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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 7/1/2012, and ending 6/30/2013

Name of foundation
LEO NIESSEN JR CHARITABLE TRUST

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

City or town, state, and ZIP code
Winston Salem NC 27101-3818

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

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

Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 3,559,856** (Part I, column (d) must be on cash basis)

A Employer identification number
22-7723097

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

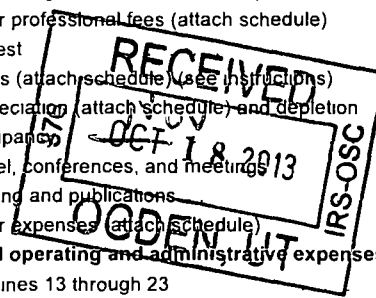
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	88,266	88,266		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	58,441			
b Gross sales price for all assets on line 6a 961,008				
7 Capital gain net income (from Part IV, line 2)		58,441		
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	146,707	146,707	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	38,802	29,102		9,701
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	4,288			4,288
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,601			
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	44,691	29,102	0	13,989
25 Contributions, gifts, grants paid	192,000			192,000
26 Total expenses and disbursements Add lines 24 and 25	236,691	29,102	0	205,989
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-89,984			
b Net investment income (if negative, enter -0-)		117,605		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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22-7723097

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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		81,784	27,735	27,735
	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)		2,311,827		
	c	Investments—corporate bonds (attach schedule)		91,227		
	11	Investments—land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		905,231	3,270,346	3,532,121	
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)		3,390,069	3,298,081	3,559,856	
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 and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		3,390,069	3,298,081	
	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)		3,390,069	3,298,081	
	31	Total liabilities and net assets/fund balances (see instructions)		3,390,069	3,298,081	

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	3,390,069
2	Enter amount from Part I, line 27a	2	-89,984
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,300,085
5	Decreases not included in line 2 (itemize) See Attached Statement	5	2,004
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,298,081

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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	58,441
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	162,975	3,439,705	0.047381
2010	358,324	3,550,006	0.100936
2009	5,250	3,223,237	0.001629
2008	130,750	2,826,362	0.046261
2007	312,129	4,154,014	0.075139
2 Total of line 1, column (d)			2 0.271346
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 0.054269
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,530,130
5 Multiply line 4 by line 3			5 191,577
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,176
7 Add lines 5 and 6			7 192,753
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.			8 205,989

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)		1	1,176
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			
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	1,176
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	1,176
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,215	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,215	
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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 39 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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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	38,802	

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	3,454,447
b	Average of monthly cash balances	1b	129,441
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,583,888
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	3,583,888
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	53,758
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,530,130
6	Minimum investment return. Enter 5% of line 5	6	176,507

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	176,507
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,176
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,176
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	175,331
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	175,331
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	175,331

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	205,989
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	205,989
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	1,176
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	204,813

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				175,331
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
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	151,153			
e From 2011				
f Total of lines 3a through e	151,153			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>205,989</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				175,331
e Remaining amount distributed out of corpus	30,658			
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	181,811			
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				0
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	181,811			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	151,153			
d Excess from 2011				
e Excess from 2012	30,658			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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.

- WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH STREET D4000-062 WINSTON-SALEM, NC 27101 (888) 234-1999

- APPLY ONLINE AT WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/NIESSEN

- c Any submission deadlines

JANUARY 31 ANNUALLY

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

NO GEOGRAPHIC LIMITATIONS, BUT THE FOUNDATION HAS A PRACTICE OF SUPPORTING ORGANIZATIONS IN SOUTHEASTERN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	192,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(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	88,266	
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	58,441	
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		146,707	0
13 Total. Add line 12, columns (b), (d), and (e)				13	146,707

