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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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

FLACH MUSIC FUND

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

Room/suite

City or town, state, and ZIP code

Winston Salem

NC

27101-3818

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

A Employer identification number

23-7711957

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 311,071 (Part I, column (d) must be on cash basis)

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		8,269	8,269		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10	12,910				
b Gross sales price for all assets on line 6a	130,747				
7 Capital gain net income (from Part IV, line 2)		12,910			
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	21,179	21,179	0		
13 Compensation of officers, directors, trustees, etc	4,202	3,151			1,051
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)	116				
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	4,318	3,267	0		1,051
25 Contributions, gifts, grants paid	9,000				9,000
26 Total expenses and disbursements. Add lines 24 and 25	13,318	3,267	0		10,051
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	7,861				
b Net investment income (if negative, enter -0-)		17,912			
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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Assets	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	
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments		8,239	10,523
3	Accounts receivable ►			10,523
	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)		153,359	
	c Investments—corporate bonds (attach schedule)		75,311	
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		48,974	283,113
14	Land, buildings, and equipment basis ►			300,548
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (descnbe ► )			
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item 1)		285,883	293,636
				311,071
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (descnbe ► )			
23	<b>Total liabilities</b> (add lines 17 through 22)		0	0
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.		
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.		
27	Capital stock, trust principal, or current funds			293,636
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		285,883	
30	<b>Total net assets or fund balances</b> (see instructions)		285,883	293,636
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		285,883	293,636

**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	285,883
2	Enter amount from Part I, line 27a	2	7,861
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	25
4	Add lines 1, 2, and 3	4	293,769
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	133
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	293,636

**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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> 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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b> 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 }		<b>2</b>	12,910	
<b>3</b> 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		<b>3</b>	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	14,370	292,274	0.049166
2010	17,594	302,572	0.058148
2009	9,000	277,102	0.032479
2008	14,955	259,028	0.057735
2007	19,580	364,781	0.053676

**2** Total of line 1, column (d) . . . . .

**3** Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .

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

**5** Multiply line 4 by line 3 . . . . .

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

**7** Add lines 5 and 6 . . . . .

**8** Enter qualifying distributions from Part XII, line 4 . . . . .

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

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

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

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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

6a 116

6b

6c

6d

1	358
2	0
3	358
4	
5	358

7	116
8	
9	242
10	0
11	0

Refunded ►

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

	Yes	No
1a		X
1b	X	
1c	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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

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

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

PA

2	X
3	
4a	X
4b	N/A
5	X

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)

or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

6	X
7	X
8b	X
9	X
10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933	
	Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
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 X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 ►	
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?	
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_____	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

**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	3,000		
CHARLES T. NOONAN, ESQ. 526 WEST WALNUT STREET ALLENTOWN, PA	TRUSTEE 1.25	1,202		
-----				
-----				
-----				
-----				

**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		

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**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.

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.

1	NONE	
	-----	
2		
	-----	
	-----	
All other program-related investments See instructions		
3	NONE	
	-----	
	-----	

All other program-related investments See instructions

**3** NONE ► 0

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**Total. Add lines 1 through 3**

**Form 990-PF (2012)**

**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 294,200
b	Average of monthly cash balances	1b 11,309
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 305,509
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	3 305,509
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 4,583
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 300,926
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 15,046

**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 15,046
2a	Tax on investment income for 2012 from Part VI, line 5	2a 358
b	Income tax for 2012 (This does not include the tax from Part VI )	2b
c	Add lines 2a and 2b	2c 358
3	Distributable amount before adjustments Subtract line 2c from line 1	3 14,688
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 14,688
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 14,688

**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 10,051
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 10,051
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 10,051

**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				14,688
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
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		1,476		
e From 2011				
f Total of lines 3a through e		1,476		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 10,051				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				10,051
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))		1,476		1,476
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				3,161
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				►
1 b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
2 b	85% of line 2a				0
2 c	Qualifying distributions from Part XII, line 4 for each year listed				0
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
2 e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				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

**WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4TH FLOOR WINSTON SALEM, NC 27101-3818 (888) 234-1999**

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

**VIA WEBSITE [HTTPS://WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/FLACH](https://www.wellsfargo.com/privatefoundationgrants/flach)**

c Any submission deadlines

**OCTOBER 31**

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

**TO BE ELIGIBLE, ORGANIZATION MUST BE A QUALIFIED 501 (C)(3) AND SUBMIT APPLICATION THROUGH THE ONLINE FORM**

## 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				
<b>Total</b>			► 3a	9,000
b Approved for future payment NONE				
<b>Total</b>			► 3b	0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	8,269	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	12,910	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		21,179	0
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>			13		21,179

**Part V. B. Relationship of Activities to the Accomplishment of Exempt Purposes**

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . .

Yes  No

**b** If "Yes," complete the following schedule

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

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

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

**Sign  
Here**

John S. Genter SVP Wells Fargo Bank N.A.

9/25/2013

SVB Wells Fargo Bank N.A.

