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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 6/1/2012, and ending 5/31/2013

Name of foundation SATURNO-SUNNY ACRES T/U/A		A Employer identification number 88-6003879
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 427,801	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	10,994	10,876		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	13,311			
b	Gross sales price for all assets on line 6a 117,668				
7	Capital gain net income (from Part IV, line 2)		13,311		
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	24,305	24,187	0	
13	Compensation of officers, directors, trustees, etc.	1,056	792		264
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	851			851
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	181	181		
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	2,088	973	0	1,115
25	Contributions, gifts, grants paid	19,618			19,618
26	Total expenses and disbursements. Add lines 24 and 25	21,706	973	0	20,733
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	2,599			
b	Net investment income (if negative, enter -0-)		23,214		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	36,210	26,787	26,787
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	337,246	348,398	401,014	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	373,456	375,185	427,801	
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 (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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	373,456	375,185	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	373,456	375,185		
31 Total liabilities and net assets/fund balances (see instructions)	373,456	375,185		

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	373,456
2 Enter amount from Part I, line 27a	2	2,599
3 Other increases not included in line 2 (itemize) See Attached Statement	3	341
4 Add lines 1, 2, and 3	4	376,396
5 Decreases not included in line 2 (itemize) See Attached Statement	5	1,211
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	375,185

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	13,311
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	19,545	414,561	0.047146
2010	8,656	405,327	0.021356
2009	931	366,384	0.002541
2008	26,371	356,034	0.074069
2007			0.000000
2 Total of line 1, column (d)			2 0.145112
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.036278
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 414,876
5 Multiply line 4 by line 3			5 15,051
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 232
7 Add lines 5 and 6			7 15,283
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 20,733

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	232	
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	232	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	232	
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	139		
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	139		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	93		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

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**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☐ Yes ☒ No**7b**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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	1,056		

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

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

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	386,699
b	Average of monthly cash balances	1b	34,495
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	421,194
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	421,194
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,318
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	414,876
6	Minimum investment return. Enter 5% of line 5	6	20,744

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	20,744
2a	Tax on investment income for 2012 from Part VI, line 5	2a	232
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	232
3	Distributable amount before adjustments Subtract line 2c from line 1	3	20,512
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,512
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	20,512

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	20,733
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	20,733
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	232
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,501

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				20,512
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			19,618	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 20,733				
a Applied to 2011, but not more than line 2a			19,618	
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				1,115
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				19,397
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient 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 See Attached Statement				
Total			3a	19,618
b Approved for future payment NONE				
Total			3b	0

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


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

[illegible]

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

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

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.


Sign Here  **SVP Wells Fargo Bank N.A.** **9/23/2013** **SVP Wells Fargo Bank N.A.**

Signature of officer or trustee _____ Date _____ Title _____

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

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

**Paid
Preparer
Use Only**

Pnn/Type preparer's name	Preparer's signature	Date	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN
JOSEPH J. CASTRIANO		9/23/2013		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	

