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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 ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.		A Employer identification number 35-6250066
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here ☐
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) \$ 629,731	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)
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	16,690	16,558		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	17,669			
b	Gross sales price for all assets on line 6a 295,873				
7	Capital gain net income (from Part IV, line 2)		17,669		
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	34,359	34,227	0	
13	Compensation of officers, directors, trustees, etc	9,877	7,408		2,469
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	595			595
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	746	224		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	2	2		
24	Total operating and administrative expenses. Add lines 13 through 23	11,220	7,634	0	3,064
25	Contributions, gifts, grants paid	30,000			30,000
26	Total expenses and disbursements. Add lines 24 and 25	41,220	7,634	0	33,064
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-6,861			
b	Net investment income (if negative, enter -0-)		26,593		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

P 14

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	11,056	14,727	14,727
	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)	569,263	559,061	615,004
	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)	580,319	573,788	629,731	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ☐)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	580,319	573,788	
	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)	580,319	573,788		
31 Total liabilities and net assets/fund balances (see instructions)	580,319	573,788		

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	580,319
2 Enter amount from Part I, line 27a	2	-6,861
3 Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	720
4 Add lines 1, 2, and 3	4	574,178
5 Decreases not included in line 2 (itemize) ☐ PY RETURN OF CAPITAL ADJUSTMENT	5	390
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	573,788

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	17,669
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.

(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	32,744	610,860	0.053603
2010	40,084	650,251	0.061644
2009	29,000	621,222	0.046682
2008	38,267	594,689	0.064348
2007	41,181	782,400	0.052634

2 Total of line 1, column (d)	2	0.278911
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	0.055782
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	628,255
5 Multiply line 4 by line 3	5	35,045
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	266
7 Add lines 5 and 6	7	35,311
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	33,064

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)		1	532
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-)		2	0
3 Add lines 1 and 2		3	532
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	532
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	895	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	550	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,445	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	913	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 532 Refunded ☐ 381	11	381	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

☐**5b**

X

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

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	9,877		

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	615,264
b	Average of monthly cash balances	1b	22,558
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	637,822
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	637,822
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,567
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	628,255
6	Minimum investment return. Enter 5% of line 5	6	31,413

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	31,413
2a	Tax on investment income for 2012 from Part VI, line 5	2a	532
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	532
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,881
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,881
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	30,881

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	33,064
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	33,064
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	33,064

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				30,881
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			16,818	
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>33,064</u>				
a Applied to 2011, but not more than line 2a			16,818	
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				16,246
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				14,635
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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	30,000
b Approved for future payment NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	16,690	
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	17,669	
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		34,359	0
13	Total. Add line 12, columns (b), (d), and (e)				13	34,359

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

[illegible]

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. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 John A. Salento SVP Wells Fargo Bank N.A.	2/10/2014 Date	SVP Wells Fargo Bank N.A. Title
	Signature of officer or trustee	Date	Title

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	JOSEPH J. CASTRIANO		2/10/2014		P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name

AUDIENCES UNLIMITED, INC.