---

**Signature of officer or trustee**

9/25/2013

Signature of officer or trustee		Date	Date		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		9/25/2013	P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000	

FLACH MUSIC FUND

23-7711957 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

SATORI

Street

2985 FAIRFIELD DR. NORTH

City ALLENTOWN	State PA	Zip Code 18103	Foreign Country
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Relationship

NONE Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

PENNSYLVANIA SINFONIA ORCHESTRA

Street

1524 WEST LINDEN STREET

City ALLENTOWN	State PA	Zip Code 18102	Foreign Country
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Relationship

NONE Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

Name

ALLENTOWN SYMPHONY ASSOCIATION

Street

23 N 6TH ST

City ALLENTOWN	State PA	Zip Code 18101	Foreign Country
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Relationship

NONE Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

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	Cost, Other Basis and Expenses		Net Gain or Loss	
											Capital Gains/Losses			
											Other Sales	0		
1	X	WELLS FARGO ADV DIV INTL	949917322		8/26/2011	12/5/2012	12,393	11,256				117,837	12,910	
2	X	WF ADV ENDEAVOR SELECT	949915565		8/26/2011	8/15/2012	1,856	1,614				0	342	
3	X	WF ADV ENDEAVOR SELECT	949915565		8/26/2008	8/15/2012	15,267	15,171				0	96	
4	X	WF ADV ENDEAVOR SELECT	949915565		8/22/2009	8/15/2012	1,466	817				0	649	
5	X	WF ADV ENDEAVOR SELECT	949915565		8/16/2008	8/15/2012	3,008	2,970				0	38	
6	X	WELLS FARGO ADV INTL SON	94995D582		8/25/2011	8/19/2013	3,000	3,005				0	-55	
7	X	WF ADV C & B LARGE CAP VA	94975J268		8/26/2011	2/19/2013	4,252	3,997				0	855	
8	X	WF ADV C & B LARGE CAP VA	94975J268		5/25/2011	2/19/2013	13,910	12,963				0	1,347	
9	X	TCW SMALL CAP GROWTH F	872234N849		12/17/2010	11/27/2012	7,846	6,584				0	-938	
10	X	SPDR DJ WILSHIRE INTERNA	75463X863		5/23/2011	5/23/2013	2,001	1,924				0	177	
11	X	SPDR DJ WILSHIRE INTERNA	75463X863		5/23/2011	2/19/2013	1,501	1,427				0	0	
12	X	KEELEY SMALL CAP VALUE F	497300908		12/17/2010	5/23/2013	8,056	5,962				0	2,104	
13	X	HARBOR INTERNATIONAL FD IN	411511306		12/5/2012	5/23/2013	2,000	1,952				0	0	
14	X	GOLDMAN SACHS LIC VALUE	38142Y773		10/31/2008	8/15/2012	2,681	2,051				0	148	
15	X	JPMORGAN MID CAP VALUE	359128100		12/17/2010	5/23/2013	10,898	7,876				0	630	
16	X	DREYFUS EMG MKT DEBT LO	261980494		8/26/2011	8/15/2012	2,148	2,244				0	3,082	
17	X	DREYFUS EMG MKT DEBT LO	261980494		12/17/2010	8/15/2012	5,981	5,873				0	-98	
18	X	DODGE & COX INTL STOCK	2562266103		2/26/2008	8/15/2012	3,652	5,031				0	-1,379	
19	X	DODGE & COX INTL STOCK F	2562266103		10/31/2008	8/15/2012	2,231	1,778				0	453	
20	X	DODGE & COX INTL STOCK F	256206103		2/22/2009	8/15/2012	2,849	1,719				0	-1,130	
21	X	ARTIO INTERNATIONAL EQ F	04315J037		5/25/2011	8/15/2012	722	883				0	-161	
22	X	ARTIO INTERNATIONAL EQ F	04315J037		2/26/2008	8/15/2012	5,602	6,981				0	-3,339	
23	X	ARTIO INTERNATIONAL EQ F	04315J037		2/22/2009	8/15/2012	787	677				0	110	
24	X	ARTIO INTERNATIONAL EQ F	04315J037		10/31/2008	8/15/2012	989	981				0	-12	
25	X	GOLDMAN SACHS LIC VALUE	38142Y773		2/22/2009	8/15/2012	797	523				0	274	
26	X	GOLDMAN SACHS GRTH OFF	38142Y401		10/31/2008	8/15/2012	2,920	1,815				0	1,105	
27	X	GOLDMAN SACHS GRTH OFF	38142Y401		2/21/2009	8/15/2012	2,718	1,351				0	1,387	
28	X	GOLDEN LARGE CAP CORE F	34984T881		2/21/2009	11/27/2012	1,243	796				0	447	
29	X	GOLDEN LARGE CAP CORE F	34984T881		2/27/2009	11/27/2012	3,871	2,256				0	1,615	
30	X	GOLDEN LARGE CAP CORE F	34984T881		10/31/2008	11/27/2012	3,421	2,310				0	911	

