9/16/2013 5:22.01 PM - 093438 - 1807 - WWS - BENEDICT, BEATRICE HARRIS T-U-W

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: BENEDICT, BEATRICE HARRIS T/U/W

A Employer identification number: 95-6446354

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite:

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 157,582

J Accounting method: ☒ 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) (see instructions).)*

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	3,897	3,846		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	4,326			
b	Gross sales price for all assets on line 6a 45,118				
7	Capital gain net income (from Part IV, line 2)		4,326		
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	8,223	8,172	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	2,658	1,993		665
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)	120	91		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10			10
24	**Total operating and administrative expenses.** Add lines 13 through 23	3,639	2,084	0	1,526
25	Contributions, gifts, grants paid	5,232			5,232
26	**Total expenses and disbursements.** Add lines 24 and 25	8,871	2,084	0	6,758
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-648			
b	**Net investment income** (if negative, enter -0-)		6,088		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	4,746	4,739	4,739
	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)	130,088	129,401	152,843
	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)	134,834	134,140	157,582
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	134,834	134,140	
	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)	134,834	134,140	
	31	**Total liabilities and net assets/fund balances** (see instructions)	134,834	134,140	

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	134,834
2	Enter amount from Part I, line 27a	2	-648
3	Other increases not included in line 2 (itemize) ▶ Cost Basis Adjustment	3	14
4	Add lines 1, 2, and 3	4	134,200
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	60
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	134,140

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) 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				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	4,326
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	6,473	145,900	0 044366
2010	6,207	144,277	0 043021
2009	6,424	136,040	0 047221
2008	4,166	128,892	0.032322
2007			0 000000

2 **Total** of line 1, column (d)	2	0 166930
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	0.041733
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	151,688
5 Multiply line 4 by line 3	5	6,330
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61
7 Add lines 5 and 6	7	6,391
8 Enter qualifying distributions from Part XII, line 4	8	6,758

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ________________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	61
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	61
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	61
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	67		
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	67
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6 **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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 ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933

Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b** N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b** No: X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	2,658		

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	149,342
b	Average of monthly cash balances	1b	4,656
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	153,998
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	153,998
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,310
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	151,688
6	**Minimum investment return.** Enter 5% of line 5	6	7,584

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	7,584
2a	Tax on investment income for 2012 from Part VI, line 5	2a	61		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	61
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,523
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,523
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	7,523

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	6,758
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	6,758
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	61
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,697

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				7,523
2	Undistributed income, if any, as of the end of 2012.				
a	Enter amount for 2011 only			3,781	
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: ▶ $ 6,758				
a	Applied to 2011, but not more than line 2a			3,781	
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				2,977
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				4,546
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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**	5,232
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	3,897	
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 .			18	4,326	
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		8,223	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . 13 8,223

(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) (See instructions)
	Not Applicable

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
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ John N Schantz SVP Wells Fargo Bank N.A. | 9/16/2013 | ▶ 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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		9/16/2013		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	

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

Recipient(s) paid during the year

Name				
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA				
Street				
342 SAN FERNANDO ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
LOS ANGELES	CA	90031		
Relationship	**Foundation Status**			
NONE	501 (C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,232