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

LEO NIESSEN JR CHARITABLE TRUST

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

Recipient(s) paid during the year

Name

YMCA OF PHILADELPHIA

Street

2000 MARKET ST

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CRADLE OF LIBERTY COUNCIL BOY SCOUTS OF AMERICA

Street

1485 VALLEY FORGE ROAD

City

WAYNE

State

PA

Zip Code

19108

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

LASALLE UNIVERSITY

Street

33 UNIVERSITY DRIVE

City

NEWTON

State

PA

Zip Code

18940

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

DEVEREUX FOUNDATION

Street

444 DEVEREUX DRIVE

City

VILLANOVA

State

PA

Zip Code

19085

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

DRUEDING CENTER PROJECT RAINBOW

Street

323 N LAWRENCE ST

City

PHILADELPHIA

State

PA

Zip Code

19122

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

CONSUMER CREDIT COUNSELING C/O PHILADELPHIA SAVES

Street

1608 WALNUT STREET 10TH

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

LEO NIESSEN JR CHARITABLE TRUST

22-7723097 Page 2 of 4

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

Recipient(s) paid during the year

Name

SISTERS OF THE ORDER OF ST BASIL THE GREAT JESUS LOVER OF HUMANITY

Street

710 FOX CHASE ROAD

City

FOX CHASE MANOR

State

PA

Zip Code

19046

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

GREATER PHILADELPHIA CHAMBER OF COMMERCE

Street

200 S BROAD ST SUITE 7

City

PHILADELPHIA

State

PA

Zip Code

19102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

IPRAXIS

Street

3624 MARKET STREET

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CHILDREN'S SCHOLARSHIP FUND

Street

1616 WALNUT ST

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

35,000

Name

ASSOCIATED SERVICES FOR THE BLIND & VISUALLY IMPAIRED

Street

919 WALNUT ST#5

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

BEHAVIORAL HEALTH SERVICES ACCESS & UTILIZATION

Street

850 N 11TH ST

City

PHILADELPHIA

State

PA

Zip Code

19123

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

LEO NIESSEN JR CHARITABLE TRUST

22-7723097 Page 3 of 4

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

Recipient(s) paid during the year

Name

SAINT BASIL ACADEMY

Street

711 FOX CHASE RD

City

JENKINTOWN

State

PA

Zip Code

19046

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

NATIONAL CONSTITUTION CENTER

Street

525 ARCH STREET

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

ANTI DEFAMATION LEAGUE

Street

101 S INDEPENDENCE MALL

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

HOLLY FAMILY COLLEGE

Street

9801 FRANKFORD AVE

City

PHILADELPHIA

State

PA

Zip Code

19114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

PLEASE TOUCH MUSEUM

Street

4231 AVENUE OF THE REPUBLIC

City

PHILADELPHIA

State

PA

Zip Code

19131

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

WOMENS CENTER OF MONTGOMERY COUNTY

Street

MONTGOMERY

City**State**

PA

Zip Code

17752

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

LEO NIESSEN JR CHARITABLE TRUST

22-7723097 Page 4 of 4

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

Recipient(s) paid during the year

Name

WOMEN ORGANIZED AGAINST RAPE

Street

1617 JOHN F KENNEDY BLVD #1100

City

PHILADLEPHIA

State

PA

Zip Code

19103

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

	Amount
Long Term CG Distributions	12,520
Short Term CG Distributions	0

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

		4,288	0	0	4,288
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	4,288			4,288

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

		1,601	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY EXCISE TAX DUE	386	0		
2	ESTIMATED EXCISE TAX PAYMENTS	1,215			

