	
2 CREDIT SUISSE COMM RT ST-CCO #21562544R305																														8/26/2011		8/8/2012		664				0		750		-86		0		-86			
3 DIAMOND HILL LONG-SHORT FD CL I #25684S833																														7/1/2011		2/7/2013		571				0		475		96		0		96			
4 DODGE & COX INTL STOCK FD #1048																														10/20/2011		8/8/2012		2,549				0		3,251		-702		0		-702			
5 DODGE & COX INTL STOCK FD #1048																														7/1/2008		11/19/2012		524				0		642		-118		0		-118			
6 DODGE & COX INTL STOCK FD #1048																														7/1/2008		4/1/2013		430				0		482		-52		0		-52			
7 ARTISAN INTERNATIONAL FUND #681																														8/26/2011		8/8/2012		3,070				0		2,742		328		0		328			
8 ARTISAN INTERNATIONAL FUND #681																														4/1/2013		4/1/2013		856				0		675		181		0		181			
9 DODGE & COX INCOME FD COM #147																														5/10/2012		11/19/2012		3,836				0		3,770		66		0		66			
10 DODGE & COX INCOME FD COM #147																														8/10/2012		11/19/2012		7,003				0		6,933		70		0		70			
11 DODGE & COX INCOME FD COM #147																														7/1/2008		11/19/2012		5,628				0		4,823		703		0		703			
12 DODGE & COX INCOME FD COM #147																														2/11/2013		4/1/2013		443				0		444		-1		0		-1			
13 DREYFUS ENG MKT DEBT LOC CL #6606																														8/26/2011		2/7/2013		2,478				0		2,432		46		0		46			
14 J.P. MORGAN MID CAP VALUE-#1758																														12/28/2010		8/8/2012		514				0		447		67		0		67			
15 GATEWAY FUND-Y #1988																														2/11/2013		4/1/2013		392				0		388		4		0		4			
16 HARBOR CAPITAL APRECTION-INST #20																														5/25/2011		8/8/2012		291				0		273		18		0		18			
17 HARBOR CAPITAL APRECTION-INST #20																														2/11/2013		4/1/2013		1,265				0		1,246		19		0		19			
18 HUSSMAN STRATEGIC GROWTH FUND																														10/20/2011		8/8/2012		6,467				0		7,338		-871		0		-871			
19 HUSSMAN STRATEGIC GROWTH FUND																														10/20/2011		2/7/2013		5,356				0		6,486		-1,130		0		-1,130			
20 HUSSMAN STRATEGIC GROWTH FUND																														2/14/2012		2/7/2013		1,335				0		1,521		-186		0		-186			
21 SPARKS CORE S & P 500 ETF																														8/8/2012		2/7/2013		456				0		422		34		0		34			
22 SPARKS CORE S & P 500 ETF																														8/8/2012		4/1/2013		626				0		562		64		0		64			
23 SPARKS RUSSELL 2000 GROWTH																														11/19/2012		2/7/2013		5,207				0		4,582		625		0		625			
24 SPARKS RUSSELL 2000 GROWTH																														12/19/2012		2/7/2013		4,697				0		4,387		310		0		310			
25 KALMAR GR WVAL SM CAP FD #2																														2/11/2013		4/1/2013		362				0		362		0		0		0			
26 KEELEY SMALL CAP VAL FD CL I #2251																														12/28/2010		2/7/2013		4,481				0		3,624		857		0		857			
27 KEELEY SMALL CAP VAL FD CL I #2251																														10/20/2011		4/1/2013		521				0		403		118		0		118			
28 LAUDUS MONDRIAN INTL FLINST #2940518550655																														10/20/2011		8/8/2012		3,608				0		3,742		-134		0		-134			
29 LAUDUS MONDRIAN INTL FLINST #2940518550655																														2/14/2012		2/7/2013		587				0		623		-36		0		-36			
