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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 8/1/2012, and ending 7/31/2013

Name of foundation BENJAMIN H SMYSER FOUNDATION NECT-70069400		A Employer identification number 35-6219223
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	Room/suite	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 534,560	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,093	13,977		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	8,546			
	b Gross sales price for all assets on line 6a	234,869			
	7 Capital gain net income (from Part IV, line 2)		8,546		
	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	22,639	22,523	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,463	6,347		2,116
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,535			1,535
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	119	119		
	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	10,117	6,466	0	3,651
	25 Contributions, gifts, grants paid	18,040			18,040
26 Total expenses and disbursements. Add lines 24 and 25	28,157	6,466	0	21,691	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,518				
b Net investment income (if negative, enter -0-)		16,057			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) BENJAMIN H SMYSER FOUNDATION NECT-70069400

35-6219223

Page 2

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	5,642	10,886	10,886
	2 Savings and temporary cash investments			
	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)	300,097		
	c Investments—corporate bonds (attach schedule)	188,298		
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		478,941	523,674
	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)	494,037	489,827	534,560
	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. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	436,445	489,827	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	57,592		
	30 Total net assets or fund balances (see instructions)	494,037	489,827	
	31 Total liabilities and net assets/fund balances (see instructions)	494,037	489,827	

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	494,037
2	Enter amount from Part I, line 27a	2	-5,518
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,606
4	Add lines 1, 2, and 3	4	490,125
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	5	298
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	489,827

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

(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	8,546
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	26,450	507,342	0.052134
2010	23,147	533,062	0.043423
2009	19,994	496,820	0.040244
2008	30,294	467,681	0.064775
2007	31,044	595,235	0.052154

2 Total of line 1, column (d)	2	0.252730
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	0.050546
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	521,987
5 Multiply line 4 by line 3	5	26,384
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	161
7 Add lines 5 and 6	7	26,545
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	21,691

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) ☐ IN

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	8,463		

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	514,274
b	Average of monthly cash balances	1b	15,662
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	529,936
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	529,936
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,949
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	521,987
6	Minimum investment return. Enter 5% of line 5	6	26,099

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	26,099
2a	Tax on investment income for 2012 from Part VI, line 5	2a	321
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	321
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,778
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,778
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	25,778

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	21,691
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	21,691
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	21,691

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				25,778
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			16,812	
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 ▶ \$ <u>21,691</u>				
a Applied to 2011, but not more than line 2a			16,812	
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				4,879
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				20,899
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				