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAXES PAID	116	116	0	0

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1			153,359	153,359	0	0

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1				75,311	75,311	0	0

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			48,974	283,113	300,548

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

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

1 FEDERAL EXCISE TAX REFUND	1	23
2 ROUNDING	2	2
3 Total	3	25

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

1 PY RETURN OF CAPITAL ADJUSTMENT	1	133
2 Total	2	133

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

Long Term CG Distributions		Short Term CG Distributions		Amount		781		129,966		0		0		117,637		12,129	
Description of Property Sold	cusip #	How Acquired	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments		F MV as of 12/31/69	Cost or Other Basis Plus	Expense of Sale	Adjusted Basis as of 12/31/69	F MV as of 12/31/69	Excess of F MV Over Adjusted Basis or Losses	Gains Minus Excess of F MV Over Adjusted Basis or Losses	
1 WELL FARGO ADV INT'L FUND #111	949975322		8/28/2011	12/5/2012	12,393					11,256				0	0	0	1,137
2 W/F ADV ENDEAVOR SELECT #3124	949955982		8/28/2011	8/15/2012	1,959					1,114				0	0	0	342
3 W/F ADV ENDEAVOR SELECT #3124	949955865		2/28/2008	1/5/2012	15,287					15,171				0	0	0	96
4 W/F ADV ENDEAVOR SELECT #3124	949955855		2/22/2009	8/15/2012	1,466					817				0	0	0	649
5 W/F ADV ENDEAVOR SELECT #3124	949955865		8/15/2012		3,008					2,970				0	0	0	38
6 WELL FARGO ADV INT'L BOND IS #47044862D582			5/25/2011	2/19/2013	3,000					3,000				0	0	0	-55
7 W/F ADV C & BLARKE CAP VAL #1861			5/28/2011	4/25/2011	4,252					3,997				0	0	0	0
8 W/F ADV C & BLARKE CAP VAL #1861			5/28/2011	2/19/2013	1,921					1,397				0	0	0	0
9 TCM SMALL CAP GROWTH FUND #441773N489			12/17/2010	1/27/2012	7,846					6,984				0	0	0	938
10 SPDR DU WILSHIRE INTERNATIONAL R	84651X863		5/23/2011	2/19/2013	2,001					1,324				0	0	0	0
11 SPDR DU WILSHIRE INTERNATIONAL R	84651X863		5/23/2011	2/19/2013	1,501					1,427				0	0	0	74
12 KEELEY SMALL CAP VAL FD CL #2251			12/17/2010	5/23/2013	8,068					5,962				0	0	0	2,104
13 HARBOR INTERNATIONAL FD INST #20111			12/5/2012	5/23/2013	2,000					1,952				0	0	0	148
14 GOLDMAN SACHS LUC VALUE #14716			10/31/2008	8/15/2012	2,581					2,051				0	0	0	631
15 MORGAN GRAMMID CAP #14758			12/17/2010	8/15/2013	0,938					7,876				0	0	0	0
16 DREIFUS EMG MKT DEBT LOC C- #608			8/28/2011	8/15/2012	2,148					2,244				0	0	0	-96
17 DREIFUS EMG MKT DEBT LOC C- #608			12/17/2010	8/15/2012	5,851					5,873				0	0	0	0
18 DODGE & COX INT'L STOCK FD #1048			2/26/2008	8/15/2012	3,652					5,031				0	0	0	-1,379
19 DODGE & COX INT'L STOCK FD #1048			10/31/2008	8/15/2012	2,231					1,179				0	0	0	453
20 DODGE & COX INT'L STOCK FD #1048			2/22/2009	8/15/2012	2,849					1,150				0	0	0	1,310
21 ARTIO INTERNATIONAL FD #15229	0415159337		5/25/2011	8/15/2012	722					885				0	0	0	-161
22 ARTIO INTERNATIONAL FD #15229	0415159337		2/22/2009	8/15/2012	5,602					8,981				0	0	0	-3,379
23 ARTIO INTERNATIONAL FD #15229	0415159337		10/31/2008	8/15/2012	787					977				0	0	0	110
24 ARTIO INTERNATIONAL FD #15229	0415159337		10/31/2008	8/15/2012	869					981				0	0	0	-12
25 GOLDMAN SACHS L/C VALUE #14716	36142Y773		2/22/2009	8/15/2012	797					523				0	0	0	274
26 GOLDMAN SACHS GRTH OPFD #11328142Y401			10/31/2008	8/15/2012	2,229					1,115				0	0	0	1,105
27 GOLDMAN SACHS GRTH OPFD #11328142Y401			2/22/2009	8/15/2012	1,351					1,367				0	0	0	1,367
28 GOLDEN LARGE CAP CORE FUND-I	348471881		2/22/2009	1/27/2012	1,243					796				0	0	0	447
29 GOLDEN LARGE CAP CORE FUND-I	348471881		348471881		2,556					3,871				0	0	0	1,615
30 GOLDEN LARGE CAP CORE FUND-I	348471881		10/31/2008	1/27/2012	2,310					3,421				0	0	0	911

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

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

	Date	Amount
1 Credit from prior year return	1	116
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	116