SATURNO-SUNNY ACRES T/U/A

1200792400

FYE 5-31-2013

Security Type	Account #	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	1200792400	88-6003879			0.00	\$0.00	\$0.00
Savings & Temp Inv	1200792400	88-6003879	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	12,607.09	\$12,607.09	\$12,607.09
Savings & Temp Inv	1200792400	88-6003879	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	14,180.15	\$14,180.15	\$14,180.15
						<u>\$26,787.24</u>	<u>\$26,787.24</u>
Invest - Other	1200792400	88-6003879	589509108	MERGER FD SH BEN INT #260	517.78	\$8,248.19	\$8,137.84
Invest - Other	1200792400	88-6003879	693390882	PIMCO FOREIGN BD FD USD H-INST #103	698.26	\$7,492.29	\$7,428.55
Invest - Other	1200792400	88-6003879	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	148.00	\$5,927.40	\$4,352.61
Invest - Other	1200792400	88-6003879	81369Y605	FINANCIAL SELECT SECTOR SPDR	372.00	\$7,380.52	\$5,726.41
Invest - Other	1200792400	88-6003879	81369Y100	AMEX MATERIALS SPDR	63.00	\$2,538.90	\$2,328.11
Invest - Other	1200792400	88-6003879	81369Y803	AMEX TECHNOLOGY SELECT SPDR	357.00	\$11,302.62	\$8,588.07
Invest - Other	1200792400	88-6003879	81369Y506	AMEX ENERGY SELECT SPDR	69.00	\$5,554.50	\$4,336.61
Invest - Other	1200792400	88-6003879	999612906	TAXABLE SHORT-TERM BOND FUND	3,483.43	\$27,971.92	\$28,183.27
Invest - Other	1200792400	88-6003879	999708902	TAXABLE INTERMEDIATE TERM BD FD	2,423.47	\$24,767.83	\$24,514.24
Invest - Other	1200792400	88-6003879	991283912	TAXABLE TOTAL RETURN BOND FUND	3,174.76	\$24,540.87	\$22,510.69
Invest - Other	1200792400	88-6003879	464287804	ISHARES CORE S&P SMALL-CAP E	169.00	\$15,324.92	\$10,058.64
Invest - Other	1200792400	88-6003879	464287705	ISHARES S&P MIDCAP 400 VALUE	106.00	\$10,927.54	\$7,468.64
Invest - Other	1200792400	88-6003879	464287606	ISHARES S&P MIDCAP 400 GROWTH	113.00	\$14,973.63	\$10,360.68
Invest - Other	1200792400	88-6003879	81369Y704	AMEX INDUSTRIAL SPDR	129.00	\$5,615.37	\$4,152.37
Invest - Other	1200792400	88-6003879	81369Y209	AMEX HEALTH CARE SPDR	115.00	\$5,532.65	\$3,603.22
Invest - Other	1200792400	88-6003879	81369Y407	AMEX CONSUMER DISCR SPDR	136.00	\$7,632.32	\$5,161.10
Invest - Other	1200792400	88-6003879	140995127	CORE EQUITY FUND	1,624.31	\$21,522.07	\$17,649.54
Invest - Other	1200792400	88-6003879	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	1,128.26	\$16,472.64	\$16,622.68
Invest - Other	1200792400	88-6003879	262028855	DRIEHAUS ACTIVE INCOME FUND	757.11	\$8,229.79	\$7,958.10
Invest - Other	1200792400	88-6003879	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	650.28	\$7,289.59	\$7,343.27
Invest - Other	1200792400	88-6003879	922908553	VANGUARD REIT VIPER	195.00	\$13,802.10	\$5,690.72
Invest - Other	1200792400	88-6003879	922042858	VANGUARD FTSE EMERGING MARKETS ETF	768.00	\$31,901.95	\$27,056.56
Invest - Other	1200792400	88-6003879	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	317.00	\$13,035.04	\$9,306.86
Invest - Other	1200792400	88-6003879	921943858	VANGUARD FTSE DEVELOPED ETF	1,046.00	\$38,900.74	\$37,771.79

Invest - Other	1200792400	88-6003879	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	544.45	\$11,286.49	\$8,905.68
Invest - Other	1200792400	88-6003879	949917538	WELLS FARGO ADV HI INC-INS #3110	2,232.66	\$17,526.40	\$14,747.22
Invest - Other	1200792400	88-6003879	367829884	GATEWAY FUND - Y #1986	515.70	\$14,552.97	\$14,212.18
Invest - Other	1200792400	88-6003879	22544R305	CREDIT SUISSE COMM RET ST-I #2156	2,757.27	\$20,762.25	\$24,221.99
						<u>\$401,013.50</u>	<u>\$348,397.64</u>
Total Cash and Other Investments						<u>\$427,800.74</u>	<u>\$375,184.88</u>