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
Long Term CG Distributions	154
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	45,118	40,792	4,326
Other sales	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	X	ISHARES MSCI EAFE	464287465			12/22/2008		2/8/2013	6,957	5,171				0	1,786
2	X	ISHARES MSCI EAFE	464287465			2/6/2009		2/8/2013	3,040	2,095				0	945
3	X	ISHARES MSCI EAFE	464287465			9/30/2011		2/8/2013	6,664	5,510				0	1,154
4	X	ISHARES MSCI EAFE	464287465			10/14/2011		2/8/2013	3,332	2,954				0	378
5	X	ISHARES MSCI EAFE	464287465			5/9/2012		2/8/2013	292	255				0	37
6	X	ISHARES S&P MIDCAP 400 GF	464287606			2/8/2013		5/15/2013	406	372				0	34
7	X	ISHARES CORE S&P SMALL-C	464287804			10/14/2011		2/8/2013	1,260	964				0	296
8	X	ISHARES CORE S&P SMALL-C	464287804			8/9/2012		2/8/2013	84	74				0	10
9	X	ISHARES CORE S&P SMALL-C	464287804			8/15/2011		2/8/2013	1,427	1,085				0	342
10	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			10/18/2011		8/9/2012	715	744				0	-29
11	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			10/4/2011		8/9/2012	694	706				0	-12
12	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/13/2012		2/8/2013	222	237				0	-15
13	X	MERGER FD SH BEN INT 260	589509108			5/4/2010		8/9/2012	159	157				0	2
14	X	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		8/9/2012	1,517	1,458				0	59
15	X	PIMCO FOREIGN BD FD USD	693390882			8/17/2011		2/8/2013	259	255				0	4
16	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/13/2012		2/8/2013	1,316	1,269				0	47
17	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/18/2011		2/8/2013	630	573				0	57
18	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/9/2012	154	166				0	-12
19	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		2/8/2013	165	166				0	-1
20	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		5/15/2013	584	541				0	43
21	X	SPDR DJ WILSHIRE INTERNA	78463X863			2/7/2011		5/15/2013	45	39				0	6
22	X	AMEX HEALTH CARE SPDR	81369Y209			9/30/2011		2/8/2013	777	579				0	198
23	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		8/9/2012	107	84				0	23
24	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		8/9/2012	60	66				0	-6
25	X	AMEX FINANCIAL SELECT SP	81369Y605			4/30/2010		2/8/2013	509	479				0	30
26	X	AMEX TECHNOLOGY SELECT	81369Y803			5/9/2012		8/9/2012	60	57				0	3
27	X	AMEX TECHNOLOGY SELECT	81369Y803			5/9/2012		5/15/2013	346	315				0	31
28	X	AMEX TECHNOLOGY SELECT	81369Y803			2/8/2013		5/15/2013	63	60				0	3
29	X	VANGUARD INTERMEDIATE T	921937819			9/30/2011		8/9/2012	356	351				0	5
30	X	VANGUARD INTERMEDIATE T	921937819			9/30/2011		2/8/2013	436	439				0	-3
31	X	VANGUARD INTERMEDIATE T	921937819			9/30/2011		5/15/2013	874	877				0	-3
32	X	CREDIT SUISSE COMM RT ST	22544R305			8/17/2011		8/9/2012	434	484				0	-50
33	X	DIAMOND HILL LONG-SHORT	25264S833			10/18/2011		5/15/2013	457	360				0	97
34	X	DREYFUS EMG MKT DEBT LO	261980494			8/17/2011		2/8/2013	1,159	1,136				0	23
35	X	DREYFUS EMG MKT DEBT LO	261980494			10/12/2010		2/8/2013	268	261				0	7
36	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		8/9/2012	427	599				0	-172
37	X	HUSSMAN STRATEGIC GROW	448108100			2/19/2008		8/9/2012	1,653	2,300				0	-647
38	X	HUSSMAN STRATEGIC GROW	448108100			10/4/2011		8/9/2012	257	305				0	-48
39	X	HUSSMAN STRATEGIC GROW	448108100			2/10/2009		2/8/2013	290	346				0	-56
40	X	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		2/8/2013	489	615				0	-126
41	X	HUSSMAN STRATEGIC GROW	448108100			5/4/2010		2/8/2013	312	382				0	-70
42	X	HUSSMAN STRATEGIC GROW	448108100			10/12/2010		2/8/2013	166	210				0	-44
43	X	HUSSMAN STRATEGIC GROW	448108100			11/24/2010		2/8/2013	83	103				0	-20
44	X	HUSSMAN STRATEGIC GROW	448108100			2/9/2011		2/8/2013	350	400				0	-50
45	X	HUSSMAN STRATEGIC GROW	448108100			10/4/2011		2/8/2013	548	695				0	-147
46	X	HUSSMAN STRATEGIC GROW	448108100			2/13/2012		2/8/2013	787	896				0	-109
47	X	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		2/8/2013	227	256				0	-29
48	X	ISHARES MSCI EAFE	464287465			10/14/2011		8/9/2012	620	622				0	-2
49	X	VANGUARD SHORT TERM BO	921937827			9/30/2011		8/9/2012	324	326				0	-2
50	X	VANGUARD SHORT TERM BO	921937827			5/9/2012		2/8/2013	809	812				0	-3
51	X	VANGUARD SHORT TERM BO	921937827			9/30/2011		2/8/2013	485	488				0	-3
52	X	VANGUARD MSCI EAFE ETF	921943858			2/8/2013		5/15/2013	738	691				0	47
53	X	VANGUARD REIT VIPER	922908553			9/30/2011		8/9/2012	263	203				0	60
54	X	VANGUARD REIT VIPER	922908553			9/30/2011		5/15/2013	308	204				0	104