Street

227 E WASHINGTON BLVD

City

FORT WAYNE

State

IN

Zip Code

46802

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

COLE CENTER FAMILY YMCA

Street

700 S GAREN STREET

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

1,000

Name

COMMON GRACE-LOVE INC

Street

PO BOX 203

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

COMMUNITY HARVEST FOOD BANK OF NORTHEAST INDIANA

Street

999 EASET TILLMAN RD

City

FORT WAYNE

State

IN

Zip Code

46816

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

FORT WAYNE PHILHARMONIC

Street

4901 FULLER DR

City

FORT WAYNE

State

IN

Zip Code

46835

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

GIRL SCOUTS OF NORTHERN INDIANA

Street

10008 DUPONT CIRCLE

City

FORT WAYNE

State

IN

Zip Code

46825

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF NOBLE COUNTY INC

Street

PO BOX 471

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

HUNTINGTON COLLEGE

Street

2302 COLLEGE AVE

City

HUNTINGTON

State

IN

Zip Code

46759

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

1,000

Name

KENDALLVILLE DAY CARE CENTER INC

Street

342 EAST LISLE ST

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

2,000

Name

KENDALLVILLE PARK & RECREATION DEPT

Street

211 IDDINGS ST

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

LIFE AND FAMILY SERVICES INC

Street

201 SOUTH PARK AVENUE

City

KENDALLVILLE

State

IN

Zip Code

46755

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

NOBLE HOUSE MINISTRIES INC

Street

205 EAST HIGHLAND

City

ALBION

State

IN

Zip Code

46701

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

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

Recipient(s) paid during the year

Name

TRINE UNIVERSITY

Street

1 UNIVERSITY AVE

City

ANGOLA

State

IN

Zip Code

46703

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

1,000

Name

UNIVERSITY OF SAINT FRANCIS OF FORT WAYNE

Street

2701 SPRING ST

City

FORT WAYNE

State

IN

Zip Code

46804

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

SCHOLARSHIP

Amount

1,000

Name

YMCA-NORTHEAST INDIANA INC

Street

1610 SPY RUN AVE

City

FORT WAYNE

State

IN

Zip Code

46805

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

JUNIOR ACHIEVEMENT OF NORTHERN INDIANA

Street

601 NOBLE DR

City

FORT WAYNE

State

IN

Zip Code

46825

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

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

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

Amount										945		0		
Long Term CG Distributions										0		0		
Short Term CG Distributions										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 VANGUARD SHORT TERM BO	921937827			5/31/2011		7/17/2013	562	568					-6
70	X VANGUARD SHORT TERM BO	921937827			5/4/2012		7/17/2013	8,812	9,009					-197
71	X INTERNATIONAL BUSINESS M	459200101			6/18/2013		7/22/2013	977	1,027					-50
72	X SHARES S & P 500 INDEX FU	464287200			12/28/2009		8/31/2012	1,276	1,018					258
73	X SHARES CORE S & P 500 ETR	464287200			12/28/2009		2/13/2013	764	565					199
74	X SHARES CORE S & P 500 ETR	464287200			12/28/2009		5/13/2013	820	565					255
75	X SHARES CORE S & P 500 ETR	464287200			12/28/2009		7/17/2013	12,506	8,367					4,139
76	X SHARES MSCI EAFE	464287465			12/28/2009		8/31/2012	4,438	4,799					-361
77	X SHARES MSCI EAFE	464287465			12/28/2009		2/13/2013	65,925	62,440					3,485
78	X SHARES S&P MIDCAP 400 GR	464287606			7/17/2013		7/22/2013	1,375	1,356					19
79	X SHARES S&P MIDCAP 400 VA	464287705			5/13/2013		5/13/2013	514	421					93
80	X SHARES S&P MIDCAP 400 VA	464287705			2/10/2011		7/22/2013	325	253					72
81	X SHARES S&P MIDCAP 400 VA	464287705			12/28/2009		7/22/2013	759	471					288
82	X SHARES TR SMALLCAP 600 I	464287804			5/4/2012		8/31/2012	1,132	1,106					26
83	X SHARES CORE S&P SMALL-C	464287804			5/4/2012		2/13/2013	1,265	1,106					159
84	X SHARES CORE S&P SMALL-C	464287804			12/28/2009		2/13/2013	11,558	7,627					3,931
