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 JUN 1, 2012 , and ending MAY 31, 2013

Name of foundation
CECILIA YOUNG WILLARD HELPING FUND
C/O BROADWAY NATIONAL BANK

A Employer identification number
74-6350893

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 17001-TR-ATTN:BERTHA ZAPATA

B Telephone number
(210) 283-6700

City or town, state, and ZIP code
SAN ANTONIO, TX 78217-0001

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 [X] 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) ▶$ 5,041,295.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	100,474.	100,474.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,733.			
	b Gross sales price for all assets on line 6a 457,230.				
	7 Capital gain net income (from Part IV, line 2)		50,733.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income		1,830.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	151,207.	153,037.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,774.	37,774.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,810.	2,810.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	3,669.	3,669.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	38.	38.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44,291.	44,291.		0.
	25 Contributions, gifts, grants paid	216,360.			216,360.
	26 **Total expenses and disbursements.** Add lines 24 and 25	260,651.	44,291.		216,360.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<109,444.>			
	b **Net investment income** (if negative, enter -0-)		108,746.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	153,817.	158,994.	158,994.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 6	332,138.	332,138.	338,238.
	b Investments - corporate stock STMT 7	1,180,138.	1,153,929.	1,852,601.
	c Investments - corporate bonds STMT 8	231,917.	231,917.	252,133.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	4,358.	3,578.	4,106.
	13 Investments - other STMT 10	2,176,203.	2,088,973.	2,435,223.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,078,571.	3,969,529.	5,041,295.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	794.	794.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	212,828.	103,384.	
	30 **Total net assets or fund balances**	4,078,571.	3,969,529.	
	31 **Total liabilities and net assets/fund balances**	4,078,571.	3,969,529.	

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	4,078,571.
2 Enter amount from Part I, line 27a	2	<109,444.>
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS	3	402.
4 Add lines 1, 2, and 3	4	3,969,529.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,969,529.

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	BROADWAY BANK - VARIOUS			
b	BROADWAY BANK - VARIOUS	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(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	60,939.		62,939.	<2,000.>
b	380,551.		343,558.	36,993.
c	15,740.			15,740.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<2,000.>
b				36,993.
c				15,740.
d				
e				

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 50,733.

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) If (loss), enter -0- in Part I, line 8 } 3 N/A

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	206,947.	4,085,838.	.050650
2010	197,779.	4,101,461.	.048222
2009	211,123.	4,274,206.	.049395
2008	321,416.	4,564,385.	.070418
2007	382,587.	4,843,902.	.078983

2	Total of line 1, column (d)	2	.297668
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	.059534
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,974,718.
5	Multiply line 4 by line 3	5	236,631.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,087.
7	Add lines 5 and 6	7	237,718.
8	Enter qualifying distributions from Part XII, line 4	8	216,360.

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)

1a	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		1	2,175.
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	2,175.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,175.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,660.		
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	1,660.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	6.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	521.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ WWW.BROADWAYBANK.COM

14 The books are in care of ▶ BROADWAY NATIONAL BANK TRUST DIV Telephone no ▶ (210) 283-6700

Located at ▶ SAN ANTONIO, TEXAS ZIP+4 ▶ 78217-0001

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)? N/A	1b		
	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?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
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.)* N/A	3b		
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)? ☐ 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)? N/A **5b**
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? **6b** No: X
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? N/A **7b**

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.

(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
BROADWAY NATL BANK-TR DEPT POST OFFICE BOX 17001-TRUST SAN ANTONIO	TRUSTEE 10.00	37,774.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
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	3,836,374.
b	Average of monthly cash balances	1b	198,873.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,035,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,035,247.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,529.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,974,718.
6	**Minimum investment return.** Enter 5% of line 5	6	198,736.

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	198,736.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,175.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,175.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	196,561.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	196,561.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	196,561.

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	216,360.
b	Program-related investments - total from Part IX-B	1b	0.
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	216,360.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	216,360.