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		120	91	0	0
1	FOREIGN TAX WITHHELD	91	91		
2	ESTIMATED EXCISE TAX PAID	29			

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10	0	0	10
	Description				
1	STATE AG FEES	10	0		10

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

	Amount
Long Term CG Distributions	154
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						44,964	0	0	40,792	4,172	0	0	0	4,172
1	ISHARES MSCI EAFE	464287465		12/22/2008	2/8/2013	6,957		0	5,171	1,786	0	0	0	1,786
2	ISHARES MSCI EAFE	464287465		2/6/2009	2/8/2013	3,040		0	2,095	945	0	0	0	945
3	ISHARES MSCI EAFE	464287465		9/30/2011	2/8/2013	6,664		0	5,510	1,154	0	0	0	1,154
4	ISHARES MSCI EAFE	464287465		10/14/2011	2/8/2013	3,332		0	2,954	378	0	0	0	378
5	ISHARES MSCI EAFE	464287465		5/9/2012	2/8/2013	292		0	255	37	0	0	0	37
6	ISHARES S&P MIDCAP 400 GROWTH	464287606		2/8/2013	5/15/2013	406		0	372	34	0	0	0	34
7	ISHARES CORE S&P SMALL-CAP E	464287804		10/14/2011	2/8/2013	1,260		0	964	296	0	0	0	296
8	ISHARES CORE S&P SMALL-CAP E	464287804		8/9/2012	2/8/2013	84		0	74	10	0	0	0	10
9	ISHARES CORE S&P SMALL-CAP E	464287804		8/15/2011	2/8/2013	1,427		0	1,085	342	0	0	0	342
10	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		10/18/2011	8/9/2012	715		0	744	-29	0	0	0	-29
11	LAUDUS MONDRIAN INTL FI-INST 2940	51855Q655		10/4/2011	8/9/2012	694		0	706	-12	0	0	0	-12
12	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/13/2012	2/8/2013	222		0	237	-15	0	0	0	-15
13	MERGER FD SH BEN INT 260	589509108		5/4/2010	8/9/2012	159		0	157	2	0	0	0	2
14	PIMCO FOREIGN BD FD USD H-INST 1	693390882		8/17/2011	8/9/2012	1,517		0	1,458	59	0	0	0	59
15	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/17/2011	2/8/2013	259		0	255	4	0	0	0	4
16	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/13/2012	2/8/2013	1,316		0	1,269	47	0	0	0	47
17	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/18/2011	2/8/2013	630		0	573	57	0	0	0	57
18	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	8/9/2012	154		0	166	-12	0	0	0	-12
19	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	2/8/2013	165		0	166	-1	0	0	0	-1
20	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	5/15/2013	584		0	541	43	0	0	0	43
21	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		2/7/2011	5/15/2013	45		0	39	6	0	0	0	6
22	AMEX HEALTH CARE SPDR	81369Y209		9/30/2011	2/8/2013	777		0	579	198	0	0	0	198
23	CONSUMER STAPLES SECTOR SPDR T	81369Y308		4/30/2010	8/9/2012	107		0	84	23	0	0	0	23
24	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	8/9/2012	60		0	66	-6	0	0	0	-6
25	AMEX FINANCIAL SELECT SPDR	81369Y605		4/30/2010	2/8/2013	509		0	479	30	0	0	0	30
26	AMEX TECHNOLOGY SELECT SPDR	81369Y803		5/9/2012	8/9/2012	60		0	57	3	0	0	0	3
27	AMEX TECHNOLOGY SELECT SPDR	81369Y803		5/9/2012	5/15/2013	346		0	315	31	0	0	0	31