SATURNO-SUNNY ACRES T/U/A

88-6003879 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

STATE OF NEVADA/DIV OF CHILD/FMLY SV

Street

4126 TECHNOLOGY WAY 3RD FLOOR

City

CARSON CITY

State

NV

Zip Code

89706

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

19,618

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Amount										Totals		Net Gain or Loss					
Long Term CG Distributions										Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss			
Short Term CG Distributions										Other sales		117,669		104,357		13,311	
										0		0		0		0	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	ISHARES TR SMALLCAP 600 I	464287804			8/15/2012		8/15/2012	812	797				0	15			
2	ISHARES CORE S&P SMALL-C	464287804			8/15/2011		2/7/2013	5,004	3,831				0	1,173			
3	ISHARES CORE S&P SMALL-C	464287804			5/15/2012		2/7/2013	500	435				0	65			
4	ISHARES CORE S&P SMALL-C	464287804			10/7/2010		2/7/2013	2,252	1,619				0	633			
5	MERGER FD SH BEN INT 260	589509108			10/12/2010		8/15/2012	270	271				0	-1			
6	MERGER FD SH BEN INT 260	589509108			2/9/2011		8/15/2012	68	68				0	0			
7	MERGER FD SH BEN INT 260	589509108			5/4/2010		8/15/2012	1,730	1,707				0	23			
8	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		2/7/2013	4,203	4,043				0	160			
9	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		2/7/2013	993	979				0	14			
10	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/15/2012	541	583				0	-42			
11	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		5/7/2013	1,666	1,498				0	168			
12	AMEX HEALTH CARE SPDR	81369Y209			8/15/2012		2/7/2013	734	660				0	74			
13	AMEX HEALTH CARE SPDR	81369Y209			4/30/2010		2/7/2013	345	251				0	94			
14	CONSUMER STAPLES SECTO	81369Y209			4/30/2010		8/15/2012	215	167				0	48			
15	AMEX CONSUMER DISCR SP	81369Y407			4/30/2010		8/15/2012	582	462				0	120			
16	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		8/15/2012	1,006	847				0	159			
17	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		8/15/2012	209	231				0	-22			
18	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		2/7/2013	915	860				0	55			
19	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		8/15/2012	256	234				0	22			
20	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		8/15/2012	543	429				0	114			
21	AMEX TECHNOLOGY SELECT	81369Y803			2/7/2013		5/7/2013	1,631	1,539				0	92			
22	VANGUARD MSCI EAFE ETF	921843858			2/7/2013		5/7/2013	1,043	975				0	68			
23	VANGUARD REIT VIPER	922808553			2/6/2009		5/7/2013	837	321				0	516			
24	WELLS FARGO ADV INTL BON	94995D582			2/9/2011		8/15/2012	3,523	3,535				0	-12			
25	WELLS FARGO ADV INTL BON	94995D582			2/9/2011		2/7/2013	568	565				0	3			
26	WELLS FARGO ADV INTL BON	94995D582			7/26/2010		2/7/2013	732	717				0	15			
27	WELLS FARGO ADV HI INC-IN	949917538			7/5/2007		8/15/2012	758	766				0	-8			