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				196,561.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 146,846.				
b From 2008 94,852.				
c From 2009				
d From 2010				
e From 2011 5,950.				
f Total of lines 3a through e	247,648.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 216,360.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				196,561.
e Remaining amount distributed out of corpus	19,799.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	267,447.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	146,846.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	120,601.			
10 Analysis of line 9				
a Excess from 2008 94,852.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 5,950.				
e Excess from 2012 19,799.				

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)

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

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 ▶ [X] 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

BROADWAY NATIONAL BANK-TRUST DIVISION (210) 283-6700

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

NATURE OF THE ORGANIZATION AND PURPOSE OF GRANT REQUEST

c Any submission deadlines

JUNE 1 OF EACH YEAR

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
ANY BABY CAN OF SAN ANTONIO			CHARITABLE	2,000.
BALTIMORE SYMPHONY ORCHESTRA			CHARITABLE	10,000.
BIG BROTHERS & BIG SISTERS OF SOUTH TEXAS			CHARITABLE	2,000.
BRIGHTON SCHOOL INC			CHARITABLE	2,000.
CHILDREN'S BEREAVEMENT CENTER			CHARITABLE	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	216,360.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	100,474.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	15,740.	34,993.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		116,214.	34,993.

13 Total. Add line 12, columns (b), (d), and (e) 13 151,207.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
4	DIVIDENDS REPORTED IN GROSS LESS CAPITAL GAINS ON MUTUAL FUNDS
8	RESULT OF SALES OF INVESTMENTS

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

BROADWAY NATIONAL BANK BY [signature] 10/4/13 Vice President

Signature of officer or trustee — Vice President & Trust Officer | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
H L SCHWARTZMAN CPA	H. L. Schwartzman	9/30/13		P00032172
Firm's name ▶ ALONZO, BACARISSE, IRVINE & PALMER, P.C			Firm's EIN ▶ 76-0689865	
Firm's address ▶ 4801 NORTHWEST LOOP 410, SUITE 725 SAN ANTONIO, TX 78229-5308			Phone no 210-341-2581	

Account Name : WILLARD, CECILIA YOUNG HELPING FUND

Account No : 009413

Schedule D

Taxpayer I D : XX-XXX0893

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
1,520	VANGUARD FTSE EMERGING MARKET ETF	Buy	08/18/2011	07/31/2012	Short	60,938.62	62,938.64	-2,000.02
155	ADOBE SYSTEMS INC.	Free	08/27/2004	07/23/2012	Long	4,734.68	3,611 45	1,123.23
550	ADOBE SYSTEMS INC.	Free	12/28/2004	07/23/2012	Long	16,800.47	17,446.00	-645.53
250	ADOBE SYSTEMS INC.	Free	12/07/2006	07/23/2012	Long	7,636.58	9,564 97	-1,928.39
250	ADOBE SYSTEMS INC.	Buy	11/01/2010	07/23/2012	Long	7,636.58	7,052.50	584.08
55	AMPHENOL CORP - CLASS A	Free	09/06/2006	09/12/2012	Long	3,359.87	1,593.91	1,765.96
25	APPLE INC.	Buy	11/17/2008	09/12/2012	Long	16,527.63	2,244.58	14,283.05
293.444	COLUMBIA ACORN FUND CL Z	Buy	11/05/2010	09/13/2012	Long	9,355.00	8,533.35	821.65
145	EXPRESS SCRIPTS HOLDING COMPANY	Buy	11/05/2009	09/12/2012	Long	9,007.21	6,047.82	2,959.39
72.690	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	06/20/2012	Long	72.69	72.71	-0 02
78.050	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	07/20/2012	Long	78.05	78.07	-0 02
62.700	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	08/20/2012	Long	62.70	62 72	-0.02
23.740	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	09/20/2012	Long	23 74	23.75	-0.01
90.260	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	10/20/2012	Long	90.26	90.29	-0.03
102 890	GOVT NATL MTG ASSN #2741 6 500% 04/20/2029	Free	04/21/1999	11/20/2012	Long	102.89	102.92	-0 03
48.390	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	12/20/2012	Long	48.39	48 41	-0.02
47.080	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	01/20/2013	Long	47.08	47.09	-0.01
61.100	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	02/20/2013	Long	61.10	61.12	-0 02