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

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

1	COST BASIS ADJUSTMENT	1	1,692
2	RETURN OF CAPITAL ADJUSTMENT	2	312
3	Total	3	2,004

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount										
		12,520			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	45,921	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
1	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		12/28/2011	4/5/2013	5,154		0	5,068	86			0	0	86
2	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		12/27/2012	4/5/2013	6,056		0	6,039	17		17	0	0	17
3	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/24/2006	4/5/2013	58,791		0	55,541	3,250		3,250	0	0	3,250
4	DODGE & COX INTL STOCK FD #1048	296206103		8/15/2012	10/10/2012	50,000		0	48,578	1,422		1,422	0	0	1,422
5	DREYFUS THE BOSTON CA SIC - I #694	26203E851		12/13/2012	4/5/2013	956		0	956	108		108	0	0	108
6	DREYFUS THE BOSTON CA SIC - I #694	26203E851		10/24/2006	4/5/2013	33,936		0	29,527	4,409		4,409	0	0	4,409
7	DREYFUS THE BOSTON CA SIC - I #694	26203E851		12/14/2007	6/4/2013	10,395		0	7,519	2,876		2,876	0	0	2,876
8	DREYFUS THE BOSTON CA SIC - I #694	26203E851		12/14/2007	6/4/2013	3,144		0	2,274	870		870	0	0	870
9	DREYFUS THE BOSTON CA SIC - I #694	26203E851		10/24/2006	6/4/2013	80,916		0	66,452	14,464		14,464	0	0	14,464
10	HARBOR INTERNATIONAL FD INST #2011	411511306		10/24/2006	8/15/2012	260,000		0	270,245	-10,245		-10,245	0	0	-10,245
11	HARBOR INTERNATIONAL FD INST #2011	411511306		10/24/2006	10/10/2012	50,000		0	51,337	-1,337		-1,337	0	0	-1,337
12	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/17/2011	4/5/2013	43,708		0	50,000	-6,292		-6,292	0	0	-6,292
13	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/28/2012	4/5/2013	44,714		0	50,000	-5,286		-5,286	0	0	-5,286
14	LAZARD EMERGING MKTS PTEL #638	52106N889		3/17/2011	8/15/2012	45,953		0	50,000	-4,047		-4,047	0	0	-4,047
15	LAZARD EMERGING MKTS PTEL #638	52106N889		12/9/2008	8/15/2012	24,048		0	14,332	9,716		9,716	0	0	9,716
16	PIONEER HIGH YIELD FUND Y #724	723699406		10/24/2006	4/5/2013	26,000		0	26,851	-851		-851	0	0	-851
17	SPDR DOW JONES REIT ETF	78464A607		2/28/2012	4/5/2013	29,971		0	25,890	4,081		4,081	0	0	4,081
18	SPDR DOW JONES REIT ETF	78464A607		12/9/2008	4/5/2013	30,129		0	25,890	4,239		4,239	0	0	4,239
19	VANGUARD HIGH YIELD CORP ADM #5	922031760		12/27/2011	4/5/2013	14,422		0	22,199	7,777		7,777	0	0	7,777
20	W F ADV TRAD SIC GRWTH FD INST #4	949850244		10/24/2006	4/5/2013	24,000		0	22,199	1,801		1,801	0	0	1,801
21	W F ADV TRAD SIC GRWTH FD INST #4	949850244		10/24/2006	4/5/2013	35,000		0	34,069	931		931	0	0	931
22	W F ADV TRAD SIC GRWTH FD INST #4	949850244		11/16/2007	6/4/2013	34,370		0	27,095	7,275		7,275	0	0	7,275
23	W F ADV TRAD SIC GRWTH FD INST #4	949850244		11/15/2006	6/4/2013	21,614		0	17,796	3,818		3,818	0	0	3,818
24	W F ADV TRAD SIC GRWTH FD INST #4	949850244		11/15/2006	6/4/2013	772		0	636	136		136	0	0	136
25	W F ADV TRAD SIC GRWTH FD INST #4	949850244		11/16/2007	6/4/2013	514		0	405	109		109	0	0	109
26	W F ADV TRAD SIC GRWTH FD INST #4	949850244		11/19/2008	6/4/2013	453		0	190	263		263	0	0	263
27	W F ADV TRAD SIC GRWTH FD INST #4	949850244		10/24/2006	6/4/2013	26,364		0	23,939	2,425		2,425	0	0	2,425
28	W F ADV TRAD SIC GRWTH FD INST #4	949850244		12/7/2012	6/4/2013	1,317		0	1,116	201		201	0	0	201
29	W F ADV TRAD SIC GRWTH FD INST #4	949850244		12/28/2012	6/4/2013	105		0	91	14		14	0	0	14

**Expenditure Responsibility Statement
for the year 2012**

Pursuant to Treasury Regulation § 53.4945-5(d)(2), the Foundation provides the following information:

- (i) **The name and address of the grantee:**
Greater Philadelphia Chamber of Commerce Regional Foundation
200 S Broad Street, Suite 700
Philadelphia, PA 19102-3896
- (ii) **The date(s) and amount(s) of the grant(s):**
May 17, 2013 \$20,000
- (iii) **The specific purpose(s) of the grant(s):**
To help fund the 2013 Paradigm Award and Scholarship Program
- (iv) **The amounts expended by the grantee (based upon the most recent report received from the grantee):**
The grantee reported that funds were used for the purpose intended
- (v) **Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the Foundation as grantor):**
To the Foundation's knowledge, no funds have been diverted to any activity other than the activity for which the grant was originally made
- (vi) **The dates of report(s) received from the grantee:**
October 21, 2013
- (vii) **The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Treasury Regulation § 53.4945-5(c)(1) by the Foundation as the grantor or by others at the direction of the Foundation:**
October 21, 2013
The Foundation has no reason to doubt the accuracy or reliability of information supplied by the grantee; therefore, the Foundation did not undertake or direct independent verification

