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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

8/1/2012

, and ending

7/31/2013

POSTMASTER DATE NOV 06 2013

Name of foundation

GRAHAM MUSIC FUND

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite

City or town, state, and ZIP code

Winston Salem NC 27101-3818

G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,193,621 J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number

25-6620864

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)
--	------------------------------------	---------------------------	-------------------------	---

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	34,353	34,353		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	44,751			
b Gross sales price for all assets on line 6a	309,085			
7 Capital gain net income (from Part IV, line 2)		44,751		
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	79,104	79,104	0	
13 Compensation of officers, directors, trustees, etc.	16,841	12,631		4,210
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	380			
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.	17,221	12,631	0	4,210
Add lines 13 through 23				
25 Contributions, gifts, grants paid	40,000			40,000
26 Total expenses and disbursements. Add lines 24 and 25	57,221	12,631	0	44,210
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	21,883			
b Net investment income (if negative, enter -0-)		66,473		
c Adjusted net income (if negative, enter -0-)			0	

	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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		66,243	47,177	47,177
	3 Accounts receivable ►				
	Less. allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		929,688	970,554	1,146,444
	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)		995,931	1,017,731	1,193,621
	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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		995,931	1,017,731	
	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)		995,931	1,017,731	
	31 Total liabilities and net assets/fund balances (see instructions)		995,931	1,017,731	

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	995,931
2 Enter amount from Part I, line 27a	2	21,883
3 Other increases not included in line 2 (itemize) ► Cost Basis Adjustment	3	122
4 Add lines 1, 2, and 3	4	1,017,936
5 Decreases not included in line 2 (itemize) ► PY Return of Capital Adjustment	5	205
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,017,731

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 brck 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
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	44,751
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	59,849	1,114,456	0.053702
2010	62,537	1,178,445	0.053067
2009	69,363	1,080,074	0.064221
2008	51,314	957,015	0.053619
2007	75,000	1,372,845	0.054631

2 Total of line 1, column (d) 2 0 279240

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 055848

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,161,249

5 Multiply line 4 by line 3 5 64,853

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 665

7 Add lines 5 and 6 7 65,518

8 Enter qualifying distributions from Part XII, line 4 8 44,210

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

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

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

1		1,329
2		0
3		1,329
4		
5		1,329
6a	444	
6b		
6c		
6d		
7	444	
8		
9		885
10		0
11		0
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?

	Yes	No
1a		X

1b		X
----	--	---

1c		X
----	--	---

2		X
---	--	---

3		X
---	--	---

4a		X
----	--	---

4b	N/A	
----	-----	--

5		X
---	--	---

6	X	
---	---	--

7	X	
---	---	--

8a		
----	--	--

8b	X	
----	---	--

9		X
---	--	---

10		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

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

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

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. 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 ►	16	Yes 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.**

1a	During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 ►	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20_____ 20_____ 20_____ 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20_____ 20_____ 20_____ 20_____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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? Yes No

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	8,274		
CHARLES T. NOONAN, ESQ. 526 WALNUT STREET ALLENTOWN, PA 18101	CO-TRUSTEE 5.00	8,567		

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		
3	All other program-related investments See instructions.	
3	NONE	
Total. Add lines 1 through 3		►

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	1,115,399
b	Average of monthly cash balances	1b	63,534
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,178,933
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	1,178,933
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,161,249
6	Minimum investment return. Enter 5% of line 5	6	58,062

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	58,062
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,329
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,329
3	Distributable amount before adjustments Subtract line 2c from line 1	3	56,733
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	56,733
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	56,733

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	44,210
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	44,210
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,210

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				56,733
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
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	1,179			
e From 2011	4,570			
f Total of lines 3a through e	5,749			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 44,210				44,210
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				
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))	5,749			5,749
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				
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)				6,774
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	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	40,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,353	
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	44,751	
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		79,104	
13 Total Add line 12, columns (b), (d), and (e)			13		79,104
(See worksheet in line 13 instructions for verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
Not Applicable	

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

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

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

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

**Sign
Here**

John N. Salanta SVP Wells Fargo Bank N.A.

