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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 CRESSON WM E PRIZE MEML FD TW		A Employer identification number 23-6653210
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
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		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,358,087	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,008	33,603		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	9,341			
	b Gross sales price for all assets on line 6a 473,375				
	7 Capital gain net income (from Part IV, line 2)		9,341		
	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	43,349	42,944	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,115	1,586		529
	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)	5,592	342		
	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	7,707	1,928	0	529
	25 Contributions, gifts, grants paid	45,000			45,000
26 Total expenses and disbursements. Add lines 24 and 25	52,707	1,928	0	45,529	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-9,358				
b Net investment income (if negative, enter -0-)		41,016			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	33,369	34,373	34,373
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,207,475	1,197,371	1,323,714
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,240,844	1,231,744	1,358,087
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	1,240,844	1,231,744	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,240,844	1,231,744	
	31 Total liabilities and net assets/fund balances (see instructions)	1,240,844	1,231,744	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,240,844
2 Enter amount from Part I, line 27a	2	-9,358
3 Other increases not included in line 2 (itemize) ☒ COST BASIS ADJUSTMENT	3	258
4 Add lines 1, 2, and 3	4	1,231,744
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,231,744

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) 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	9,341
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	50,350	1,249,591	0.040293
2010	49,841	1,230,011	0.040521
2009	37,339	1,096,190	0.034063
2008	69,860	982,199	0.071126
2007			0.000000

2 Total of line 1, column (d)	2	0.186003
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	0.046501
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,302,163
5 Multiply line 4 by line 3	5	60,552
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	410
7 Add lines 5 and 6	7	60,962
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	45,529

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)		1	820
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-)		2	0
3 Add lines 1 and 2		3	820
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	820
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,993	
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	2,993	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,173	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 820 Refunded	11	1,353	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?☐**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	2,115	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,277,254
b	Average of monthly cash balances	1b	44,739
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,321,993
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,321,993
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,830
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,302,163
6	Minimum investment return. Enter 5% of line 5	6	65,108

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	65,108
2a	Tax on investment income for 2012 from Part VI, line 5	2a	820
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	820
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,288
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	64,288
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	64,288

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	45,529
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	45,529
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	45,529

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				64,288
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			15,268	
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 ▶ \$ 45,529				
a Applied to 2011, but not more than line 2a			15,268	
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				30,261
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				34,027
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 Paid during the year See Attached Statement				
Total			3a	45,000
b Approved for future payment 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 | | 1a(1) | X |
| (2) Other assets | | 1a(2) | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | | 1b(3) | X |
| (4) Reimbursement arrangements | | 1b(4) | X |
| (5) Loans or loan guarantees | | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

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

**Sign
Here**

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

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

9/18/2013
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

JOSEPH J CASTRIANO

Allen

9/18/2013

Check ☒ if
self-employed

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN	13-4008324
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Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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CRESSON WM E PRIZE MEML FD TW