LEO NIESSEN JR CHARITABLE TRUST

6/30/2013

22-7723097

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	1513850397	22-7723097	VP0528308	FEDERATED TREAS OBL FD 68	\$ 16,813 40	16813 4	\$ 16,813 40
Savings & Temp Inv	1513850397	22-7723097	VP0528308	FEDERATED TREAS OBL FD 68	\$ 10,921 98	10921 98	\$ 10,921 98
TOTAL					\$ 27,735 38		\$ 27,735 38
Invest - Other	1513850397	22-7723097	411511306	HARBOR INTERNATIONAL FD INST #2011	\$ 152,273 66	2442 24	\$ 146,241 32
Invest - Other	1513850397	22-7723097	52106N889	LAZARD EMERGING MKTS PTFI #638	\$ 96,048 55	5368 84	\$ 60,667 89
Invest - Other	1513850397	22-7723097	693390304	PIMCO LOW DURATION FD I #36	\$ 146,709 79	14313 15	\$ 149,961 61
Invest - Other	1513850397	22-7723097	693390700	PIMCO TOTAL RET FD-INST #35	\$ 198,790 42	18474 946	\$ 215,972 11
Invest - Other	1513850397	22-7723097	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$ 80,846 16	7692 308	\$ 80,000 00
Invest - Other	1513850397	22-7723097	043151209	ABERDEEN TOTAL RETURN BD FD-I #1524	\$ 202,922 39	15490 259	\$ 201,129 18
Invest - Other	1513850397	22-7723097	464287804	ISHARES CORE S&P SMALL-CAP E	\$ 74,505 75	825	\$ 69,837 24
Invest - Other	1513850397	22-7723097	464287200	ISHARES CORE S & P 500 ETF	\$ 327,712 56	2037	\$ 310,598 09
Invest - Other	1513850397	22-7723097	256206103	DODGE & COX INT'L STOCK FD #1048	\$ 164,227 09	4498 14	\$ 141,421 52
Invest - Other	1513850397	22-7723097	003021714	ABERDEEN EMERG MKTS-INST #5840	\$ 89,131 04	6206 897	\$ 90,000 00
Invest - Other	1513850397	22-7723097	464287499	ISHARES TR RUSSELL MIDCAP INDEX FD	\$ 269,521 75	2075	\$ 202,373 88
Invest - Other	1513850397	22-7723097	922031760	VANGUARD HIGH YIELD CORP-ADM #529	\$ 48,976 64	8287 079	\$ 46,987 74
Invest - Other	1513850397	22-7723097	693391559	PIMCO EMERG MKTS BD-INST #137	\$ 85,052 82	7560 251	\$ 85,192 66
Invest - Other	1513850397	22-7723097	949850582	WELLS FARGO ADV INTL BOND-IS #4705	\$ 94,339 51	8678 888	\$ 91,941 85
Invest - Other	1513850397	22-7723097	464287176	ISHARES BARCLAYS TIPS BOND FUND	\$ 58,133 19	519	\$ 49,979 65
Invest - Other	1513850397	22-7723097	922908553	VANGUARD REIT VIPER	\$ 51,952 32	756	\$ 49,795 95
Invest - Other	1513850397	22-7723097	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	\$ 43,746 97	5447 942	\$ 45,000 00
Invest - Other	1513850397	22-7723097	4812A2207	JPMORGAN INTREPID GR-SEL #1202	\$ 376,479 16	12753 359	\$ 324,190 38
Invest - Other	1513850397	22-7723097	78464A607	SPDR DOW JONES REIT ETF	\$ 121,520 00	1600	\$ 60,566 24
Invest - Other	1513850397	22-7723097	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$ 54,423 60	1364	\$ 60,082 97
Invest - Other	1513850397	22-7723097	314172560	FEDERATED STRAT VAL DIV FD IS #662	\$ 251,851 85	46296 296	\$ 225,000 00
Invest - Other	1513850397	22-7723097	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$ 118,217 09	5727 572	\$ 100,000 00
Invest - Other	1513850397	22-7723097	723698406	PIONEER HIGH YIELD FUND-Y #724	\$ 51,221 75	4836 804	\$ 51,405 99
Invest - Other	1513850397	22-7723097	949921571	WFA SMALL COMPANY GROWTH -I#3162	\$ 90,460 61	2558 999	\$ 90,000 00
Invest - Other	1513850397	22-7723097	367829884	GATEWAY FUND - Y #1986	\$ 74,785 47	2681 444	\$ 75,000 00
Invest - Other	1513850397	22-7723097	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$ 118,998 25	16666 422	\$ 157,000 00
Invest - Other	1513850397	22-7723097	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$ 89,272 24	2695 418	\$ 90,000 00
TOTAL					\$ 3,532,120 63		\$ 3,270,346 27
TOTALS					\$ 3,559,856 01		\$ 3,298,081 65