85	X SHARES CORE S&P SMALL-C	464287804			12/28/2009		7/22/2013	873	557					316
86	X JPMORGAN CHASE & CO	46625H100			3/28/2010		7/17/2013	330	272					58
87	X JPMORGAN CHASE & CO	46625H100			12/28/2009		7/22/2013	283	148					135
88	X JOHNSON CONTROLS INC	478366107			7/17/2011		8/31/2012	136	209					-73
89	X JOHNSON CONTROLS INC	478366107			7/17/2013		7/17/2013	224	251					-27
90	X JOHNSON CONTROLS INC	478366107			3/16/2011		7/17/2013	447	478					-31
91	X LAUDUS MONDRIAN INTL FHI	51855Q655			12/17/2010		8/31/2012	6,781	6,509					272
92	X LAUDUS MONDRIAN INTL FHI	51855Q655			12/17/2010		2/13/2013	944	976					-32
93	X LAUDUS MONDRIAN INTL FHI	51855Q655			12/17/2010		7/22/2013	500	500					0
94	X MCKESSON CORP	58155Q103			2/13/2013		7/22/2013	593	525					68
95	X MERGER FD SH BEN INT 260	588509108			12/17/2010		8/31/2012	3,596	3,611					-15
96	X MICROSOFT CORP	584818104			12/28/2009		7/17/2013	508	434					74
97	X MONSTER BEVERAGE CORP	611740101			12/22/2013		7/22/2013	322	238					84
98	X NATIONAL OILWELL INC COM	637071101			7/5/2013		7/22/2013	370	357					13
99	X NESTLE S A REGISTERED SH	641069406			12/28/2009		7/17/2013	340	245					95
100	X CREDIT SUISSE COMM RT ST	22544R305			12/17/2010		8/31/2012	2,229	2,374					-145
101	X CREDIT SUISSE COMM RET S	22544R305			12/17/2010		7/17/2013	294	358					-64
102	X CREDIT SUISSE COMM RET S	22544R305			12/17/2010		7/22/2013	1,100	1,328					-228
103	X DIAGEO PLC - ADR	25243Q205			12/28/2009		11/15/2012	114	69					45
104	X DIAMOND HILL LONG-SHORT	25264S633			12/17/2010		7/22/2013	1,000	756					244
105	X WALT DISNEY CO	254687106			12/28/2009		7/17/2013	457	225					232
106	X DREYFUS EMG MKT DEBT LO	26188Q494			5/15/2012		2/13/2013	3,986	3,727					259
107	X DREYFUS EMG MKT DEBT LO	26188Q494			9/4/2012		7/22/2013	499	499					0
108	X DREYFUS EMG MKT DEBT LO	26188Q494			9/4/2012		7/22/2013	701	701					0
109	X E M C CORP MASS	268648102			2/13/2013		7/17/2013	254	243					11
110	X E M C CORP MASS	268648102			12/15/2010		7/17/2013	152	136					16
111	X GATEWAY FUND - Y #1986	367829884			9/4/2012		7/17/2013	14,373	14,000					373
112	X GATEWAY FUND - Y #1986	367829884			2/15/2013		7/17/2013	8,607	8,509					98
113	X GILEAD SCIENCES INC	375558103			5/4/2012		9/26/2012	264	203					61
114	X GILEAD SCIENCES INC	375558103			2/13/2013		7/17/2013	430	371					59
115	X GILEAD SCIENCES INC	375558103			5/4/2012		7/17/2013	572	254					318
116	X HSBG - ADR	40428Q406			2/25/2013		7/17/2013	334	327					7
117	X HEWLETT PACKARD CO	428236103			12/28/2009		8/30/2012	505	1,578					-1,073
118	X HEWLETT PACKARD CO	428236103			7/17/2011		8/30/2012	101	216					-115
119	X HUSSMAN STRATEGIC GROW	448108100			3/29/2010		8/31/2012	12,598	14,449					-1,851
120	X HUSSMAN STRATEGIC GROW	448108100			3/29/2010		2/13/2013	3,639	4,718					-879
121	X HUSSMAN STRATEGIC GROW	448108100			12/17/2010		2/13/2013	1,274	1,545					-271
122	X HUSSMAN STRATEGIC GROW	448108100			2/14/2011		2/13/2013	1,480	1,700					-220
123	X HUSSMAN STRATEGIC GROW	448108100			6/22/2011		2/13/2013	570	680					-110
124	X HUSSMAN STRATEGIC GROW	448108100			5/8/2012		2/13/2013	3,547	3,985					-438
125	X INTEL CORP	458140100			1/28/1997		6/18/2013	1,551	1,179					372
126	X INTEL CORP	458140100			2/13/2013		7/17/2013	254	212					42
127	X BERKSHIRE HATHAWAY INC	084670702			3/29/2010		7/22/2013	596	409					187
128	X BHP BILLITON LIMITED - ADR	088606108			4/12/2011		7/22/2013	255	405					-150
129	X BHP BILLITON LIMITED - ADR	088606108			12/15/2010		7/22/2013	64	89					-25
130	X BOEING CO	097023105			3/18/2011		7/22/2013	534	347					187
131	X CME GROUP INC	12572Q105			12/5/2012		7/17/2013	534	398					136
132	X CME GROUP INC	12572Q105			8/31/2012		7/17/2013	153	109					44
133	X CVS/CAREMARK CORPORATI	126650100			12/15/2010		7/17/2013	427	237					190
134	X CAPITAL ONE FINANCIAL CO	14040H105			12/28/2009		7/22/2013	346	194					152
135	X CELANESE CORP	150870103			2/13/2013		7/17/2013	284	303					-19
136	X CELANESE CORP	150870103			6/13/2011		7/17/2013	47	46					1