28	WELLS FARGO ADV HI INC-IN	949917538			7/5/2007		2/7/2013	3,944	3,908				0	36			
29	TAXABLE TOTAL RETURN BO	991283912			2/15/2012		2/7/2013	20	33				0	-13			
30	TAXABLE TOTAL RETURN BO	991283912			8/15/2012		2/7/2013	1,771	1,796				0	-25			
31	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		2/7/2013	1,271	1,271				0	0			
32	CORE EQUITY FUND	140995127			4/30/2010		8/15/2012	1,008	901				0	107			
33	CORE EQUITY FUND	140995127			2/7/2013		5/7/2013	613	579				0	34			
34	CREDIT SUISSE COMM RT ST	22544R305			8/17/2011		8/15/2012	492	558				0	-66			
35	DREYFUS EMG MKT DEBT LO	261980494			8/17/2011		2/7/2013	2,742	2,690				0	52			
36	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/15/2012	1,266	1,777				0	-511			
37	HUSSMAN STRATEGIC GROW	448108100			2/19/2008		8/15/2012	3,801	5,282				0	-1,481			
38	HUSSMAN STRATEGIC GROW	448108100			1/4/2008		8/15/2012	241	338				0	-97			
39	HUSSMAN STRATEGIC GROW	448108100			10/12/2010		8/15/2012	733	867				0	-134			
40	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		8/15/2012	647	762				0	-115			
41	HUSSMAN STRATEGIC GROW	448108100			2/10/2009		2/7/2013	898	1,067				0	-169			
42	HUSSMAN STRATEGIC GROW	448108100			5/11/2008		2/7/2013	102	125				0	-23			
43	HUSSMAN STRATEGIC GROW	448108100			8/11/2008		2/7/2013	1,609	2,017				0	-408			
44	HUSSMAN STRATEGIC GROW	448108100			5/4/2010		2/7/2013	1,231	1,502				0	-271			
45	HUSSMAN STRATEGIC GROW	448108100			2/9/2011		2/7/2013	1,844	2,100				0	-256			
46	HUSSMAN STRATEGIC GROW	448108100			5/3/2011		2/7/2013	248	289				0	-41			
47	HUSSMAN STRATEGIC GROW	448108100			2/17/2012		8/15/2012	1,380	1,565				0	-185			
48	ISHARES MSCI EAFE	464287465			10/21/2011		8/15/2012	876	879				0	-3			
49	ISHARES MSCI EAFE	464287465			5/15/2012		8/15/2012	2,473	2,398				0	75			
50	ISHARES MSCI EAFE	464287465			12/22/2008		8/15/2012	1,031	869				0	162			
51	ISHARES MSCI EAFE	464287465			12/22/2008		2/7/2013	31,670	23,684				0	7,986			
52	ISHARES MSCI EAFE	464287465			2/6/2009		2/7/2013	7,729	5,358				0	2,371			
53	ISHARES S&P MIDCAP 400 GF	464287606			5/15/2012		8/15/2012	108	108				0	0			
54	ISHARES S&P MIDCAP 400 GF	464287705			4/30/2010		8/15/2012	249	229				0	20			
55	TAXABLE SHORT-TERM BONI	999612806			6/29/2007		8/15/2012	1,816	1,855				0	-39			
56	TAXABLE INTERMEDIATE TER	999708902			4/29/2011		2/7/2013	357	365				0	-8			
57	TAXABLE INTERMEDIATE TER	999708902			8/15/2012		2/7/2013	1,613	1,634				0	-21			
58	TAXABLE INTERMEDIATE TER	999708902			2/7/2011		2/7/2013	1,367	1,381				0	-14			
59	TAXABLE INTERMEDIATE TER	999708902			2/7/2011		5/7/2013	3,578	3,612				0	-34			
60	TAXABLE TOTAL RETURN BO	991283912			2/7/2011		5/7/2013	4,179	4,168				0	11			
61	UT CAPITAL GAIN DIVIDENDS							287						287			
62	UT CTF GAIN							91						91			
63	UT CTF GAIN							2,447						2,447			