28	AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/8/2013	5/15/2013	63		0	60	3	0	0	0	3
29	VANGUARD INTERMEDIATE TERM B	921937819		9/30/2011	8/9/2012	356		0	351	5	0	0	0	5
30	VANGUARD INTERMEDIATE TERM B	921937819		9/30/2011	2/8/2013	436		0	439	-3	0	0	0	-3
31	VANGUARD INTERMEDIATE TERM B	921937819		9/30/2011	5/15/2013	874		0	877	-3	0	0	0	-3
32	CREDIT SUISSE COMM RT ST-CO 2156	22544R305		8/17/2011	8/9/2012	434		0	484	-50	0	0	0	-50
33	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/18/2011	5/15/2013	457		0	360	97	0	0	0	97
34	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		8/17/2011	2/8/2013	1,159		0	1,136	23	0	0	0	23
35	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		10/12/2010	2/8/2013	268		0	261	7	0	0	0	7
36	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/11/2008	8/9/2012	427		0	599	-172	0	0	0	-172
37	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	8/9/2012	1,653		0	2,300	-647	0	0	0	-647
38	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/4/2011	8/9/2012	257		0	305	-48	0	0	0	-48
39	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/10/2009	2/8/2013	290		0	346	-56	0	0	0	-56
40	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/11/2009	2/8/2013	489		0	615	-126	0	0	0	-126
41	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/4/2010	2/8/2013	312		0	382	-70	0	0	0	-70
42	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/12/2010	2/8/2013	166		0	210	-44	0	0	0	-44
43	HUSSMAN STRATEGIC GROWTH FUND	448108100		11/24/2010	2/8/2013	83		0	103	-20	0	0	0	-20
44	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/9/2011	2/8/2013	350		0	400	-50	0	0	0	-50
45	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/4/2011	2/8/2013	548		0	695	-147	0	0	0	-147
46	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/13/2012	2/8/2013	787		0	896	-109	0	0	0	-109
47	HUSSMAN STRATEGIC GROWTH FUND	448108100		5/11/2012	2/8/2013	227		0	256	-29	0	0	0	-29
48	ISHARES MSCI EAFE	464287465		10/14/2011	8/9/2012	620		0	622	-2	0	0	0	-2
49	VANGUARD SHORT TERM BOND ETF	921937827		9/30/2011	8/9/2012	324		0	326	-2	0	0	0	-2
50	VANGUARD SHORT TERM BOND ETF	921937827		5/9/2012	2/8/2013	809		0	812	-3	0	0	0	-3
51	VANGUARD SHORT TERM BOND ETF	921937827		9/30/2011	2/8/2013	485		0	488	-3	0	0	0	-3
52	VANGUARD MSCI EAFE ETF	921943858		2/8/2013	5/15/2013	738		0	691	47	0	0	0	47
53	VANGUARD REIT VIPER	922908553		9/30/2011	8/9/2012	263		0	203	60	0	0	0	60
54	VANGUARD REIT VIPER	922908553		9/30/2011	5/15/2013	308		0	204	104	0	0	0	104

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										2,658	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	2,658	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	38
2	First quarter estimated tax payment	10/10/2012	2	29
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	67