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

Recipient(s) paid during the year

Name

PENNA ACADEMY OF THE FINE ARTS

Street

128 N BROAD ST

City

PHILADELPHIA

State

PA

Zip Code

19102

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

45,000

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss										
Short Term CG Distributions										8,970		Capital Gains/Losses		Other sales		473,375		0		9,341										
Check "x" to include in Part IV		Description		CUSIP #		Purchaser		Check "x" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improve-ments		Depreciation		Adjustments		Net Gain or Loss		
1	X	KEELEY SMALL CAP VAL FD C	487300808							3/22/2012		8/8/2012		1,111	1,118													-7	1,918	
2	X	KEELEY SMALL CAP VAL FD C	487300808							2/6/2012		2/7/2013		11,546	9,628														0	1,114
3	X	KEELEY SMALL CAP VAL FD C	487300808							1/5/2012		2/7/2013		4,761	3,647														0	-14
4	X	LAUDUS MONDRIAN INTL FLH	518506855							2/6/2012		8/8/2012		5,449	5,463														0	35
5	X	LAUDUS MONDRIAN INTL FLH	518506855							4/23/2012		8/8/2012		2,062	2,027														0	160
6	X	LAUDUS MONDRIAN INTL FLH	518506855							4/23/2012		8/8/2012		5,570	5,410														0	-54
7	X	LAUDUS MONDRIAN INTL FLH	518506855							3/22/2012		2/7/2013		1,318	1,372														0	-32
8	X	LAUDUS MONDRIAN INTL FLH	518506855							1/5/2012		2/7/2013		887	919														0	15
9	X	MFS VALUE FUND-CLASS I B	552983894							3/22/2012		8/8/2012		1,902	1,887														0	869
10	X	MAINSTAY EP US EQUITY-INS	560631302							1/5/2012		8/8/2012		10,969	10,100														0	104
11	X	MAINSTAY EP US EQUITY-INS	560631302							2/6/2012		8/8/2012		3,554	3,450														0	-6
12	X	MAINSTAY EP US EQUITY-INS	560631302							3/22/2012		8/8/2012		2,016	2,022														0	14
13	X	MAINSTAY EP US EQUITY-INS	560631302							4/23/2012		8/8/2012		954	940														0	50
14	X	MERGER FD SH BEN INT 260	589509108							3/22/2012		8/8/2012		6,642	6,592														0	-2,542
15	X	PIMCO TOTAL RET FD-INST #	693390700							11/21/2012		2/7/2013		74,876	77,418														0	-304
16	X	PIMCO TOTAL RET FD-INST #	693390700							8/10/2012		8/8/2012		13,626	13,930														0	492
17	X	PIMCO FOREIGN BD FD USD	693390882							7/1/2010		8/8/2012		13,271	12,779														0	-4
18	X	PIMCO FOREIGN BD FD USD	693390882							4/23/2012		2/7/2013		2,164	2,168														0	16
19	X	PIMCO FOREIGN BD FD USD	693390882							2/6/2012		2/7/2013		1,235	1,219														0	37
20	X	RIDGEWORTH SEIX HY BD-1	766287645							3/22/2012		8/8/2012		2,617	2,580														0	133
21	X	RIDGEWORTH SEIX HY BD-1	766287645							3/22/2012		11/19/2012		6,031	5,898														0	105
22	X	ARTISAN INTERNATIONAL FU	04314H204							3/22/2012		8/8/2012		9,210	9,105														0	-36
23	X	CREDIT SUISSE COMM RT ST	22544R305							2/6/2012		8/8/2012		1,494	1,530														0	211
24	X	DIAMOND HILL LONG-SHORT	25264S833							2/6/2012		2/7/2013		2,125	1,914														0	-321
25	X	DODGE & COX INTL STOCK F	256208103							3/22/2012		8/8/2012		7,710	8,031														0	-3
26	X	DODGE & COX INTL STOCK F	256208103							3/22/2012		11/19/2012		1,964	1,967														0	235
27	X	DODGE & COX INCOME FD C	256210105							5/8/2012		11/19/2012		14,877	14,642														0	257
28	X	DODGE & COX INCOME FD C	256210105							8/10/2012		11/19/2012		25,585	25,328														0	368
29	X	DODGE & COX INCOME FD C	256210105							3/22/2012		11/19/2012		18,950	18,952														0	-832
30	X	HUSSMAN STRATEGIC GROW	448108100							2/6/2012		8/8/2012		11,146	11,978														0	-464
31	X	HUSSMAN STRATEGIC GROW	448108100							2/6/2012		2/7/2013		3,162	3,626														0	-1,664
32	X	HUSSMAN STRATEGIC GROW	448108100							3/22/2012		2/7/2013		14,707	16,371														0	785
33	X	HUSSMAN STRATEGIC GROW	448108100							4/23/2012		2/7/2013		6,247	7,032														0	245
34	X	ISHARES CORE S & P 500 ETF	464287200							2/2/2012		2/7/2013		1,975	1,730														0	2,244
35	X	ISHARES RUSSELL 2000 GRO	464287648							11/19/2012		2/7/2013		18,684	16,440														0	1,105
36	X	ISHARES RUSSELL 2000 GRO	464287648							12/19/2012		2/7/2013		16,744	15,639														0	637
37	X	DREYFUS EMG MKT DEBT LO	261980494							2/6/2012		2/7/2013		9,139	8,502														0	80
38	X	JP MORGAN MID CAP VALUE-	339128100							3/22/2012		8/8/2012		2,162	2,082														0	-1,262
39	X	HUSSMAN STRATEGIC GROW	448108100							1/5/2012		8/8/2012		12,538	13,800														0	79
40	X	T ROWE PRICE SHORT TERM	77957P105							2/6/2012		8/8/2012		38,391	38,312														0	-16
41	X	T ROWE PRICE SHORT TERM	77957P105							1/20/2010		8/8/2012		7,732	7,748														0	0
42	X	T ROWE PRICE SHORT TERM	77957P105							3/22/2012		8/8/2012		92	92														0	37
43	X	T ROWE PRICE SHORT TERM	77957P105							3/22/2012		11/19/2012		18,085	18,058														0	132
44	X	SPDR DJ WILSHIRE INTERNA	78463X863							3/20/2012		8/8/2012		2,675	2,843														0	111
45	X	SPDR DJ WILSHIRE INTERNA	78463X863							3/20/2012		11/19/2012		1,327	1,216														0	-1,404
46	X	TCW SMALL CAP GROWTH FL	87234N849							2/6/2012		11/19/2012		8,065	9,469														0	-1,033
47	X	TCW SMALL CAP GROWTH FL	87234N849							3/22/2012		11/19/2012		6,734	7,767														0	183
48	X	TCW SMALL CAP GROWTH FL	87234N849							1/5/2012		12/19/2012		8,783	8,600														0	-184
49	X	TCW SMALL CAP GROWTH FL	87234N849							3/22/2012		12/19/2012		1,963	2,157														0	-365
50	X	TCW SMALL CAP GROWTH FL	87234N849							4/23/2012		12/19/2012		4,845	5,210														0	-99
51	X	TCW SMALL CAP GROWTH FL	87234N849							8/10/2012		12/19/2012		1,493	1,509														0	228
52	X	VANGUARD REIT VIPER	922908553							3/20/2012		8/8/2012		2,371	2,272														0	416
53	X	VANGUARD REIT VIPER	922908553							2/2/2012		2/7/2013		2,534	2,306														0	
54	X	RIDGEWORTH SEIX HY BD-1 #	766287645							2/6/2012		2/7/2013		8,325	7,909														0	

