



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 HELEN E GILBERT T/U/W		A Employer identification number 95-6024818
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 103,770	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	2,846	2,820		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	3,694			
	b Gross sales price for all assets on line 6a	47,060			
	7 Capital gain net income (from Part IV, line 2)		3,694		
	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	6,540	6,514	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,040	1,530		510
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	720			720
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	33	33		
	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	2,803	1,563	0	1,240
	25 Contributions, gifts, grants paid	3,759			3,759
26 Total expenses and disbursements. Add lines 24 and 25	6,562	1,563	0	4,999	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-22				
b Net investment income (if negative, enter -0-)		4,951			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

P
2

Form 990-PF (2012) HELEN E. GILBERT T/U/W

95-6024818

Page 2

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	6,176	738	738
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	88,529	92,017	103,032
	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)	94,705	92,755	103,770
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	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	94,705	92,755	
	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)	94,705	92,755	
	31 Total liabilities and net assets/fund balances (see instructions)	94,705	92,755	

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	94,705
2 Enter amount from Part I, line 27a	2	-22
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	87
4 Add lines 1, 2, and 3	4	94,770
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,015
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	92,755

Form 990-PF (2012)

HELEN E. GILBERT T/U/W

95-6024818

Page 3

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	3,694
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	5,653	100,320	0.056350
2010	3,364	105,603	0.031855
2009	4,248	99,882	0.042530
2008	3,941	93,585	0.042111
2007			0.000000

2 Total of line 1, column (d)	2	0.172846
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	0.043212
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	103,697
5 Multiply line 4 by line 3	5	4,481
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50
7 Add lines 5 and 6	7	4,531
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	4,999

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

Part VII-A Statements Regarding Activities

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

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

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

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

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

(1) On the foundation ☐ \$ (2) On foundation managers ☐ \$

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

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

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

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

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

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

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

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

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

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

☐ Yes ☒ No**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?**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	2,040		

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

Form 990-PF (2012) HELEN E. GILBERT T/U/W

95-6024818 Page 7

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	102,125
b	Average of monthly cash balances	1b	3,151
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	105,276
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	105,276
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,579
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	103,697
6	Minimum investment return. Enter 5% of line 5	6	5,185

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	5,185
2a	Tax on investment income for 2012 from Part VI, line 5	2a	50
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	50
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,135
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,135
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	5,135

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	4,999
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	4,999
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	50
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,949

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				5,135
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,335	
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 ▶ \$ 4,999				
a Applied to 2011, but not more than line 2a			2,335	
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				2,664
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				2,471
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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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	3,759
b Approved for future payment NONE				
Total			▶ 3b	0

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

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

[illegible]

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

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


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

**Sign
Here**

Signature of officer or trustee: John A. Salante SVP Wells Fargo Bank N.A. Date: 10/15/2013 Title: SVP Wells Fargo Bank N.A.

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 <input checked="checked" type="checkbox"/> if self-employed	PTIN
JOSEPH J. CASTRIANO		10/15/2013		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	