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	3,781
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,781

BENEDICT, BEATRICE HARRIS T/U/W
093438
FYE 5/31/2013

Security Type	Account #	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	093438	95-6446354			0.00	$0.00	$0.00
Savings & Temp Inv	093438	95-6446354	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4,624.14	$4,624.14	$4,624.14
Savings & Temp Inv	093438	95-6446354	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	114.44	$114.44	$114.44
						$4,738.58	$4,738.58
Invest - Other	093438	95-6446354	589509108	MERGER FD SH BEN INT #260	300.92	$4,793.69	$4,733.47
Invest - Other	093438	95-6446354	693390882	PIMCO FOREIGN BD FD USD H-INST #103	94.85	$1,017.70	$1,008.94
Invest - Other	093438	95-6446354	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	88.00	$3,524.40	$2,601.99
Invest - Other	093438	95-6446354	81369Y605	FINANCIAL SELECT SECTOR SPDR	247.00	$4,900.50	$3,184.06
Invest - Other	093438	95-6446354	81369Y100	AMEX MATERIALS SPDR	40.00	$1,612.00	$1,470.45
Invest - Other	093438	95-6446354	81369Y803	AMEX TECHNOLOGY SELECT SPDR	225.00	$7,123.50	$5,596.37
Invest - Other	093438	95-6446354	81369Y506	AMEX ENERGY SELECT SPDR	44.00	$3,542.00	$2,757.67
Invest - Other	093438	95-6446354	464287804	ISHARES CORE S&P SMALL-CAP E	94.00	$8,523.92	$5,629.55
Invest - Other	093438	95-6446354	464287705	ISHARES S&P MIDCAP 400 VALUE	52.00	$5,360.68	$3,740.39
Invest - Other	093438	95-6446354	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	90.80	$970.64	$1,091.66
Invest - Other	093438	95-6446354	464287606	ISHARES S&P MIDCAP 400 GROWTH	53.00	$7,023.03	$5,099.92
Invest - Other	093438	95-6446354	81369Y704	AMEX INDUSTRIAL SPDR	83.00	$3,612.99	$2,643.47
Invest - Other	093438	95-6446354	81369Y209	AMEX HEALTH CARE SPDR	73.00	$3,512.03	$2,367.79
Invest - Other	093438	95-6446354	81369Y407	AMEX CONSUMER DISCR SPDR	86.00	$4,826.32	$3,381.45
Invest - Other	093438	95-6446354	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	407.36	$5,947.44	$5,897.33
Invest - Other	093438	95-6446354	922908553	VANGUARD REIT VIPER	85.00	$6,016.30	$2,550.57
Invest - Other	093438	95-6446354	922042858	VANGUARD FTSE EMERGING MARKETS ETF	388.00	$16,117.13	$14,346.42
Invest - Other	093438	95-6446354	921937827	VANGUARD SHORT TERM BOND ETF	123.00	$9,911.34	$10,001.83
Invest - Other	093438	95-6446354	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	139.00	$5,715.68	$4,061.30
Invest - Other	093438	95-6446354	921937819	VANGUARD INTERMEDIATE TERM B	51.00	$4,388.55	$4,443.59
Invest - Other	093438	95-6446354	921943858	VANGUARD FTSE DEVELOPED ETF	479.00	$17,814.01	$17,411.07
Invest - Other	093438	95-6446354	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	313.84	$6,505.84	$5,055.04
Invest - Other	093438	95-6446354	76628T645	RIDGEWORTH SEIX HY BD-I #5855	612.23	$6,299.89	$5,523.69

Invest - Other	093438	95-6446354	367829884	GATEWAY FUND - Y #1986	229.65	$6,480.75	$6,321.42
Invest - Other	093438	95-6446354	22544R305	CREDIT SUISSE COMM RET ST-I #2156	969.80	$7,302.57	$8,481.39
						$152,842.90	$129,400.83
Total Cash and Other Investments						$157,581.48	$134,139.41