30 MFS VALUE FUND-CLASS I #893																														5/25/2011		8/8/2012		250				0		242		8		0		8			
31 MAINSTAY EP US EQUITY-INST #1204																														2/11/2013		4/1/2013		1,218				0		1,176		42		0		42			
32 MERGENT EP US BEN INT #260																														10/20/2011		8/8/2012		4,972				0		4,600		372		0		372			
33 PINCO TOTAL RET FD-INST #35																														11/19/2012		2/7/2013		1,571				0		1,565		6		0		6			
34 PINCO TOTAL RET FD-INST #35																														8/10/2012		2/7/2013		20,746				0		21,506		-760		0		-760			
35 PINCO TOTAL RET FD-INST #35																														8/10/2012		4/1/2013		3,682				0		3,764		-82		0		-82			
36 PINCO FOREIGN BD FD USD H-INST #1																														2/14/2011		4/1/2013		1,641				0		652		-11		0		-11			
37 PINCO FOREIGN BD FD USD H-INST #1																														2/14/2011		8/8/2012		1,169				0		1,100		69		0		69			
38 PINCO FOREIGN BD FD USD H-INST #1																														2/14/2012		8/8/2012		406				0		391		15		0		15			
39 PINCO FOREIGN BD FD USD H-INST #1																														8/26/2011		8/8/2012		2,050				0		1,972		78		0		78			
40 PINCO FOREIGN BD FD USD H-INST #1																														10/20/2011		2/7/2013		362				0		354		8		0		8			
41 RIDGEWORTH SEIX HY BD-1 #5855																														8/26/2011		8/8/2012		368				0		360		8		0		8			
42 RIDGEWORTH SEIX HY BD-1 #5855																														8/26/2011		11/19/2012		482				0		468		14		0		14			
43 RIDGEWORTH SEIX HY BD-1 #5855																														8/26/2011		2/7/2013		1,667				0		1,574		93		0		93			
44 RIDGEWORTH SEIX HY BD-1 #5855																														8/26/2011		4/1/2013		2,275				0		2,092		163		0		163			
45 T ROWE PRICE SHORT TERM BD FD #57857P105																														8/26/2011		2/7/2013		369				0		337		32		0		32			
46 T ROWE PRICE SHORT TERM BD FD #57857P105																														2/14/2012		8/8/2012		12,886				0		12,860		26		0		26			
47 TCW SMALL CAP GROWTH FUND-1 #4727234N848																														2/14/2012		11/19/2012		5,020				0		5,009		11		0		11			
48 TCW SMALL CAP GROWTH FUND-1 #4727234N848																														5/10/2012		11/19/2012		582				0		622		-40		0		-40			
49 TCW SMALL CAP GROWTH FUND-1 #4727234N848																														12/28/2010		11/19/2012		3,482				0		4,012		-530		0		-530			
50 TCW SMALL CAP GROWTH FUND-1 #4727234N848																														12/28/2010		2/7/2013		3,026				0		3,321		-295		0		-295			
51 TCW SMALL CAP GROWTH FUND-1 #4727234N848																														8/26/2011		12/19/2012		1,525				0		1,455		70		0		70			
52 VANGUARD REIT VIPER																														8/10/2012		12/19/2012		183				0		185		-2		0		-2			
53 SPDR DJ WILSHIRE INTERNATIONAL R #78463V683																														12/28/2010		8/8/2012		329				0		270		59		0		59			
54 SPDR DJ WILSHIRE INTERNATIONAL R #78463V683																														5/23/2011		4/1/2013		1,085				0		1,110		-25		0		-25			
55 VANGUARD REIT VIPER																														11/19/2012		2/7/2013		885				0		912		54		0		54			
56 VANGUARD REIT VIPER																														11/19/2012		4/1/2013		252				0		253		29		0		29			
57 VANGUARD REIT VIPER																														12/28/2010		4/1/2013		352				0		270		82		0		82			