11/1/2013

► SVP Wells Fargo Bank N.A.

Signature of officer or trustee

1

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Da

PTIN

JOSEPH J. CASTRIANO

self-employed | P0125160

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

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

Recipient(s) paid during the year

Name

ALLENTOWN ART MUSEUM

Street

31 NORTH FIFTH STREET

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

ALLENTOWN BAND

Street

P. O. BOX 1141

City

ALLENTOWN

State

PA

Zip Code

18105-1142

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,600

Name

ALLENTOWN MUSIC FESTIVAL

Street

824 WALNUT STREET SUITE 1

City

ALLENTOWN

State

PA

Zip Code

18102

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

900

Name

CAMERATA SINGERS

Street

P. O. BOX 4518

City

ALLENTOWN

State

PA

Zip Code

18105

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CEDAR CREST COLLEGE

Street

100 COLLEGE DRIVE

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

COMMUNITY MUSIC SCHOOL

Street

23 NORTH SIXTH ST, 2ND FLOOR

City

ALLENTOWN

State

PA

Zip Code

18101

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

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

Recipient(s) paid during the year

Name

GOOD SHEPHERD

Street

850 SOUTH FIFTH ST

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

Name

MUHLENBERG COLLEGE

Street

2400 WEST CHEW ST

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

PIONEER BAND OF ALLENTOWN, INC

Street

519 E PAOLI ST

City

ALLENTOWN

State

PA

Zip Code

18103-5231

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SATORI - MUSIC EDUCATION

Street

2985 FAIRFIELD DR NORTH

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

250

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**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Prc	Cost or Other Basis	Valuation Method	Depreciation	Cost, Other Basis and Expenses		Net Gain or Loss	
												Expense of Sale and Cost of Improvements	0	0	
Long Term CG Distributions	2,567	0													44.
Short Term CG Distributions															
Capital Gains/Losses Other sales															
1 X DE LAWARE POOLED TR INTL	246248306				12/15/2008			12,725		12,135				0	1.
2 X DE LAWARE POOLED TR INTL	246248306				7/28/2005			8,089		6,186				0	8.
3 X DE LAWARE POOLED TR INTL								5/23/2013		20,013			28,501		
4 X ARTIO INTERNATIONAL EQ F1	043154837				10/22/2008			11/27/2012	10,311	9,378				0	
5 X ARTIO INTERNATIONAL EQ F1	043154837				7/23/2008			11/27/2012	16,417	23,348				0	6.