N/A

- ☐ 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					

Form **990-PF** (2012)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	18,040
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	70069400	35-6219223	VP0528308	FEDERATED TREAS OBL FD 68	\$ 9,963 67	9,963 67	\$ 9,963 67
Savings & Temp Inv	70069400	35-6219223	VP0528308	FEDERATED TREAS OBL FD 68	\$ 922 66	922 66	\$ 922 66
					<u>\$ 10,886 33</u>	<u>10,886 33</u>	<u>\$ 10,886 33</u>
Invest - Other	70069400	35-6219223	00203H859	AQR MANAGED FUTURES STR-I #15213	\$ 5,223 00	513 57	\$ 5,223 00
Invest - Other	70069400	35-6219223	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$ 25,797 22	3,563 15	\$ 32,207 84
Invest - Other	70069400	35-6219223	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$ 10,795 29	506 82	\$ 8,565 27
Invest - Other	70069400	35-6219223	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$ 26,351 12	1,882 22	\$ 27,503 27
Invest - Other	70069400	35-6219223	262028855	DRIEHAUS ACTIVE INCOME FUND	\$ 20,769 59	1,932.06	\$ 20,634 00
Invest - Other	70069400	35-6219223	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$ 5,136 89	535 09	\$ 5,169.00
Invest - Other	70069400	35-6219223	464287606	ISHARES S&P MID-CAP 400 GROWTH	\$ 22,707 14	166 00	\$ 16,156 91
Invest - Other	70069400	35-6219223	464287705	ISHARES S&P MID-CAP 400 VALUE	\$ 14,662.16	136 00	\$ 9,749 84
Invest - Other	70069400	35-6219223	464287804	ISHARES CORE S&P SMALL-CAP E	\$ 21,133 50	219 00	\$ 13,124 67
Invest - Other	70069400	35-6219223	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$ 10,523 81	974 43	\$ 11,343 97
Invest - Other	70069400	35-6219223	589509108	MERGER FD SH BEN INT #260	\$ 15,738 08	981 79	\$ 15,648 24
Invest - Other	70069400	35-6219223	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	\$ 15,883 65	1,389 65	\$ 16,106 00
Invest - Other	70069400	35-6219223	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$ 10,552 32	997 38	\$ 10,510 40
Invest - Other	70069400	35-6219223	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$ 26,429 51	2,619 38	\$ 25,049 77
Invest - Other	70069400	35-6219223	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$ 19,444 80	480 00	\$ 17,561 28
Invest - Other	70069400	35-6219223	81369Y100	AMEX MATERIALS SPDR	\$ 3,440 80	85 00	\$ 2,962 76
Invest - Other	70069400	35-6219223	81369Y209	AMEX HEALTH CARE SPDR	\$ 7,908 10	155 00	\$ 5,064 93
Invest - Other	70069400	35-6219223	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	\$ 7,822 71	189 00	\$ 5,631 82
Invest - Other	70069400	35-6219223	81369Y407	AMEX CONSUMER DISCR SPDR	\$ 10,805 34	182 00	\$ 6,055 14
Invest - Other	70069400	35-6219223	81369Y506	AMEX ENERGY SELECT SPDR	\$ 7,582 64	92 00	\$ 6,880 97
Invest - Other	70069400	35-6219223	81369Y605	FINANCIAL SELECT SECTOR SPDR	\$ 10,736 76	524 00	\$ 8,177 65
Invest - Other	70069400	35-6219223	81369Y704	AMEX INDUSTRIAL SPDR	\$ 7,948.16	176 00	\$ 6,581 54
Invest - Other	70069400	35-6219223	81369Y803	AMEX TECHNOLOGY SELECT SPDR	\$ 16,023 65	505 00	\$ 13,594 11
Invest - Other	70069400	35-6219223	921937819	VANGUARD INTERMEDIATE TERM B	\$ 23,090 16	276 00	\$ 23,617 86
Invest - Other	70069400	35-6219223	921937827	VANGUARD SHORT TERM BOND ETF	\$ 65,629 61	817 00	\$ 66,177 22
Invest - Other	70069400	35-6219223	921943858	VANGUARD FTSE DEVELOPED ETF	\$ 50,332 80	1,344 00	\$ 49,220 91
Invest - Other	70069400	35-6219223	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$ 42,067 62	1,077 00	\$ 41,092 97
Invest - Other	70069400	35-6219223	922908553	VANGUARD REIT VIPER	\$ 19,137 84	276 00	\$ 9,329 93
					<u>\$ 523,674 27</u>	<u>22,594 54</u>	<u>\$ 478,941 27</u>
TOTAL ASSETS					\$ 534,560 60		\$ 489,827 60

SMYSER, BENJAMIN H FDN T/A

EIN: 35-6219223

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

Indiana Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.