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

Amount										Totals		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										945		Capital Gains/Losses		285,673		278,204		17,669	
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					
137	X	CHEVRON CORP	166764100		2/13/2013		7/3/2013	595	575				0	20					
138	X	CHEVRON CORP	166764100		12/28/2009		7/3/2013	357	233				0	124					
139	X	CHEVRON CORP	166764100		12/28/2009		7/22/2013	637	388				0	249					
140	X	CISCO SYSTEMS INC	17275R102		2/13/2013		7/17/2013	540	442				0	98					
141	X	CISCO SYSTEMS INC	17275R102		8/31/2012		7/17/2013	257	191				0	66					
142	X	COACH INC	189754104		1/6/2013		7/17/2013	466	467				0	-1					
143	X	COMCAST CORP CLASS A	20030N101		12/28/2009		8/31/2012	268	137				0	131					
144	X	COMCAST CORP CLASS A	20030N101		2/13/2013		7/17/2013	440	413				0	27					
145	X	COMCAST CORP CLASS A	20030N101		12/28/2009		7/17/2013	220	85				0	135					

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

		595	0	0	595
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	595			595

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

		746	224	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	224	224		0
2	PY EXCISE TAX DUE	152			
3	ESTIMATED EXCISE PAYMENTS	370			

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

		2	2	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		

Part II, Line 13 (990-PF) - Investments - Other

		0		559,061	615,004
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Other Investments		588,995	559,061	615,004