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

		5,592	342	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	2,257			
2	ESTIMATED EXCISE TAX PAID	2,993			
3	FOREIGN TAX WITHHELD	342	342		

Part II, Line 13 (990-PF) - Investments - Other

		1,207,475		1,197,371		1,323,714
		Book Value	Book Value	Book Value	FMV	
		Beg. of Year	End of Year	End of Year	End of Year	
1	INVESTMENTS - OTHER	1,207,475	1,197,371	1,197,371	1,323,714	

8,970

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	10/10/2012	2 748
3 Second quarter estimated tax payment	11/9/2012	3 748
4 Third quarter estimated tax payment	2/11/2013	4 748
5 Fourth quarter estimated tax payment	5/7/2013	5 749
6 Other payments		6 0
7 Total		7 2,993

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	15,268
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	15,268

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EIN 23-6653210

FYE 5/31/2013

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Coast
Cash	1513850431	23-6653210			\$0.00	0.00	\$0.00
Invest - Other	1513850431	23-6653210	04314H204	ARTISAN INTERNATIONAL FUND #661	\$67,901.59	2,541.23	\$54,353.70
Invest - Other	1513850431	23-6653210	256210105	DODGE & COX INCOME FD COM #147	\$105,609.72	7,647.34	\$104,056.71
Invest - Other	1513850431	23-6653210	411511504	HARBOR CAPITAL APRCTON-INST #2012	\$115,424.50	2,436.14	\$86,335.71
Invest - Other	1513850431	23-6653210	589509108	MERGER FD SH BEN INT #260	\$27,155.66	1,704.69	\$26,715.65
Invest - Other	1513850431	23-6653210	693390700	PIMCO TOTAL RET FD-INST #35	\$104,846.52	9,471.23	\$104,944.67
Invest - Other	1513850431	23-6653210	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$24,707.12	2,302.62	\$24,518.52
Invest - Other	1513850431	23-6653210	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$38,741.70	8,037.70	\$38,902.46
Invest - Other	1513850431	23-6653210	04314H600	ARTISAN MID CAP FUND-INS #1333	\$49,030.68	1,101.81	\$44,451.17
Invest - Other	1513850431	23-6653210	464287200	ISHARES CORE S & P 500 ETF	\$50,768.70	309.00	\$41,506.41
Invest - Other	1513850431	23-6653210	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$23,841.12	2,230.23	\$23,493.05
Invest - Other	1513850431	23-6653210	256206103	DODGE & COX INT'L STOCK FD #1048	\$67,813.61	1,796.86	\$53,550.10
Invest - Other	1513850431	23-6653210	552983694	MFS VALUE FUND-CLASS I #893	\$80,804.59	2,706.12	\$66,414.92
Invest - Other	1513850431	23-6653210	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$54,097.47	3,705.31	\$52,546.46
Invest - Other	1513850431	23-6653210	262028855	DRIEHAUS ACTIVE INCOME FUND	\$27,136.23	2,496.43	\$26,198.93
Invest - Other	1513850431	23-6653210	339128100	JP MORGAN MID CAP VALUE-I #758	\$35,110.28	1,082.98	\$27,182.40
Invest - Other	1513850431	23-6653210	922908553	VANGUARD REIT VIPER	\$48,625.86	687.00	\$42,362.09
Invest - Other	1513850431	23-6653210	483438206	KALMAR GR W/VAL SM CAP FD #2	\$25,104.45	1,329.69	\$22,937.07
Invest - Other	1513850431	23-6653210	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$50,428.35	1,214.00	\$51,653.91
Invest - Other	1513850431	23-6653210	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$52,959.18	1,504.10	\$48,960.92
Invest - Other	1513850431	23-6653210	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$46,383.36	1,128.00	\$39,405.93
Invest - Other	1513850431	23-6653210	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$35,437.54	1,709.48	\$30,257.99
Invest - Other	1513850431	23-6653210	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$58,197.27	5,655.71	\$54,294.64
Invest - Other	1513850431	23-6653210	367829884	GATEWAY FUND - Y #1986	\$47,838.09	1,695.18	\$46,620.87
Invest - Other	1513850431	23-6653210	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$60,972.71	8,097.31	\$67,150.25
Invest - Other	1513850431	23-6653210	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$24,777.24	738.08	\$18,555.98
				TOTAL OTHER INVESTMENTS	\$1,323,713.54		\$1,197,370.51
Savings & Temp Inv	1513850431	23-6653210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$34,373.18	34,373.18	\$34,373.18
				TOTAL SAVINGS & INVESTMENTS	\$34,373.18		\$34,373.18
				GRAND TOTAL	\$1,358,086.72		\$1,231,743.69