BENJAMIN H SMYSER FOUNDATION NECT-70069400

35-6219223 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

HEADWATERS PARK ALLIANCE

Street

110 W BERRY ST STE 1600

City

FORT WAYNE

State

IN

Zip Code

46802-2368

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

LOVE IN DEED SHAREHOUSE

Street

ROSALIA DR

City

FORT WAYNE

State

IN

Zip Code

46809

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE CARRIAGE HOUSE

Street

3327 LAKE AVE

City

FORT WAYNE

State

IN

Zip Code

46805

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

OPERATING SUPPORT

Amount

5,000

Name

MATTHEW 25

Street

413 E JEFFERSON BLVD

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

DENTAL DRILLS

Amount

5,040

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

		Amount						Totals	Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss		
Long Term CG Distributions		984						Capital Gains/Losses	234,669	226,323		8,546		
Short Term CG Distributions		0						Other sales	0	0		0		
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DIAMOND HILL LONG-SHORT	252945833		11/27/2012		7/17/2013	2,113	1,804				0	309
2	X	DIAMOND HILL LONG-SHORT	252945833		2/22/2011		7/17/2013	1,761	1,406				0	355
3	X	CREDIT SUISSE COMM RET S	22544R305		3/2/2011		11/23/2012	697	816				0	119
4	X	DIAMOND HILL LONG-SHORT	252945833		11/27/2012		2/13/2013	415	380				0	35
5	X	DREYFUS EMG MKT DEBT LG	26180494		11/27/2012		2/13/2013	3,986	3,876				0	110
6	X	GATEWAY FUND Y #1986	367829884		11/27/2012		7/17/2013	13,287	12,810				0	477
7	X	GATEWAY FUND Y #1986	367829884		2/15/2013		7/17/2013	5,674	5,609				0	65
8	X	HUSSMAN STRATEGIC GROV	448108100		3/28/2010		11/23/2012	9,788	11,215				0	1,427
9	X	HUSSMAN STRATEGIC GROV	448108100		3/28/2010		2/13/2013	3,665	4,749				0	584
10	X	HUSSMAN STRATEGIC GROV	448108100		2/22/2011		2/13/2013	1,717	2,000				0	283
11	X	HUSSMAN STRATEGIC GROV	448108100		6/2/2011		2/13/2013	751	896				0	-145
12	X	HUSSMAN STRATEGIC GROV	448108100		2/28/2012		2/13/2013	2,908	3,292				0	-384
13	X	ISHARES MSCI EAFE	464287465		3/28/2010		2/13/2013	35,348	33,504				0	1,844
14	X	ISHARES MSCI EAFE	464287465		2/18/2011		2/13/2013	8,130	8,541				0	-411
15	X	ISHARES MSCI EAFE	464287465		3/2/2011		2/13/2013	2,651	2,750				0	-99
16	X	ISHARES MSCI EAFE	464287465		11/4/2011		2/13/2013	4,713	4,153				0	560
17	X	ISHARES S&P MIDCAP 400 GF	464287485		5/25/2012		2/13/2013	353	290				0	63
18	X	ISHARES S&P MIDCAP 400 GF	464287606		5/25/2012		11/23/2012	670	639				0	31
19	X	ISHARES S&P MIDCAP 400 VA	464287705		8/17/2011		11/23/2012	507	439				0	68
20	X	ISHARES S&P MIDCAP 400 VA	464287705		3/28/2010		11/23/2012	254	215				0	39
21	X	ISHARES S&P MIDCAP 400 VA	464287705		2/13/2013		7/17/2013	840	582				0	258
22	X	ISHARES CORE S&P SMALL-C	464287804		8/17/2011		11/23/2012	1,411	1,217				0	194
23	X	ISHARES CORE S&P SMALL-C	464287804		8/17/2011		2/13/2013	1,350	1,025				0	325
24	X	ISHARES CORE S&P SMALL-C	464287804		3/28/2010		2/13/2013	8,943	8,353				0	590
25	X	LAUDUS MONDRIAN INTL FHI	518550655		2/28/2012		11/23/2012	1,737	1,728				0	9
26	X	LAUDUS MONDRIAN INTL FHI	518550655		2/22/2011		11/23/2012	3,634	3,613				0	21
27	X	HUSSMAN STRATEGIC GROV	448108100		5/26/2012		2/13/2013	638	725				0	-87