Part I, Line 16b (990-PF) - Accounting Fees

		851	0	0	851
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	851			851

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

		181	181	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	181	181		

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

		337,246		348,398		401,014
		Book Value	Book Value	Book Value	Book Value	FMV
		End of Year	End of Year	End of Year	End of Year	End of Year
		337,246	337,246	348,398	348,398	401,014
1	OTHER INVESTMENTS					

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

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

1	Cost Basis Adjustment	1	31
2	CTF Income Timing Difference	2	16
3	Federal Excise Tax Refund	3	294
4	Total	4	341

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

1	CTF Book to Tax Difference	1	251
2	Undistributed CTF Capital Loss	2	868
3	PY Return of Capital Adjustment	3	92
4	Total	4	1,211

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1. SHARES TR SMALLCAP 800 INDEX FD	484287604		5/15/2012	8/15/2012	812			797	15				15
2. SHARES CORE S&P SMALL-CAP E	484287604		8/15/2011	2/7/2013	5,004			3,831	1,173				1,173
3. SHARES CORE S&P SMALL-CAP E	484287604		5/15/2012	2/7/2013	500			435	65				65
4. SHARES CORE S&P SMALL-CAP E	484287604		5/15/2012	2/7/2013	2,252			1,619	633				633
5. MERGER FD SH BEN INT 260	589509108		10/12/2012	8/15/2012	270			271	-1				-1
6. MERGER FD SH BEN INT 260	589509108		2/9/2011	8/15/2012	68			68	0				0
7. MERGER FD SH BEN INT 260	589509108		5/4/2010	8/15/2012	1,730			1,707	23				23
8. PIMCO FOREIGN BD FD USD H-INST 10	893390882		8/17/2011	8/15/2012	4,203			4,043	160				160
9. PIMCO FOREIGN BD FD USD H-INST 10	893390882		8/17/2011	2/7/2013	983			979	4				4
10. SPDR DJ WILSHIRE INTERNATIONAL RT	784632683		5/2/2011	8/15/2012	541			563	-42				-42
11. SPDR DJ WILSHIRE INTERNATIONAL RT	784632683		5/2/2011	5/7/2013	1,666			1,498	168				168
12. AMEX HEALTH CARE SPDR	813697209		4/30/2010	2/7/2013	734			660	74				74
13. AMEX HEALTH CARE SPDR	813697209		4/30/2010	2/7/2013	345			251	94				94
14. CONSUMER STAPLES SECTOR SPDR	813697308		4/30/2010	8/15/2012	215			167	48				48
15. AMEX ENERGY SELECT SPDR	813697407		4/30/2010	8/15/2012	1,006			847	159				159
16. AMEX ENERGY SELECT SPDR	813697407		4/30/2010	8/15/2012	209			231	-22				-22
17. AMEX FINANCIAL SELECT SPDR	813697605		4/30/2010	2/7/2013	915			860	55				55
18. AMEX FINANCIAL SELECT SPDR	813697605		4/30/2010	2/7/2013	256			234	22				22
19. AMEX TECHNOLOGY SELECT SPDR	813697803		4/30/2010	8/15/2012	543			429	114				114
20. AMEX TECHNOLOGY SELECT SPDR	813697803		2/7/2013	5/7/2013	1,631			1,539	92				92
21. VANGUARD REIT VIPER	921843858		2/7/2013	5/7/2013	1,043			875	168				168
22. VANGUARD REIT VIPER	921843858		2/7/2013	5/7/2013	837			321	516				516
23. WELLS FARGO ADV INTL BOND-IS	47094850582		2/6/2009	8/15/2012	3,523			3,535	-12				-12
24. WELLS FARGO ADV INTL BOND-IS	47094850582		2/6/2009	8/15/2012	568			565	3				3
25. WELLS FARGO ADV INTL BOND-IS	47094850582		2/6/2011	2/7/2013	732			717	15				15
26. WELLS FARGO ADV INTL BOND-IS	47094850582		7/5/2007	8/15/2012	758			766	-8				-8
27. WELLS FARGO ADV HI INC-INS 3110	946617538		7/5/2007	2/7/2013	3,844			3,808	36				36