6 X CENTURYLINK, INC	156700106				12/13/2011			4/17/2013	5,146	5,040				0	
7 X DODGE & COX INT'L STOCK F	256206103				7/29/2008			11/27/2012	10,793	13,303				0	-2.
8 X DODGE & COX INT'L STOCK F	256206103				10/22/2008			11/27/2012	9,220	6,555				0	2.
9 X GILEAD SCIENCES, INC	375558103				1/22/2008			11/27/2012	30,883	38,021				0	-7.
10 X HEMLETT PACKARD CO	428236103				12/13/2011			4/17/2013	2,594	968				0	1.
11 X KRAFT FOODS GROUP INC	500768Q106				10/22/2009			8/30/2012	3,351	4,120				0	-
12 X KRAFT FOODS GROUP INC	500768Q106				10/22/2009			10/11/2012	16	10				0	
13 X KRAFT FOODS GROUP INC	500768Q106				10/22/2009			4/17/2013	2,672	1,520				0	1.
14 X PFIZER INC	710781103				7/30/2009			8/30/2012	3,579	2,442				0	1.
15 X PHILLIPS 66	718546104				10/23/2002			8/30/2012	531	140				0	
16 X PHILLIPS 66	718546104				12/11/2001			8/30/2012	2,101	651				0	1.
17 X PRAIRIE INC COM	14005P04				1/16/2008			4/17/2013	8,286	6,127				0	2.
18 X T ROWE PRICE INST EM MKT	741440203				12/22/2008			11/27/2012	4,000	4,814				0	-
19 X T ROWE PRICE INST EM MKT	741440203				12/22/2008			11/27/2012	2,000	2,256				0	-
20 X T ROWE PRICE REAL ESTATE	778819109				6/30/2008			11/27/2012	2,000	1,714				0	
21 X T ROWE PRICE REAL ESTATE	778819109				6/30/2008			5/23/2013	6,000	4,455				0	1.
22 X UNION GROUP	91529Y106				12/13/2011			4/17/2013	4,955	3,973				0	
23 X CRM MID CAP VALUE FD-INS	92934R769				1/22/2008			8/30/2012	5,000	4,489				0	
24 X CRM MID CAP VALUE FD-INS	92934R769				10/22/2008			5/23/2013	9,996	5,386				0	4.
25 X CRM MID CAP VALUE FD-INS	92934R769				1/22/2008			5/23/2013	23,874	17,687				0	6.
26 X WELLS FARGO ADV SP SIC V	94975P447				2/28/2003			5/23/2013	33,272	19,891				0	13.
27 X WELLS FARGO ADV SP SIC V	94975P447				1/19/2008			5/23/2013	6	3				0	
28 X WELLS FARGO ADV SP SIC V	94975P447				12/7/2012			5/23/2013	0	0				0	
29 X WELLS FARGO ADV SM CP VI	949848397				2/28/2003			8/30/2012	5,000	3,602				0	
30 X WIF ADV TRAD SIC GROWTH FQ	949850244				11/16/2007			8/30/2012	1,534	1,374				0	
31 X WIF ADV TRAD SIC GROWTH FQ	949850244				8/2/2002			8/30/2012	3,468	2,247				0	1.
32 X WIF ADV TRAD SIC GROWTH FQ	949850244				10/22/2008			11/27/2012	3,031	1,846				0	1.
33 X WIF ADV TRAD SIC GROWTH FQ	949850244				11/19/2008			11/27/2012	100	49				0	
34 X WIF ADV TRAD SIC GROWTH FQ	949850244				8/2/2002			11/27/2012	23,505	15,753				0	7.
35 X WELLS FARGO ADVENTERPI	949815367				10/22/2008			5/23/2013	22,206	9,884				0	12.
36 X WELLS FARGO ADVENTERPI	949815367				1/22/2008			5/23/2013	9,957	6,626				0	3.