28	X	ISHARES MSCI EAFE	464287465		2/18/2011		11/23/2012	8,074	9,222				0	-1,148
29	X	LAUDUS MONDRIAN INTL FHI	518550655		2/22/2011		2/13/2013	1,321	1,399				0	-78
30	X	MERGER FD SH BEN INT 260	589509108		6/2/2011		11/23/2012	11	11				0	0
31	X	MERGER FD SH BEN INT 260	589509108		2/22/2011		11/23/2012	2,757	2,758				0	-1
32	X	PIMCO FOREIGN BD FD USD	093390882		2/28/2012		11/23/2012	1,007	948				0	59
33	X	PIMCO FOREIGN BD FD USD	093390882		7/20/2011		11/23/2012	4,057	4,595				0	-538
34	X	PIMCO FOREIGN BD FD USD	093390882		7/20/2011		2/13/2013	1,389	1,358				0	31
35	X	CONSUMER STAPLES SECTO	81369Y308		2/18/2011		11/23/2012	704	596				0	108
36	X	CONSUMER STAPLES SECTO	81369Y308		2/13/2013		7/17/2013	1,698	1,536				0	162
37	X	CONSUMER STAPLES SECTO	81369Y308		2/18/2011		7/17/2013	1,449	1,043				0	406
38	X	AMEX CONSUMER DISCR SP	81369Y407		11/23/2012		7/17/2013	1,484	1,171				0	313
39	X	AMEX CONSUMER DISCR SP	81369Y407		2/13/2013		7/17/2013	2,375	2,036				0	339
40	X	AMEX CONSUMER DISCR SP	81369Y407		3/28/2010		7/17/2013	653	366				0	287
41	X	AMEX ENERGY SELECT SPDR	81369Y506		2/13/2013		7/17/2013	1,712	1,649				0	63
42	X	AMEX ENERGY SELECT SPDR	81369Y506		2/18/2011		7/17/2013	1,386	1,304				0	82
43	X	AMEX FINANCIAL SELECT SP	81369Y605		3/28/2010		11/23/2012	3,245	3,325				0	-80
44	X	FINANCIAL SELECT SECTOR	81369Y605		2/13/2013		7/17/2013	2,343	2,049				0	294
45	X	FINANCIAL SELECT SECTOR	81369Y605		3/28/2010		7/17/2013	2,098	1,662				0	436
46	X	AMEX INDUSTRIAL SPDR	81369Y704		2/18/2011		11/23/2012	328	342				0	-14
47	X	AMEX INDUSTRIAL SPDR	81369Y704		2/13/2013		7/17/2013	1,650	1,514				0	136
48	X	AMEX INDUSTRIAL SPDR	81369Y704		2/18/2011		7/17/2013	1,516	1,291				0	225
49	X	AMEX TECHNOLOGY SELECT	81369Y803		5/25/2012		11/23/2012	829	814				0	15
50	X	AMEX TECHNOLOGY SELECT	81369Y803		5/25/2012		7/17/2013	641	559				0	82
51	X	AMEX TECHNOLOGY SELECT	81369Y803		2/13/2013		7/17/2013	3,527	3,285				0	242
52	X	AMEX TECHNOLOGY SELECT	81369Y803		2/18/2011		7/17/2013	2,533	2,132				0	401
53	X	VANGUARD INTERMEDIATE T	921937819		11/23/2012		2/13/2013	4,354	4,506				0	-152
54	X	VANGUARD INTERMEDIATE T	921937819		9/7/2012		2/13/2013	87	90				0	-3
55	X	VANGUARD INTERMEDIATE T	921937819		8/17/2011		7/17/2013	568	616				0	-48
56	X	VANGUARD INTERMEDIATE T	921937819		9/7/2012		7/17/2013	4,114	4,393				0	-279
57	X	VANGUARD INTERMEDIATE T	921937819		2/24/2012		7/17/2013	1,511	1,581				0	-70
58	X	VANGUARD SHORT TERM BD	921937827		11/23/2012		2/13/2013	7,679	7,730				0	-51
59	X	VANGUARD SHORT TERM BD	921937827		11/23/2012		7/17/2013	2,248	2,278				0	-30
60	X	VANGUARD FTSE DEVELOPE	921943858		2/13/2013		7/17/2013	1,989	1,941				0	48
61	X	VANGUARD REIT VIPER	922908553		10/27/2008		2/13/2013	833	410				0	423
62	X	PUBLIC SVC ELEC GAS 5 125	74456QAJ5		2/6/2006		9/1/2012	25,000	25,080				0	-80
63	X	RIDGEWORTH SEIX HY BD-J	76628T645		6/2/2011		11/23/2012	183	187				0	-4
64	X	RIDGEWORTH SEIX HY BD-J	76628T645		8/19/2011		11/23/2012	405	385				0	20
65	X	RIDGEWORTH SEIX HY BD-J	76628T645		11/6/2011		11/23/2012	1,614	1,543				0	71
66	X	RIDGEWORTH SEIX HY BD-J	76628T645		2/28/2012		11/23/2012	672	680				0	-8
67	X	RIDGEWORTH SEIX HY BD-J	76628T645		5/26/2012		11/23/2012	174	187				0	-13
68	X	RIDGEWORTH SEIX HY BD-J	76628T645		3/28/2010		11/23/2012	871	828				0	43