June 01, 2012 To May 31, 2013

Account Name : WILLARD, CECILIA YOUNG HELPING FUND

Account No : 009413

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
42.870	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	03/20/2013	Long	42 87	42.88	-0.01
91.930	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	04/20/2013	Long	91.93	91.96	-0.03
59 090	GOVT NATL MTG ASSN #2741 6.500% 04/20/2029	Free	04/21/1999	05/20/2013	Long	59.09	59.11	-0.02
1,100	IPATH DOW JONES-AIG COMMODITY INDEX FUND	Buy	08/17/2009	03/19/2013	Long	44,560.11	41,584.95	2,975.16
955	IPATH DOW JONES-AIG COMMODITY INDEX FUND	Buy	11/02/2010	03/19/2013	Long	38,686.28	42,868.99	-4,182.71
2,391 832	LOOMIS SAYLES GLOBAL BOND FUND	Buy	03/25/2009	05/29/2013	Long	39,943.59	31,333.00	8,610.59
977.995	LOOMIS SAYLES GLOBAL BOND FUND	Buy	11/10/2009	05/29/2013	Long	16,332 52	16,000.00	332.52
296.805	LOOMIS SAYLES SMALL CAP VALUE FUND	Free	11/23/2004	09/13/2012	Long	8,862.59	7,384.51	1,478.08
316 307	LOOMIS SAYLES SMALL CAP VALUE FUND	Free	11/23/2004	09/13/2012	Long	9,444.92	7,869.72	1,575.20
738 027	LOOMIS SAYLES SMALL CAP VALUE FUND	Free	12/29/2005	09/13/2012	Long	22,037.48	18,672.08	3,365.40
145	SPDR S&P BIOTECH ETF	Buy	11/19/2010	09/12/2012	Long	13,209.30	8,635.13	4,574.17
15	SPDR S&P MIDCAP 400 ETF TRUST	Free	12/17/2007	09/12/2012	Long	2,745.84	2,323.90	421.94
35	SPDR S&P MIDCAP 400 ETF TRUST	Buy	11/05/2009	09/12/2012	Long	6,406.95	4,317.51	2,089.44
504.326	VANGUARD EXPLORER FUND ADMIRAL SHARES	Free	04/19/2006	09/13/2012	Long	38,475.00	39,998 06	-1,523.06
225	WALT DISNEY COMPANY	Free	09/19/2006	09/12/2012	Long	11,627.76	6,709.04	4,918.72
1,775	WISDOM TREE EMERGING CURRENCY FUND	Buy	07/08/2011	10/17/2012	Long	36,894.67	41,590.20	-4,695.53
745	WISDOM TREE EMERGING CURRENCY FUND	Buy	08/02/2011	10/17/2012	Long	15,485.37	17,395.75	-1,910.38
						441,489.81	**406,497.09**	**34,992.72**

Part XV . Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
CHILDREN'S CHORUS OF SAN ANTONIO			CHARITABLE	2,000.
CLARITY CHILD GUIDANCE CENTER			CHARITABLE	3,000.
CROSSNORE SCHOOL			EDUCATIONAL	11,863.
FIRST PRESBYTERIAN CHURCH			RELIGIOUS	19,771.
GILCHRIST HOSPICE CARE			CHARITABLE	20,000.
GRANDFATHER HOME FOR CHILDREN			CHARITABLE	11,863.
HILL COUNTRY DAILY BREAD MINISTRIES			CHARITABLE	2,000.
HOUSE OF RUTH			RELIGIOUS	15,000.
IRVINE NATURE SCIENCE CENTER			SCIENTIFIC	20,000.
JOHN'S HOPKINS ONCOLOGY CENTER			SCIENTIFIC	10,000.
Total from continuation sheets				198,360.