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

		380	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE PAYMENTS	380	0		

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

Amount	Long Term CG Distributions		Short Term CG Distributions		2,567		42		42		0		0		0		0		0		0		0		0					
	Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		F M V as of 12/31/69		Excess of FMV Over Adj Basis		Adjusted Basis as of 12/31/69		Gain or Loss		Coat or Other Basis Plus Expense of Sale		Gain or Loss			
1	DELAWARE POOLED TR INTELL UNIT #4		24826B306		12/22/2008	5/23/2013		8,069		12,725						12,135		264,334		42,184										
2	DELAWARE POOLED TR INTELL UNIT #4		24826B308		12/15/2008	5/23/2013				20,013						6,186		1,903												
3	ARTIO INTERNATIONAL EQ FD II #1529	043159	24826B306		7/28/2005	5/23/2013				10,311						28,501		-8,488												
4	ARTIO INTERNATIONAL EQ FD II #1529	043159	24826B308		10/22/2008	11/27/2012				16,417						9,378		833												
5	ARTIO INTERNATIONAL EQ FD II #1529	043159	24826B306		7/23/2008	11/27/2012				18,477						23,348		-6,931												
6	CENTURYLINK INC	411720106	12/13/2011		4/17/2013	11/27/2012				5,148						5,040		106												
7	DODGE & COX INTL STOCK FD #1048	2,562,061,03	7/23/2008		11/27/2012	10,733				10,733						13,303		-2,510												
8	DODGE & COX INTL STOCK FD #1048	2,562,061,03	10/22/2008		11/27/2012	9,220				9,220						6,505		2,635												
9	DODGE & COX INTL STOCK FD #1048	2,562,061,03	12/22/2008		11/27/2012	30,853				30,853						38,128		-7,128												
10	GILEAD SCIENCES INC	3,755,881,03	12/13/2005		4/17/2013	2,594				1,172						968		968												
11	HEWLETT PACKARD CO	4,282,381,03	11/19/2005		8/30/2012	3,339				3,339						4		120												
12	KRAFT FOODS GROUP INC	500,760,108	10/22/2009		10/11/2012	15				11						10		5												
13	KRAFT FOODS GROUP INC	500,760,108	10/22/2009		4/17/2013	2,672				2,672						1,520		1,152												
14	PFIZER INC	7,170,010,03	7/30/2009		8/30/2012	3,519				3,519						1,457		1,137												
15	PHILLIPS 66	7,185,610,04	10/32/2002		8/30/2012	531				531						140		391												
16	PHILLIPS 66	7,185,610,04	12/11/2001		8/30/2012	2,101				2,101						651		1,450												
17	PRAXAIR INC COM	7,005,910,04	11/16/2008		4/17/2013	8,166				8,166						6,127		2,139												
18	ROWE PRICE INST EM MKT EQ #146	7,414,402,03	1/22/2008		8/30/2012	4,000				4,000						4,614		-814												
19	ROWE PRICE INST EM MKT EQ #146	7,414,402,03	2/17/2008		2,000					2,000						2,256		-256												
20	ROWE PRICE REAL ESTATE FD #122	7,793,910,09	8/30/2008		11/27/2012	2,000				2,000						1,714		256												
21	ROWE PRICE REAL ESTATE FD #122	7,793,910,09	8/30/2008		5/23/2013	6,000				6,000						4,455		1,545												
22	UNIM GROUP	9,152,910,06	12/13/2011		4/17/2013	4,855				4,855						3,973		982												
23	CRM MID CAP VALUE FD INST #32	928,34R789	1/22/2008		8/30/2012	5,000				5,000						4,499		501												
24	CRM MID CAP VALUE FD INST #32	928,34R789	10/22/2008		5/23/2013	9,986				9,986						5,388		4,610												
25	CRM MID CAP VALUE INST #32	928,34R789	1/22/2008		5/23/2013	23,814				23,814						16,807		6,187												
26	WELLS FARGO ADY SP SIC 4414	9,497,575,447	2/26/2003		3/23/2013	39,212				39,212						19,861		13,311												
27	WELLS FARGO ADY SP SIC 4414	9,497,575,447	11/16/2008		11/27/2012	9				9						0		0												
28	WELLS FARGO ADY SP SIC 4414	9,497,575,447	12/23/2012		5/23/2013	0				0						0		0												
29	WELLS FARGO ADY SP SIC 4414	9,498,94B997	2/28/2003		8/30/2012	5,000				5,000						0		0												
30	WELLS FARGO ADY SP SIC 4414	9,498,94B997	11/16/2007		8/30/2012	1,534				1,534						0		0												
31	WF ADV TRAD SIC GROWTH FD INST #44	94985D244	9/22/2002		8/30/2012	3,466				3,466						0		2,277												
32	WF ADV TRAD SIC GROWTH FD INST #44	94985D244	10/22/2008		11/27/2012	3,031				3,031						1,846		0												
33	WF ADV TRAD SIC GROWTH FD INST #44	94985D244	11/19/2008		11/27/2012	100				100						0		0												
34	WF ADV TRAD SIC GROWTH FD INST #44	94985D244	8/22/2002		11/27/2012	25,505				25,505						0		15,753												
35	WELLS FARGO ADV ENTERPR C/L #31	94985D244	10/22/2008		11/27/2012	22,266				22,266						0		8,924												
36	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	9,837				9,837						0		6,626												
37	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
38	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
39	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
40	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
41	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
42	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
43	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
44	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
45	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
46	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
47	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
48	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
49	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
50	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
51	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
52	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
53	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
54	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
55	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
56	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
57	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0						0		0												
58	WELLS FARGO ADV ENTERPR C/L #31	94985D244	12/22/2008		11/27/2013	0				0		</																		

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	8,274	0	
2	CHARLES T NOONAN, ESQ	X	526 WALNUT STREET	LENTOWN	PA	18101		CO-TRUSTEE	5 00	8,567		

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

	Date	Amount
1 Credit from prior year return	1	64
2 First quarter estimated tax payment	2	380
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	444