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

										Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions		Amount								Capital Gains/Losses		234,659		226,323		8,545	
Short Term CG Distributions		0								Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
69	X RIDGEWORTH SEIX HY BD-I #	765281645			3/29/2010		2/13/2013	4,009	3,714				0	295			
70	X SPDR DJ WILSHIRE INTERNA	78493X863			5/31/2011		11/23/2012	1,959	2,008				0	-19			
71	X AMEX MATERIALS SPDR	81369Y100			2/13/2013		7/17/2013	720	710				0	10			
72	X AMEX MATERIALS SPDR	81369Y100			11/23/2012		7/17/2013	650	615				0	65			
73	X AMEX HEALTH CARE SPDR	81369Y209			5/25/2012		11/23/2012	1,272	1,171				0	101			
74	X AMEX HEALTH CARE SPDR	81369Y209			2/18/2011		11/23/2012	2,225	1,835				0	390			
75	X AMEX HEALTH CARE SPDR	81369Y209			2/13/2013		7/17/2013	1,745	1,510				0	235			
76	X AMEX HEALTH CARE SPDR	81369Y209			2/18/2011		7/17/2013	1,496	983				0	513			

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

		1,535	0	0	1,535
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREPARATION FEES	1,535			1,535

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

		119	119	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	119	119		

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

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

1	COST BASIS ADJUSTMENT	1	50
2	FEDERAL EXCISE TAX REFUND	2	1,556
3	Total	3	1,606

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

1	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	1	298
2	Total	2	298

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

Long Term CG Distributions		Amount		233,855		0		0		226,323		7,562		0		0		7,562	
Short Term CG Distributions		0		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	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses						
1 DIAMOND HILL LONG-SHORT FD CL I #	252845833		11/17/2012	7/17/2013	2,113		0	1,604	309	0	0	0	309						
2 DIAMOND HILL LONG-SHORT FD CL I #	252845833		2/22/2011	7/17/2013	1,761		0	1,406	355	0	0	0	355						
3 CREDIT SUISSE COMM RET ST 4 2156	22544R305		3/2/2011	11/2/2012	897		0	818	79	0	0	0	79						
4 DIAMOND HILL LONG-SHORT FD CL I #	252845833		11/2/2012	2/13/2013	415		0	380	35	0	0	0	35						
5 DREYFUS EMG MKT DEBT LOC C-4 MDO	261980494		11/2/2012	2/13/2013	3,886		0	3,876	10	0	0	0	10						
6 GATEWAY FUND Y #1986	367829884		11/2/2012	7/17/2013	13,287		0	12,810	477	0	0	0	477						
7 GATEWAY FUND Y #1986	367829884		2/15/2013	7/17/2013	5,874		0	5,609	265	0	0	0	265						
8 HUSSMAN STRATEGIC GROWTH FUND	448108100		3/29/2010	11/2/2012	9,748		0	11,211	1,463	0	0	0	1,463						
9 HUSSMAN STRATEGIC GROWTH FUND	448108100		3/29/2010	2/13/2013	3,885		0	4,749	864	0	0	0	864						
10 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/27/2011	2/13/2013	1,717		0	2,000	283	0	0	0	283						
11 HUSSMAN STRATEGIC GROWTH FUND	448108100		8/2/2011	2/13/2013	751		0	890	139	0	0	0	139						
12 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/18/2011	2/13/2013	2,908		0	3,292	384	0	0	0	384						
13 ISHARES MSCI EAFE	464287465		3/29/2010	2/13/2013	35,348		0	33,504	1,844	0	0	0	1,844						