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

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

1	FEDERAL EXCISE TAX REFUND	1	662
2	COST BASIS ADJUSTMENT	2	58
3	Total	3	720

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	390
2	Total	2	390

Amount

845

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

Long Term CG Distributions		Amount		284,928										278,204		16,724		0		Excess of FMV Over Adj.		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Short Term CG Distributions		0		845		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	0		0		0		0		0			
85 ISHARES CORE S&P SMALL-CAP E	484287804		12/28/2009	7/22/2013	973			557	416		0	0	0	0	0	0	0	0	0	0			
86 JPMORGAN CHASE & CO	466251100		3/29/2010	7/17/2013	272			58	58		0	0	0	0	0	0	0	0	0	0			
87 JPMORGAN CHASE & CO	466251100		12/3/2008	7/22/2013	283			148	135		0	0	0	0	0	0	0	0	0	0			
88 JOHNSON CONTROLS INC	476386107		7/11/2011	8/31/2012	136			209	-73		0	0	0	0	0	0	0	0	0	0			
89 JOHNSON CONTROLS INC	476386107		7/1/2011	7/17/2013	224			251	-27		0	0	0	0	0	0	0	0	0	0			
90 JOHNSON CONTROLS INC	476386107		3/16/2011	7/17/2013	447			478	-31		0	0	0	0	0	0	0	0	0	0			
91 LAUDUS MONDRIAN INTL FUND	18550655		12/17/2010	8/31/2012	6,781			6,509	272		0	0	0	0	0	0	0	0	0	0			
92 LAUDUS MONDRIAN INTL FUND	18550655		12/17/2010	2/13/2013	944			976	-32		0	0	0	0	0	0	0	0	0	0			
93 LAUDUS MONDRIAN INTL FUND	18550655		12/17/2010	7/22/2013	500			500	0		0	0	0	0	0	0	0	0	0	0			
94 ACKERSON CORP	581550103		2/13/2013	7/22/2013	593			525	68		0	0	0	0	0	0	0	0	0	0			
95 MERGER FD SH BEN INT 260	589509108		12/17/2010	8/31/2012	3,586			3,611	-15		0	0	0	0	0	0	0	0	0	0			
96 MICROSOFT CORP	594918104		12/28/2009	7/17/2013	508			434	74		0	0	0	0	0	0	0	0	0	0			
97 MONSTER BEVERAGE CORP	611740101		7/22/2013	7/22/2013	322			238	84		0	0	0	0	0	0	0	0	0	0			
98 NATIONAL OILWELL INC COM	637071101		7/5/2013	7/22/2013	370			357	13		0	0	0	0	0	0	0	0	0	0			
99 NESTLE S A REGISTERED SHARES - A	641089406		12/28/2009	7/17/2013	340			245	95		0	0	0	0	0	0	0	0	0	0			
100 CREDIT SUISSE COMM RET ST CO 316923544R305	23544R305		12/17/2010	8/31/2012	2,228			2,374	-145		0	0	0	0	0	0	0	0	0	0			
101 CREDIT SUISSE COMM RET ST 316923544R305	23544R305		12/17/2010	7/17/2013	284			2,374	-145		0	0	0	0	0	0	0	0	0	0			
102 CREDIT SUISSE COMM RET ST 316923544R305	23544R305		12/17/2010	7/22/2013	1,100			1,328	-228		0	0	0	0	0	0	0	0	0	0			
103 DAIGEO PLC -ADR	652430205		12/28/2009	11/15/2012	114			68	45		0	0	0	0	0	0	0	0	0	0			
104 DIAMOND HILL LONG-SHORT FUND CL I	653045833		12/17/2010	7/22/2013	1,000			756	244		0	0	0	0	0	0	0	0	0	0			
105 WALT DISNEY CO	234687106		12/28/2009	7/17/2013	457			235	232		0	0	0	0	0	0	0	0	0	0			
106 DREYFUS EMG MKT DEBT LOC C1-#608	261800494		9/4/2012	2/13/2013	3,986			3,727	259		0	0	0	0	0	0	0	0	0	0			
107 DREYFUS EMG MKT DEBT LOC C1-#608	261800494		3/15/2012	7/22/2013	199			489	0		0	0	0	0	0	0	0	0	0	0			
108 DREYFUS EMG MKT DEBT LOC C1-#608	261800494		9/4/2012	7/22/2013	701			701	0		0	0	0	0	0	0	0	0	0	0			
109 E M C CORP MASS	268846102		2/13/2013	7/17/2013	284			243	11		0	0	0	0	0	0	0	0	0	0			
110 E M C CORP MASS	268846102		12/17/2010	7/22/2013	132			138	16		0	0	0	0	0	0	0	0	0	0			
111 GATEWAY FUND - Y #1986	367823864		9/4/2012	7/17/2013	14,373			14,000	373		0	0	0	0	0	0	0	0	0	0			