HELEN E. GILBERT T/U/W

95-6024818 Page 1 of 1

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

Recipient(s) paid during the year

Name

TOWN OF WEST BROOKFIELD

Street

PO BOX 583

City

WEST BROOKFIELD

State

MA

Zip Code

01585-0583

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,759

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

Long Term CG Distributions										Short Term CG Distributions										Amount		Totals									
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		Net Gain or Loss					
1	X	CORE EQUITY FUND	140995127							3/7/2011				8/15/2012	12																
2	X	CORE EQUITY FUND	140995127							3/7/2011				6/28/2013	919			893													
3	X	CORE EQUITY FUND	140995127							3/7/2011				6/28/2013	82			76													
4	X	DIAMOND HILL LONG-SHORT	252645833							3/9/2011				2/7/2013	177			153													
5	X	DIAMOND HILL LONG-SHORT	252645833							3/9/2011				6/28/2013	2,477			2,044													
6	X	DREYFUS EMG MKT DEBT LO	261980484							3/9/2011				2/7/2013	1,038			1,018													
7	X	GATEWAY FUND - Y #1986	367829884							8/17/2012				6/28/2013	2,583			2,546													
8	X	GATEWAY FUND - Y #1986	367829884							2/11/2013				8/15/2012	1,748			1,736													
9	X	HUSSMAN STRATEGIC GROW	448108100							2/19/2008				6/28/2013	1,085			1,507													
10	X	HUSSMAN STRATEGIC GROW	448108100							10/12/2010				8/15/2012	122			145													
11	X	HUSSMAN STRATEGIC GROW	448108100							8/11/2009				2/7/2013	60			70													
12	X	HUSSMAN STRATEGIC GROW	448108100							2/10/2009				2/7/2013	208			247													
13	X	HUSSMAN STRATEGIC GROW	448108100							8/11/2009				2/7/2013	284			357													
14	X	HUSSMAN STRATEGIC GROW	448108100							5/4/2010				2/7/2013	188			229													
15	X	HUSSMAN STRATEGIC GROW	448108100							2/9/2011				2/7/2013	351			400													
16	X	HUSSMAN STRATEGIC GROW	448108100							3/9/2011				2/7/2013	957			1,100													
17	X	HUSSMAN STRATEGIC GROW	448108100							2/17/2012				2/7/2013	411			466													
18	X	ISHARES MSCI EAFE	464287465							3/7/2011				8/15/2012	464			546													
19	X	ISHARES MSCI EAFE	464287465							12/22/2008				2/7/2013	5,289			3,955													
20	X	ISHARES MSCI EAFE	464287465							2/6/2009				2/7/2013	2,092			1,450													
21	X	ISHARES MSCI EAFE	464287465							4/30/2010				2/7/2013	581			551													
22	X	ISHARES MSCI EAFE	464287465							11/22/2010				2/7/2013	465			457													
23	X	ISHARES MSCI EAFE	464287465							3/7/2011				2/7/2013	4,474			4,670													
24	X	ISHARES MSCI EAFE	464287465							10/21/2011				2/7/2013	291			238													
25	X	ISHARES S&P MIDCAP 400 GF	464287606							3/7/2013				6/28/2013	388			369													
26	X	ISHARES S&P MIDCAP 400 VA	464287705							3/7/2011				8/15/2012	249			252													
27	X	ISHARES S&P MIDCAP 400 VA	464287705							3/7/2011				6/28/2013	407			335													
28	X	ISHARES S&P MIDCAP 400 VA	464287705							4/30/2010				2/7/2013	102			76													
29	X	ISHARES CORE S&P SMALL-C	464287804							3/7/2011				2/7/2013	667			566													
30	X	ISHARES CORE S&P SMALL-C	464287804							8/15/2012				2/7/2013	167			148													
31	X	ISHARES CORE S&P SMALL-C	464287804							8/15/2011				2/7/2013	1,001			766													
32	X	MERGER FD SH BEN INT #260	589509108							5/4/2010				6/28/2013	1,175			1,162													
33	X	PIMCO FOREIGN BD FD USD	683390882							8/17/2011				8/15/2012	962			926													
34	X	PIMCO FOREIGN BD FD USD	683390882							8/17/2011				2/7/2013	194			192													
35	X	PIMCO FOREIGN BD FD USD	683390882							8/17/2011				6/28/2013	168			170													
36	X	SPDR DJ WILSHIRE INTERNA	78463X863							5/2/2011				8/15/2012	232			250													
37	X	AMEX MATERIALS SPDR	81369Y100							2/7/2013				6/28/2013	269			275													
38	X	AMEX HEALTH CARE SPDR	81369Y209							3/7/2011				2/7/2013	43			33													
39	X	AMEX HEALTH CARE SPDR	81369Y209							8/15/2012				2/7/2013	130			116													
40	X	AMEX HEALTH CARE SPDR	81369Y209							4/30/2010				2/7/2013	259			188													
41	X	AMEX HEALTH CARE SPDR	81369Y209							4/30/2010				6/28/2013	527			345													
42	X	CONSUMER STAPLES SECTO	81369Y308							3/7/2011				8/15/2012	286			236													
43	X	CONSUMER STAPLES SECTO	81369Y308							3/7/2011				6/28/2013	159			118													
44	X	CONSUMER STAPLES SECTO	81369Y308							2/7/2013				6/28/2013	239			224													
45	X	CONSUMER STAPLES SECTO	81369Y308							4/30/2010				2/7/2013	239			167													
46	X	AMEX CONSUMER DISCR SPDR	81369Y407							3/7/2011				8/15/2012	90			78													
47	X	AMEX CONSUMER DISCR SPDR	81369Y407							3/7/2011				6/28/2013	113			78													
48	X	AMEX CONSUMER DISCR SPDR	81369Y407							2/7/2013				6/28/2013	566			505													
49	X	AMEX CONSUMER DISCR SPDR	81369Y407							4/30/2010				2/7/2013	113			71													
50	X	AMEX ENERGY SELECT SPDR	81369Y506							3/7/2011				8/15/2012	72			78													
51	X	AMEX ENERGY SELECT SPDR	81369Y506							4/30/2010				8/15/2012	287			242													
52	X	AMEX ENERGY SELECT SPDR	81369Y506							2/7/2013				6/28/2013	315			312													
53	X	AMEX ENERGY SELECT SPDR	81369Y506							4/30/2010				6/28/2013	315			242													
54	X	AMEX FINANCIAL SELECT SP	81369Y605							4/30/2010				8/15/2012	60			66													
55	X	AMEX FINANCIAL SELECT SP	81369Y605							4/30/2010				2/7/2013	387			364													
56	X	FINANCIAL SELECT SECTOR	81369Y605							4/30/2010				6/28/2013	545			463													
57	X	AMEX INDUSTRIAL SPDR	81369Y704							3/7/2011				8/15/2012	182			182													
58	X	AMEX INDUSTRIAL SPDR	81369Y704							3/7/2011				6/28/2013	86			73													
59	X	AMEX INDUSTRIAL SPDR	81369Y704							4/30/2010				6/28/2013	300			234													
60	X	AMEX TECHNOLOGY SELECT	81369Y803							3/7/2011				8/15/2012	271			235													
61	X	AMEX TECHNOLOGY SELECT	81369Y803							3/7/2011				6/28/2013	429			365													
62	X	AMEX TECHNOLOGY SELECT	81369Y803							2/7/2013				6/28/2013	796			769													
63	X	AMEX TECHNOLOGY SELECT	81369Y803							4/30/2010				6/28/2013	245			191													
64	X	VANGUARD FTSE DEVELOPE	927943858							2/7/2013				8/15/2012	642			650													
65	X	VANGUARD REIT VIPER	927943858							2/6/2009				8/15/2012	196			86													
66	X	WELLS FARGO ADV INTL BON	94985D582							7/26/2010				2/7/2013	230			225													
67	X	WELLS FARGO ADV INTL BON	94985D582							7/26/2010				2/7/2013	230			225													
68	X	WELLS FARGO ADV INTL BON	94985D582							7/26/2010				6/28/2013	141			147													