14 ISHARES MSCI EAFE	464287465		2/18/2011	2/13/2013	8,130		0	8,541	411	0	0	0	411						
15 ISHARES MSCI EAFE	464287465		3/2/2011	2/13/2013	2,851		0	2,750	101	0	0	0	101						
16 ISHARES MSCI EAFE	464287465		1/14/2011	2/13/2013	4,713		0	4,153	560	0	0	0	560						
17 ISHARES MSCI EAFE	464287465		5/25/2012	2/13/2013	333		0	333	0	0	0	0	0						
18 ISHARES S&P MIDCAP 400 GROWTH	464287705		5/25/2012	11/2/2012	870		0	839	31	0	0	0	31						
19 ISHARES S&P MIDCAP 400 VALUE	464287705		8/17/2011	11/2/2012	507		0	439	68	0	0	0	68						
20 ISHARES S&P MIDCAP 400 VALUE	464287705		3/29/2010	11/2/2012	254		0	215	39	0	0	0	39						
21 ISHARES S&P MIDCAP 400 VALUE	464287705		2/13/2013	7/17/2013	840		0	582	258	0	0	0	258						
22 ISHARES CORE S&P SMALL-CAP E	464287804		8/17/2011	11/2/2012	1,411		0	1,217	194	0	0	0	194						
23 ISHARES CORE S&P SMALL-CAP E	464287804		8/17/2011	2/13/2013	1,350		0	1,025	325	0	0	0	325						
24 ISHARES CORE S&P SMALL-CAP E	464287804		3/29/2010	2/13/2013	840		0	635	205	0	0	0	205						
25 LAUDIS MONDRIAN INTL FHNST 2940	518550655		2/28/2012	11/2/2012	1,737		0	1,778	41	0	0	0	41						
26 LAUDIS MONDRIAN INTL FHNST 2940	518550655		2/22/2011	11/2/2012	3,834		0	3,613	221	0	0	0	221						
27 HUSSMAN STRATEGIC GROWTH FUND	448108100		5/28/2012	2/13/2013	638		0	725	87	0	0	0	87						
28 ISHARES MSCI EAFE	464287465		2/18/2011	11/2/2012	8,074		0	9,222	1,148	0	0	0	1,148						
29 LAUDIS MONDRIAN INTL FHNST #2940	518550655		2/22/2011	2/13/2013	1,321		0	1,399	78	0	0	0	78						
30 MERGER FD SH BEN INT 280	58509108		6/2/2011	11/2/2012	11		0	11	0	0	0	0	0						
31 MERGER FD SH BEN INT 280	58509108		2/22/2011	11/2/2012	2,757		0	2,768	11	0	0	0	11						
32 PIMCO FOREIGN BD FD USD H-INST 10	693360882		2/28/2012	11/2/2012	1,007		0	948	59	0	0	0	59						
33 PIMCO FOREIGN BD FD USD H-INST 10	693360882		7/20/2011	11/2/2012	4,827		0	4,585	242	0	0	0	242						
34 PIMCO FOREIGN BD FD USD H-INST #1	693360882		7/20/2011	2/13/2013	1,389		0	1,359	30	0	0	0	30						
35 CONSUMER STAPLES SECTOR SPDR	81369Y308		2/18/2011	11/2/2012	704		0	596	108	0	0	0	108						
36 CONSUMER STAPLES SECTOR SPDR	81369Y308		2/13/2013	7/17/2013	1,698		0	1,536	162	0	0	0	162						
37 CONSUMER STAPLES SECTOR SPDR	81369Y308		2/18/2011	7/17/2013	1,449		0	1,043	406	0	0	0	406						
38 AMEX CONSUMER DISCR SPDR	81369Y407		11/2/2012	7/17/2013	1,484		0	1,171	313	0	0	0	313						
39 AMEX CONSUMER DISCR SPDR	81369Y407		2/13/2013	7/17/2013	2,375		0	2,036	339	0	0	0	339						
40 AMEX CONSUMER DISCR SPDR	81369Y407		3/29/2010	7/17/2013	853		0	366	287	0	0	0	287						
41 AMEX ENERGY SELECT SPDR	81369Y506		2/13/2013	7/17/2013	1,712		0	1,649	63	0	0	0	63						
42 AMEX ENERGY SELECT SPDR	81369Y506		2/18/2011	7/17/2013	1,386		0	1,304	82	0	0	0	82						
43 AMEX FINANCIAL SELECT SPDR	81369Y605		3/29/2010	11/2/2012	2,245		0	3,325	1,080	0	0	0	1,080						
44 FINANCIAL SELECT SECTOR SPDR	81369Y605		2/13/2013	7/17/2013	2,343		0	2,049	294	0	0	0	294						
45 FINANCIAL SELECT SECTOR SPDR	81369Y605		3/29/2010	7/17/2013	2,098		0	1,582	436	0	0	0	436						