112 GATEWAY FUND - Y #1986	367823864		2/15/2013	7/17/2013	6,807			8,509	88		0	0	0	0	0	0	0	0	0	0			
113 GILEAD SCIENCES INC	375558103		5/4/2012	9/26/2012	284			203	61		0	0	0	0	0	0	0	0	0	0			
114 GILEAD SCIENCES INC	375558103		2/13/2013	4/4/2013	430			371	59		0	0	0	0	0	0	0	0	0	0			
115 GILEAD SCIENCES INC	375558103		5/4/2012	7/17/2013	572			254	318		0	0	0	0	0	0	0	0	0	0			
116 HSBG - ADR	494780406		2/25/2013	7/17/2013	334			327	7		0	0	0	0	0	0	0	0	0	0			
117 HEWLETT PACKARD CO	428236103		12/28/2009	8/30/2012	505			1,578	-1,073		0	0	0	0	0	0	0	0	0	0			
118 HEWLETT PACKARD CO	428236103		7/11/2011	8/30/2012	101			218	-115		0	0	0	0	0	0	0	0	0	0			
119 HUSSMAN STRATEGIC GROWTH FUND	448108100		3/29/2010	8/31/2012	12,598			14,449	-1,851		0	0	0	0	0	0	0	0	0	0			
120 HUSSMAN STRATEGIC GROWTH FUND	448108100		3/29/2010	2/13/2013	3,839			4,718	-879		0	0	0	0	0	0	0	0	0	0			
121 HUSSMAN STRATEGIC GROWTH FUND	448108100		12/17/2010	2/13/2013	1,274			1,545	-271		0	0	0	0	0	0	0	0	0	0			
122 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2011	2/13/2013	1,480			1,700	-220		0	0	0	0	0	0	0	0	0	0			
123 HUSSMAN STRATEGIC GROWTH FUND	448108100		6/2/2011	2/13/2013	570			680	-110		0	0	0	0	0	0	0	0	0	0			
124 HUSSMAN STRATEGIC GROWTH FUND	448108100		5/6/2012	2/13/2013	3,547			3,985	-438		0	0	0	0	0	0	0	0	0	0			
125 INTEL CORP	459140100		11/26/1987	6/19/2013	1,551			1,179	372		0	0	0	0	0	0	0	0	0	0			
126 INTEL CORP	459140100		2/13/2013	6/19/2013	254			212	42		0	0	0	0	0	0	0	0	0	0			
127 BERKSHIRE HATHAWAY INC	084870702		3/26/2010	7/22/2013	586			409	187		0	0	0	0	0	0	0	0	0	0			
128 BHP BILLITON LIMITED - ADR	088606108		4/12/2011	7/22/2013	255			405	-150		0	0	0	0	0	0	0	0	0	0			
129 BHP BILLITON LIMITED - ADR	088606108		12/15/2010	7/22/2013	64			89	-25		0	0	0	0	0	0	0	0	0	0			
130 BOEING CO	097023105		3/18/2011	7/22/2013	534			347	187		0	0	0	0	0	0	0	0	0	0			
131 CME GROUP INC	125720105		2/13/2013	7/17/2013	534			388	136		0	0	0	0	0	0	0	0	0	0			
132 CME GROUP INC	125720105		8/31/2012	7/17/2013	153			109	44		0	0	0	0	0	0	0	0	0	0			
133 CVSCAREMARK CORPORATION	126650100		12/15/2010	7/17/2013	427			237	190		0	0	0	0	0	0	0	0	0	0			
134 CAPITAL ONE FINANCIAL CORP	140401005		12/28/2009	7/22/2013	348			194	152		0	0	0	0	0	0	0	0	0	0			
135 CELANESE CORP	150870103		2/13/2013	7/17/2013	284			303	-19		0	0	0	0	0	0	0	0	0	0			
136 CELANESE CORP	150870103		6/13/2011	7/17/2013	47			46	1		0	0	0	0	0	0	0	0	0	0			
137 CHEVRON CORP	166764100		2/13/2013	7/23/2013	595			575	20		0	0	0	0	0	0	0	0	0	0			
138 CHEVRON CORP	166764100		12/28/2009	7/22/2013	637			388	249		0	0	0	0	0	0	0	0	0	0			
139 CHEVRON CORP	166764100		12/28/2009	7/22/2013	540			442	98		0	0	0	0	0	0	0	0	0	0			
140 CISCO SYSTEMS INC	17775R102		2/13/2013	7/17/2013	257			191	66		0	0	0	0	0	0	0	0	0	0			
141 CISCO SYSTEMS INC	17775R102		8/31/2012	7/17/2013	466			467	-1		0	0	0	0	0	0	0	0	0	0			
142 COACH INC	189754104		1/6/2013	7/17/2013	268			137	131		0	0	0	0	0	0	0	0	0	0			
143 COMCAST CORP CLASS A	20030N101		12/28/2009	8/31/2012	440			413	27		0	0	0	0	0	0	0	0	0	0			
144 COMCAST CORP CLASS A	20030N101		2/13/2013	7/17/2013	440			413	27		0	0	0	0	0	0	0	0	0	0			
145 COMCAST CORP CLASS A	20030N101		12/28/2009	7/17/2013	220			85	135		0	0	0	0	0	0	0	0	0	0			