Amount	40
--------	----

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

		720	0	0	720
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREPARATION FEES	720			720

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

		33	33	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	33	33		

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

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

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

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

1	FEDERAL EXCISE TAX REFUND	1	85
2	CTF INCOME TIMING DIFFERENCE	2	2
3	Total	3	87

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

1	COST BASIS ADJUSTMENT	1	85
2	GAIN ON CY SALES NOT SETTLED AT YEAR END	2	1,588
3	CTF BOOK TO TAX DIFFERENCE	3	56
4	UNDISTRIBUTED CTF CAPITAL LOSS	4	173
5	PY RETURN OF CAPITAL ADJUSTMENT	5	113
6	Total	6	2,015

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

SHORT TERM CTF GAIN

1

0	Expense Account	0

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

	Date	Amount
1 Credit from prior year return	1	16
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	16

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	2,335
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	2,335

Name GILBERT, HELEN E. T/U/W
EIN 956024818
Tax Period 6/30

Security Type	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	589509108	MERGER FD SH BEN INT #260	3240.58	3208.45
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	679.83	688.24
Invest - Other	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	1745.48	1289.96
Invest - Other	81369Y605	FINANCIAL SELECT SECTOR SPDR	2138.95	1757.51
Invest - Other	81369Y100	AMEX MATERIALS SPDR	728.55	711.05
Invest - Other	81369Y803	AMEX TECHNOLOGY SELECT SPDR	3670.2	3017.79
Invest - Other	81369Y506	AMEX ENERGY SELECT SPDR	1566	1265.49
Invest - Other	999612906	TAXABLE SHORT-TERM BOND FUND	2328.46	2365.94
Invest - Other	999708902	TAXABLE INTERMEDIATE TERM BD FD	3981.87	3973.26
Invest - Other	991283912	TAXABLE TOTAL RETURN BOND FUND	3950.56	3829.61
Invest - Other	464287804	ISHARES CORE S&P SMALL-CAP E	5779.84	3845.17
Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	3544.45	2665.4
Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	4895.54	3806.17
Invest - Other	81369Y704	AMEX INDUSTRIAL SPDR	1492.4	1145.01
Invest - Other	81369Y209	AMEX HEALTH CARE SPDR	1618.74	1065.75
Invest - Other	81369Y407	AMEX CONSUMER DISCR SPDR	2256	1544.35
Invest - Other	140995127	CORE EQUITY FUND	6407.09	5549.62
Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	3861.84	4103.26
Invest - Other	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	650.98	674.94
Invest - Other	922908553	VANGUARD REIT VIPER	4260.64	1725.55
Invest - Other	922042858	VANGUARD FTSE EMERGING MARKETS ETF	10319.47	10594.19
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	4229.4	3382.2
Invest - Other	921943858	VANGUARD FTSE DEVELOPED ETF	12032.8	12205.42
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	4532.34	3790.51
Invest - Other	949917538	WELLS FARGO ADV HI INC-INS #3110	4140.92	3626.38
Invest - Other	367829884	GATEWAY FUND - Y #1986	4330.95	4282.62
Invest - Other	22544R305	CREDIT SUISSE COMM RET ST-I #2156	4648.16	5903.25
Total			103032.04	92017.09
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	387.98	387.98
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	349.7	349.7
Total			737.68	737.68