1

6,044	0	Expense Account	0
6,044	0		0

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

	Date	Amount
1 Credit from prior year return	1	104
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	104

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

NJ does not require 990-PF if contributions are less than \$10,000

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	2519006868	23-2667612	04314H204	ARTISAN INTERNATIONAL FUND #661	\$17,951.78	671.85	\$13,746.00
Invest - Other	2519006868	23-2667612	256210105	DODGE & COX INCOME FD COM #147	\$28,951.96	2,096.45	\$26,929.57
Invest - Other	2519006868	23-2667612	411511504	HARBOR CAPITAL APRCTION-INST #2012	\$30,824.67	650.58	\$25,330.70
Invest - Other	2519006868	23-2667612	589509108	MERGER FD SH BEN INT #260	\$7,558.48	474.48	\$7,501.46
Invest - Other	2519006868	23-2667612	693390700	PIMCO TOTAL RET FD-INST #35	\$28,554.60	2,579.46	\$27,114.57
Invest - Other	2519006868	23-2667612	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$6,873.75	640.61	\$6,356.14
Invest - Other	2519006868	23-2667612	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$10,783.29	2,237.20	\$10,828.04
Invest - Other	2519006868	23-2667612	04314H600	ARTISAN MID CAP FUND-INS #1333	\$13,123.67	294.91	\$11,783.23
Invest - Other	2519006868	23-2667612	464287200	ISHARES CORE S & P 500 ETF	\$13,472.60	82.00	\$10,133.68
Invest - Other	2519006868	23-2667612	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$6,635.55	620.73	\$7,626.57
Invest - Other	2519006868	23-2667612	256206103	DODGE & COX INT'L STOCK FD #1048	\$18,391.34	487.32	\$11,897.01
Invest - Other	2519006868	23-2667612	552983694	MFS VALUE FUND-CLASS I #893	\$21,204.27	710.12	\$16,298.24
Invest - Other	2519006868	23-2667612	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$15,058.94	1,031.43	\$14,847.45
Invest - Other	2519006868	23-2667612	262028855	DRIEHAUS ACTIVE INCOME FUND	\$7,556.62	695.18	\$7,296.29
Invest - Other	2519006868	23-2667612	339128100	JP MORGAN MID CAP VALUE-I #758	\$9,730.73	300.15	\$7,059.43
Invest - Other	2519006868	23-2667612	922908553	VANGUARD REIT VIPER	\$12,881.96	182.00	\$9,839.31
Invest - Other	2519006868	23-2667612	483438206	KALMAR GR W/VAL SM CAP FD #2	\$6,596.77	349.41	\$6,027.24
Invest - Other	2519006868	23-2667612	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$14,040.18	338.00	\$15,247.18
Invest - Other	2519006868	23-2667612	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$14,749.01	418.89	\$14,492.81
Invest - Other	2519006868	23-2667612	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$12,294.88	299.00	\$11,039.03
Invest - Other	2519006868	23-2667612	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$9,864.35	475.85	\$7,919.08
Invest - Other	2519006868	23-2667612	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$15,822.63	1,537.67	\$14,399.17
Invest - Other	2519006868	23-2667612	367829884	GATEWAY FUND - Y #1986	\$12,923.10	457.94	\$12,591.71
Invest - Other	2519006868	23-2667612	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$16,774.55	2,227.70	\$19,402.54
Invest - Other	2519006868	23-2667612	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$6,371.12	189.79	\$4,643.93
TOTAL					\$358,990.80		\$320,350.38
Savings & Temp Inv	2519006868	23-2667612	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$9,860.65	9,860.65	\$9,860.65
Savings & Temp Inv	2519006868	23-2667612	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$6,036.81	6,036.81	\$6,036.81
Cash	2519006868	23-2667612			\$0.00	0.00	\$0.00
TOTAL					\$15,897.46		\$15,897.46
GRAND TOTAL					\$374,888.26		\$336,247.84