28. TAXABLE TOTAL RETURN BOND FUND	991263912		1/15/2012	2/7/2013	20			33	-13				-13
29. TAXABLE TOTAL RETURN BOND FUND	991263912		1/15/2012	2/7/2013	1,771			1,786	-25				-25
30. TAXABLE TOTAL RETURN BOND FUND	991263912		2/7/2011	2/7/2013	1,271			1,271	0				0
31. TAXABLE TOTAL RETURN BOND FUND	991263912		4/30/2010	8/15/2012	1,008			601	407				407
32. CORE EQUITY FUND	140895127		2/7/2013	5/7/2013	613			579	34				34
33. CORE EQUITY FUND	140895127		2/7/2013	5/7/2013	482			558	-86				-86
34. CREDIT SUISSE COMM RT ST CO 2158223445305	261060484		8/17/2011	2/7/2013	2,742			2,690	52				52
35. DRETUS ENG MKT DEBT LOC CT 18064	446108100		2/19/2008	8/15/2012	1,286			1,777	-511				-511
36. HUSSMAN STRATEGIC GROWTH FUND	446108100		2/19/2008	8/15/2012	3,801			5,282	-1,481				-1,481
37. HUSSMAN STRATEGIC GROWTH FUND	446108100		11/4/2008	8/15/2012	241			338	-97				-97
38. HUSSMAN STRATEGIC GROWTH FUND	446108100		10/12/2010	8/15/2012	733			897	-134				-134
39. HUSSMAN STRATEGIC GROWTH FUND	446108100		8/11/2009	8/15/2012	647			762	-115				-115
40. HUSSMAN STRATEGIC GROWTH FUND	446108100		2/10/2009	2/7/2013	898			1,067	-169				-169
41. HUSSMAN STRATEGIC GROWTH FUND	446108100		5/11/2009	2/7/2013	102			125	-23				-23
42. HUSSMAN STRATEGIC GROWTH FUND	446108100		8/11/2009	2/7/2013	1,609			2,017	-408				-408
43. HUSSMAN STRATEGIC GROWTH FUND	446108100		5/4/2010	2/7/2013	1,231			1,502	-271				-271
44. HUSSMAN STRATEGIC GROWTH FUND	446108100		2/9/2011	2/7/2013	1,844			2,100	-256				-256
45. HUSSMAN STRATEGIC GROWTH FUND	446108100		5/3/2011	2/7/2013	248			289	-41				-41
46. HUSSMAN STRATEGIC GROWTH FUND	446108100		2/7/2012	2/7/2013	1,380			1,565	-185				-185
47. HUSSMAN STRATEGIC GROWTH FUND	446108100		10/21/2011	8/15/2012	876			879	-3				-3
48. SHARES MSCI EAFE	484287465		5/15/2012	8/15/2012	2,473			2,398	75				75
49. SHARES MSCI EAFE	484287465		12/22/2008	8/15/2012	1,031			889	162				162
50. SHARES MSCI EAFE	484287465		12/22/2008	8/15/2012	31,670			23,884	7,986				7,986
51. SHARES MSCI EAFE	484287465		2/6/2009	2/7/2013	7,728			5,358	2,371				2,371
52. SHARES S&P MIDCAP 400 GROWTH	484287606		5/15/2012	8/15/2012	108			108	0				0
53. SHARES S&P MIDCAP 400 GROWTH	484287606		4/30/2010	8/15/2012	249			229	20				20
54. TAXABLE SHORT-TERM BOND FUND	988612806		5/28/2007	8/15/2012	1,816			1,855	-39				-39
55. TAXABLE INTERMEDIATE TERM BD FD	988708802		4/28/2011	2/7/2013	357			365	-8				-8
56. TAXABLE INTERMEDIATE TERM BD FD	988708802		8/15/2012	2/7/2013	1,613			1,634	-21				-21
57. TAXABLE INTERMEDIATE TERM BD FD	988708802		2/7/2011	2/7/2013	1,367			1,381	-14				-14
58. TAXABLE INTERMEDIATE TERM BD FD	988708802		2/7/2011	5/7/2013	3,578			3,812	-34				-34
59. TAXABLE INTERMEDIATE TERM BD FD	988708802		2/7/2011	5/7/2013	4,178			4,166	11				11
60. TAXABLE TOTAL RETURN BOND FUND	991263912		2/7/2011	5/7/2013	287			0	287				287
61. LT CAPITAL GAIN DIVIDENDS					81			0	81				81
62. SUT CTF GAIN					2,447			0	2,447				2,447
63. LT CTF GAIN								0					

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	139
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	139

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	19,618
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	19,618