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

	Date		Amount
1 Credit from prior year return		1	525
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	12/11/2012	3	370
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	895

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	<u>16,818</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>16,818</u>

Statement B

ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.c/o WELLS FARGO BANK

EIN: 35-6250066

FORM 990-PF, PART XV, LINE 2b – APPLICATION FORMAT AND REQUIRED CONTENTS

DESCRIPTION

APPLICATIONS SHOULD BE IN THE FORM OF A LETTER OUTLINING REQUIREMENTS, AND INCLUDING NAME OF ORGANIZATION, PERSON TO CONTACT, AND ANY APPROPRIATE SUPPORTING MATERIAL OR SCHEDULES.

FORM 990-PF, PART XV, LINE 2d – AWARD RESTRICTIONS OR LIMITATIONS

DESCRIPTION

GRANTS ARE LIMITED TO CHARITABLE ORGANIZATIONS, PREFERABLY LCATED IN OR CARING FOR RESIDENTS OF NOBLE COUNTY, INDIANA.

Statement A

ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.c/o WELLS FARGO BANK

EIN: 35-6250066

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

Name: BEYER, ARTHUR & JOSEPHINE FDN

Account # 70069302

FYE: 07/31/13

Balance Sheet

<u>Security Type</u>	<u>Account #</u>	<u>EIN</u>	<u>CUSIP</u>	<u>Asset Name</u>	<u>FMV</u>	<u>Fed Cost</u>
Savings & Temp Inv	70069302	35-6250066	VP0528308	FEDERATED TREAS OBL FD 68	13377.13	13377.13
Savings & Temp Inv	70069302	35-6250066	VP0528308	FEDERATED TREAS OBL FD 68	1350.16	1350.16
				TOTAL SAVINGS & TEMP INV:	14727.29	14727.29
Invest - Corp Stock	70069302	35-6250066	001055102	AFILAC INC	1603.68	1663.22
Invest - Corp Stock	70069302	35-6250066	008252108	AFFILIATED MANAGERS GROUP, INC COM	1442.80	779.28
Invest - Corp Stock	70069302	35-6250066	037411105	APACHE CORP	1605.00	2021.65
Invest - Corp Stock	70069302	35-6250066	037833100	APPLE INC	3620.24	1948.79
Invest - Corp Stock	70069302	35-6250066	097023105	BOEING CO	1576.50	1039.60
Invest - Corp Stock	70069302	35-6250066	126650100	CVS/CAREMARK CORPORATION	1783.21	983.10
Invest - Corp Stock	70069302	35-6250066	14040H105	CAPITAL ONE FINANCIAL CORP	1518.44	851.84
Invest - Corp Stock	70069302	35-6250066	17275R102	CISCO SYSTEMS INC	2482.23	1672.72
Invest - Corp Stock	70069302	35-6250066	25243Q205	DIAGEO PLC - ADR	1503.96	833.76
Invest - Corp Stock	70069302	35-6250066	254687106	WALT DISNEY CO	2392.05	1190.29
Invest - Corp Stock	70069302	35-6250066	268648102	E M C CORP MASS	1150.60	995.72
Invest - Corp Stock	70069302	35-6250066	375558103	GILEAD SCIENCES INC	1964.80	813.12
Invest - Corp Stock	70069302	35-6250066	459200101	INTERNATIONAL BUSINESS MACHS CORP	780.16	821.41
Invest - Corp Stock	70069302	35-6250066	478366107	JOHNSON CONTROLS INC	2211.55	1892.98
Invest - Corp Stock	70069302	35-6250066	594918104	MICROSOFT CORP	1209.92	1154.24
Invest - Corp Stock	70069302	35-6250066	637071101	NATIONAL OILWELL INC COM	1403.40	1418.29
Invest - Corp Stock	70069302	35-6250066	641069406	NESTLE S.A. REGISTERED SHARES - ADR	1427.47	1029.21
Invest - Corp Stock	70069302	35-6250066	68389X105	ORACLE CORPORATION	1326.35	1251.21
Invest - Corp Stock	70069302	35-6250066	806857108	SCHLUMBERGER LTD	1951.92	1635.11
Invest - Corp Stock	70069302	35-6250066	872540109	TIX COS INC NEW	1561.20	797.18
Invest - Corp Stock	70069302	35-6250066	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	1191.00	1459.02
Invest - Corp Stock	70069302	35-6250066	883556102	THERMO FISHER SCIENTIFIC INC	1457.76	774.56
Invest - Corp Stock	70069302	35-6250066	89151E109	TOTAL S.A. - ADR	1379.30	1300.26
Invest - Corp Stock	70069302	35-6250066	907818108	UNION PACIFIC CORP	2537.44	1468.48
Invest - Corp Stock	70069302	35-6250066	58155Q103	MCKESSON CORP	1594.58	1230.63
Invest - Corp Stock	70069302	35-6250066	38141G104	GOLDMAN SACHS GROUP INC	1312.24	1244.16
Invest - Corp Stock	70069302	35-6250066	404280406	HSBC - ADR	1645.75	1561.25
Invest - Corp Stock	70069302	35-6250066	911312106	UNITED PARCEL SERVICE-CL B	1302.00	1173.45
Invest - Corp Stock	70069302	35-6250066	87612E106	TARGET CORP	1923.75	1030.86
Invest - Corp Stock	70069302	35-6250066	91324P102	UNITEDHEALTH GROUP INC	2404.05	1105.94
Invest - Corp Stock	70069302	35-6250066	189754104	COACH INC	1487.64	1500.71