46 AMEX INDUSTRIAL SPDR	81369Y704		2/18/2011	11/2/2012	328		0	342	14	0	0	0	14						
47 AMEX INDUSTRIAL SPDR	81369Y704		2/13/2013	7/17/2013	1,650		0	1,514	136	0	0	0	136						
48 AMEX INDUSTRIAL SPDR	81369Y704		2/18/2011	7/17/2013	1,516		0	1,291	225	0	0	0	225						
49 AMEX TECHNOLOGY SELECT SPDR	81369Y803		5/25/2012	11/2/2012	628		0	614	14	0	0	0	14						
50 AMEX TECHNOLOGY SELECT SPDR	81369Y803		5/25/2012	7/17/2013	641		0	559	82	0	0	0	82						
51 AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/13/2013	7/17/2013	3,527		0	3,285	242	0	0	0	242						
52 AMEX TECHNOLOGY SELECT SPDR	81369Y803		2/18/2011	7/17/2013	2,533		0	2,132	401	0	0	0	401						
53 VANGUARD INTERMEDIATE TERM B	821937819		11/2/2012	2/13/2013	4,354		0	4,506	152	0	0	0	152						
54 VANGUARD INTERMEDIATE TERM B	821937819		8/7/2012	2/13/2013	87		0	87	0	0	0	0	0						
55 VANGUARD INTERMEDIATE TERM B	821937819		8/17/2011	7/17/2013	585		0	616	28	0	0	0	28						
56 VANGUARD INTERMEDIATE TERM B	821937819		8/7/2012	7/17/2013	4,114		0	4,393	279	0	0	0	279						
57 VANGUARD INTERMEDIATE TERM B	821937819		2/24/2012	7/17/2013	1,511		0	1,581	70	0	0	0	70						
58 VANGUARD SHORT TERM BOND ETF	821937827		11/2/2012	2/13/2013	7,679		0	7,730	51	0	0	0	51						
59 VANGUARD SHORT TERM BOND ETF	821937827		11/2/2012	7/17/2013	2,248		0	2,278	30	0	0	0	30						
60 VANGUARD FTSE DEVELOPED ETF	821943558		2/13/2013	7/17/2013	1,989		0	1,841	148	0	0	0	148						
61 VANGUARD REIT VIPER	822908553		10/27/2008	2/13/2013	833		0	410	423	0	0	0	423						
62 PUBLIC SVC ELEC GAS S 125% 90Y17	744560A35		2/6/2006	8/1/2012	25,000		0	25,000	0	0	0	0	0						
63 RIDGEWORTH SEIX HY BD-1 5855	768281845		6/2/2011	11/2/2012	183		0	187	4	0	0	0	4						
64 RIDGEWORTH SEIX HY BD-1 5855	768281845		8/19/2011	11/2/2012	405		0	385	20	0	0	0	20						
65 RIDGEWORTH SEIX HY BD-1 5855	768281845		11/8/2011	11/2/2012	1,814		0	1,543	271	0	0	0	271						
66 RIDGEWORTH SEIX HY BD-1 5855	768281845		2/28/2012	11/2/2012	872		0	800	72	0	0	0	72						
67 RIDGEWORTH SEIX HY BD-1 5855	768281845		5/28/2012	11/2/2012	174		0	167	7	0	0	0	7						
68 RIDGEWORTH SEIX HY BD-1 5855	768281845		3/29/2010	11/2/2012	871		0	828	43	0	0	0	43						
69 RIDGEWORTH SEIX HY BD-1 5855	768281845		3/29/2010	2/13/2013	4,009		0	3,714	295	0	0	0	295						
70 SPDR DJ WILSHIRE INTERNATIONAL R	784831863		5/3/2011	11/2/2012	1,959		0	2,008	49	0	0	0	49						
71 AMEX MATERIALS SPDR	81369Y100		2/13/2013	7/17/2013	720		0	710	10	0	0	0	10						
72 AMEX MATERIALS SPDR	81369Y100		11/2/2012	7/17/2013	680		0	615	65	0	0	0	65						
73 AMEX HEALTH CARE SPDR	81369Y209		5/25/2012	11/2/2012	1,272		0	1,171	101	0	0	0	101						
74 AMEX HEALTH CARE SPDR	81369Y209		2/18/2011	11/2/2012	2,225		0	1,935	290	0	0	0	290						
75 AMEX HEALTH CARE SPDR	81369Y209		2/13/2013	7/17/2013	1,745		0	1,510	235	0	0	0	235						
76 AMEX HEALTH CARE SPDR	81369Y209		2/18/2011	7/17/2013	1,496		0	963	533	0	0	0	533						

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	160
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	160

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	16,812
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,812