Part XV . Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
JUVENILE DIABETES RESEARCH FOUNDATION			CHARITABLE	2,000.
KINETIC KIDS			CHARITABLE	2,000.
LEES-MCRAE COLLEGE			EDUCATIONAL	11,863.
MAKE-A-WISH FOUNDATION			CHARITABLE	3,000.
MARYLAND HISTORICAL SOCIETY			EDUCATIONAL	10,000.
MID-TEX SYMPHONY SOCIETY			EDUCATIONAL	2,000.
MISSION ROAD DEVELOPMENT CENTER			CHARITABLE	2,000.
PICKERSGILL RETIREMENT COMMUNITY			CHARITABLE	15,000.
PROJECT MEND			CHARITABLE	2,000.
SAN ANTONIO FOOD BANK			CHARITABLE	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
SETON HOME			CHARITABLE	2,000.
THE ARC OF SAN ANTONIO, INC.			CHARITABLE	2,000.
THE CHILDREN'S SHELTER			CHARITABLE	3,000.
THE SALVATION ARMY BALTIMORE AREA COMMAND			CHARITABLE	20,000.
TRANSPLANTS FOR CHILDREN			MEDICAL	3,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST - VARIOUS	23,788.	0.	23,788.
INTEREST - VARIOUS	92,426.	15,740.	76,686.
TOTAL TO FM 990-PF, PART I, LN 4	116,214.	15,740.	100,474.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	0.	1,830.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	1,830.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TWBKY-PREPARATION OF 990PF	2,810.	2,810.		0.
TO FORM 990-PF, PG 1, LN 16B	2,810.	2,810.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON INVESTMENT	674.	674.		0.
FEDERAL INCOME TAX	2,995.	2,995.		0.
TO FORM 990-PF, PG 1, LN 18	3,669.	3,669.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC. DEDUCTIONS	38.	38.		0.
TO FORM 990-PF, PG 1, LN 23	38.	38.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
75000 FED HOME LOAN MTG	X		74,430.	75,388.
50,000 FED HOME LOAN BANK	X		51,215.	50,788.
100,000 GE CAP CORP	X		100,681.	104,500.
100,000 UNIVERSITY TEXAS-BAB		X	105,812.	107,562.
TOTAL U.S. GOVERNMENT OBLIGATIONS			226,326.	230,676.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			105,812.	107,562.
TOTAL TO FORM 990-PF, PART II, LINE 10A			332,138.	338,238.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
445 JOHNSON & JOHNSON	16,787.	37,460.
385 PROCTOR & GAMBLE	2,053.	29,553.
195 INTL BUS MACH	15,979.	40,564.
675 CVS CAREMARK CORP	14,533.	38,867.
415 UNITED TECHNOLOGIES INC	13,497.	39,383.
285 APACHE CORP	12,024.	23,407.
660 DANAHER CORP	14,737.	40,801.
285 COSTCO WHOLESALE CORP	12,041.	31,245.
545 PPL CORP	15,754.	16,187.
868 VODAFONE GROUP PLC	22,976.	25,137.
785 NOBLE CORP	26,457.	30,419.
270 CHEVRON CORP	16,373.	33,142.
1095 ORACLE CORP	13,162.	36,989.
675 AMPHENOL CORP	19,562.	52,583.
340 CATERPILLAR INC	25,161.	29,172.