<u>Security Type</u>	<u>Account #</u>	<u>EIN</u>	<u>CUSIP</u>	<u>Asset Name</u>	<u>FMV</u>	<u>Fed Cost</u>
Invest - Corp Stock	70069302	35-6250066	088606108	BHP BILLITON LIMITED - ADR	815.49	1160.38
Invest - Corp Stock	70069302	35-6250066	46625H100	JPMORGAN CHASE & CO	2229.20	1180.40
Invest - Corp Stock	70069302	35-6250066	902973304	US BANCORP DEL NEW	1791.36	1304.56
Invest - Corp Stock	70069302	35-6250066	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	1722.78	1320.12
Invest - Corp Stock	70069302	35-6250066	166764100	CHEVRON CORP	1510.68	930.60
Invest - Corp Stock	70069302	35-6250066	88579Y101	3M CO	1644.02	1202.04
Invest - Corp Stock	70069302	35-6250066	084670702	BERKSHIRE HATHAWAY INC.	2665.01	1852.64
Invest - Corp Stock	70069302	35-6250066	20030N101	COMCAST CORP CLASS A	2163.84	819.36
Invest - Corp Stock	70069302	35-6250066	150870103	CELANESE CORP	1153.44	1109.92
Invest - Corp Stock	70069302	35-6250066	611740101	MONSTER BEVERAGE CORP	1158.81	851.44
Invest - Corp Stock	70069302	35-6250066	G29183103	EATON CORP PLC	1585.85	1226.81
Invest - Corp Stock	70069302	35-6250066	12572Q105	CME GROUP INC	1925.61	1422.98
TOTAL INVEST -CORP STOCK:					73117.08	53023.29
Invest - Other	70069302	35-6250066	589509108	MERGER FD SH BEN INT #260	19167.23	19105.70
Invest - Other	70069302	35-6250066	693390882	PIMCO FOREIGN BD FD USD H-INST #103	12310.78	12623.58
Invest - Other	70069302	35-6250066	464287804	ISHARES CORE S&P SMALL-CAP E	24704.00	14251.27
Invest - Other	70069302	35-6250066	464287705	ISHARES S&P MID-CAP 400 VALUE	16926.17	10564.53
Invest - Other	70069302	35-6250066	464287200	ISHARES CORE S & P 500 ETF	12038.05	8027.97
Invest - Other	70069302	35-6250066	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	12341.54	13044.42
Invest - Other	70069302	35-6250066	277923728	EATON VANCE GLOBAL MACRO - I #0088	6235.03	6274.00
Invest - Other	70069302	35-6250066	464287606	ISHARES S&P MID-CAP 400 GROWTH	25990.10	17428.68
Invest - Other	70069302	35-6250066	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	30812.81	31640.28
Invest - Other	70069302	35-6250066	262028855	DRIEHAUS ACTIVE INCOME FUND	25274.45	24989.00
Invest - Other	70069302	35-6250066	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	19278.14	19548.00
Invest - Other	70069302	35-6250066	922908553	VANGUARD REIT VIPER	22535.50	12361.68
Invest - Other	70069302	35-6250066	00203H859	AQR MANAGED FUTURES STR-I #15213	6340.00	6340.00
Invest - Other	70069302	35-6250066	922042858	VANGUARD FTSE EMERGING MARKETS ETF	49176.54	53508.10
Invest - Other	70069302	35-6250066	921937827	VANGUARD SHORT TERM BOND ETF	76875.81	77146.81
Invest - Other	70069302	35-6250066	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	22645.09	21258.24
Invest - Other	70069302	35-6250066	921937819	VANGUARD INTERMEDIATE TERM B	27189.50	27019.42
Invest - Other	70069302	35-6250066	921943858	VANGUARD FTSE DEVELOPED ETF	58721.60	57424.40
Invest - Other	70069302	35-6250066	25264X833	DIAMOND HILL LONG-SHORT FD CL I #11	12103.96	9183.10
Invest - Other	70069302	35-6250066	76628T645	RIDGEWORTH SEIX HY BD-I #5855	30958.77	29281.49
Invest - Other	70069302	35-6250066	22544R305	CREDIT SUISSE COMM RET ST-I #2156	30261.83	35017.53
TOTAL INVEST - OTHER:					541886.90	506038.20
GRAND TOTAL:					629731.27	573788.78

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ARTHUR & JOSEPHINE CAMPBELL BEYER FOUNDATION, INC.	35-6250066
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	Wells Fargo Bank N.A. - 1 W 4th St 4th Floor MAC D4000-041	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Winston Salem	NC 27101-3818

Enter the Return code for the return that this application is for (file a separate application for each return). ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WELLS FARGO BANK N.A.

Telephone No. ► (888) 730-4933 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 3/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or

► ☒ tax year beginning 8/1/2012, and ending 7/31/2013

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	920
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	895
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	550

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)