695 WALT DISNEY CO	20,723.	43,841.
1245 HCC INSURANCE HOLDINGS	37,448.	53,348.
1540 M D U RESOURCES GROUP	39,965.	39,824.
880 ALTRIA GROUP	18,012.	31,768.
1430 EMC/CORP MASS	20,593.	35,407.
415 EXXONMOBIL CORP	32,955.	37,545.
680 NIKE INC	21,741.	41,929.
340 OCCIDENTAL PETROLEUM	19,611.	31,304.
345 PHILIP MORRIS INTL	16,395.	31,364.
80 APPLE INC	7,183.	35,979.
400 MONSANTO CO	30,739.	40,256.
560 THERMO FISHER SCIENTIFIC	20,613.	49,448.
235 VF CORP	18,443.	43,207.
830 AT & T INC	21,546.	29,042.
415 BERKSHIRE HATHAWAY	29,878.	47,339.
205 BLACKROCK INC	33,430.	57,236.
895 BRISTOL MYERS SQUIBB	20,271.	41,179.
2605 CHARLES SCHWAB CORP	42,631.	51,735.
625 EMERSON ELEC CO	30,939.	35,912.
580 EXPRESS SCRIPTS	24,275.	36,030.
625 GENERAL MILLS CORP	20,675.	29,425.
65 GOOGLE INC	37,986.	56,629.
950 JP MORGAN CHASE	39,659.	51,861.
450 MCDONALDS CORP.	34,274.	43,456.
535 QUALCOMM, INC.	30,582.	33,962.
395 SPDR S&P BIOTECH	23,523.	43,869.
1830 CSX CORP	37,226.	46,134.
510 COACH INC	31,231.	29,713.
400 DEERE & CO	29,706.	34,844.
695 KINDER MORGAN INC	27,322.	26,396.
595 PNC FINANCIAL SVCS GROUP	35,079.	42,626.
1250 MICROSOFT CORP	36,697.	43,625.
335 PPG INDUSTRIES	21,482.	51,459.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,153,929.	1,852,601.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
75000 HSBC FINANCIAL CORP	76,147.	82,833.
50,000 EI DUPONT NEMOUR	50,940.	52,245.
100,000 AT & T INC	104,830.	117,055.
TOTAL TO FORM 990-PF, PART II, LINE 10C	231,917.	252,133.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3576.42 GVT NL MTG ASN POOL	3,578.	4,106.
TOTAL TO FORM 990-PF, PART II, LINE 12	3,578.	4,106.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
50 PUBLIC STORAGE INC	COST	1,377.	7,590.
259 SIMON PROPERTIES GROUP	COST	7,216.	43,108.
400 HOSPITALITY PROP TR	COST	10,939.	11,672.
240 MACK-CALI REALTY	COST	6,966.	6,360.
80 BOSTON PROP INC	COST	2,307.	8,526.
150 HEALTHCARE REALTY TR INC	COST	3,111.	3,992.
220 HCP INC TRUST	COST	3,072.	10,424.
1211.477 LOOMIS SAYLES	COST	31,345.	41,990.
300 TANGER FACTORY OUTLET CTR	COST	2,388.	10,344.
6330.128 VANGUARD INFLATION	COST	155,300.	173,129.
725 SPDR GOLD TRUST	COST	46,929.	97,092.
487.427 VANGUARD EXPLORER FUND	COST	34,403.	42,801.
14,485.152 TEMPLETON FOREIGN EQUITY FUND	COST	315,919.	301,726.
17,204.551 ABSOLUTE STRATEGIC FUND-I	COST	186,752.	194,239.
2550.299 AMERICAN CAP WORLD BOND FUND	COST	48,041.	52,179.
4152.295 TEMPLETON GLOBAL BOND FUND	COST	48,358.	55,309.
15,636.31 ABSOLUTE OPPORTUNITIES FUND	COST	159,120.	180,287.
440 SCHLUMBERGER LTD	COST	31,595.	32,133.
770 SPDR S&P MIDCAP	COST	94,985.	166,166.
3659.392 LAZARD EMERGING MARKETS	COST	66,017.	69,492.
570 NOVARTIS AG-ADR	COST	32,183.	40,903.
1350 SUN LIFE FINANCIAL, INC.	COST	38,667.	39,515.
4635.532 COLUMBIA ACORN FUND	COST	136,767.	161,177.
625 ACCENTURE PLC	COST	38,489.	51,319.
425 NESTLE SA-SPONS ADR	COST	24,884.	28,102.
10,014.004 THORNBURG INTL. VALUE FUND	COST	253,855.	295,814.
600 KIMCO REALTY CORP	COST	9,757.	13,290.
2525 WISDOM TREE EMERGING CURRENCY	COST	58,022.	51,561.
3063.178 MFS EMERGING MKTS DEBT FUND	COST	48,000.	47,755.

4291.701 ABERDEEN EMERGING MKTS	COST	61,030.	66,092.
41 SL GREEN REALTY CORP	COST	0.	3,566.
4429.283 PIMCO COMMODITIES PLUS	COST	48,634.	46,419.
525 CREDIT SUISSE CUSHING 30	COST	15,041.	15,146.
335 JPMORGAN ALERIAN MLP	COST	15,088.	15,226.
4675.825 EATON VANCE DIVERSIFIED	COST	52,416.	50,779.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,088,973.	2,435,223.