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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 MANOTA E SIMON FOUNDATION		A Employer identification number 36-3990765
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,335,341	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	63,986	63,368		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	46,077			
b Gross sales price for all assets on line 6a 605,966				
7 Capital gain net income (from Part IV, line 2)		46,077		
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	110,063	109,445	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	32,852	24,639		8,213
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,033			1,033
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	7,288	644		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	183	183		
24 Total operating and administrative expenses. Add lines 13 through 23	41,356	25,466	0	9,246
25 Contributions, gifts, grants paid	105,000			105,000
26 Total expenses and disbursements Add lines 24 and 25	146,356	25,466	0	114,246
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-36,293			
b Net investment income (if negative, enter -0-)		83,979		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

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ENVELOPE
POSTMARK DATE NOV 07 2013

SCANNED NOV 15 2013

Form 990-PF (2012) MANOTA E SIMON FOUNDATION

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	12,404	19,513	19,513
	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)	560,844	579,846	852,568
	c	Investments—corporate bonds (attach schedule)	400,133	99,999	105,556
	Liabilities	11	Investments—land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	966,247	1,206,980	1,357,704
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)	1,939,628	1,906,338	2,335,341
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	1,939,628	1,906,338		
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)	1,939,628	1,906,338		
31	Total liabilities and net assets/fund balances (see instructions)	1,939,628	1,906,338		

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	1,939,628
2	Enter amount from Part I, line 27a	2	-36,293
3	Other increases not included in line 2 (itemize) <u>Return of Grant</u>	3	5,000
4	Add lines 1, 2, and 3	4	1,908,335
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	1,997
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,906,338

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	46,077
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	104,596	2,122,905	0.049270
2010	104,542	2,182,948	0.047890
2009	99,367	2,074,538	0.047898
2008	105,916	1,946,989	0.054400
2007	132,008	2,482,445	0.053177

2 Total of line 1, column (d)	2	0.252635
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	0.050527
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,245,337
5 Multiply line 4 by line 3	5	113,450
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	840
7 Add lines 5 and 6	7	114,290
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	114,246

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,680	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	1,680	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,680	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,800		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7	3,800		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,120		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,604 Refunded	11	516		

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) NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	32,852		

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	2,222,310
b	Average of monthly cash balances	1b	57,220
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,279,530
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	2,279,530
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	34,193
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,245,337
6	Minimum investment return. Enter 5% of line 5	6	112,267

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	112,267
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,680
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,680
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,587
4	Recoveries of amounts treated as qualifying distributions	4	5,000
5	Add lines 3 and 4	5	115,587
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	115,587

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	114,246
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	114,246
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	114,246

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				115,587
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			93,666	
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 ▶ \$ 114,246				
a Applied to 2011, but not more than line 2a			93,666	
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				20,580
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				95,007
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 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 Paid during the year See Attached Statement				
Total			▶ 3a	105,000
b Approved for future payment NONE				
Total			▶ 3b	0

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

- | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[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.

10/31/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

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 _____

PTIN

JOSEPH J CASTRIANO

John A. Smith

10/31/2013

Check ☒ if
self-employed

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
----------	--------------

MANOTA E SIMON FOUNDATION

36-3990765 Page 1 of 3

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

Recipient(s) paid during the year

Name

ESSENTIAL PREGNANCY SERVICES

Street

6220 MAPLE STREET

City

OMAHA

State

NE

Zip Code

68108

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

OPEN DOOR MISSION

Street

2828 N 23RD ST EAST

City

OMAHA

State

NE

Zip Code

68110

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

COMPLETELY KIDS

Street

2566 ST MARYS AVE

City

OMAHA

State

NE

Zip Code

68105

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

RADIO TALKING BOOKS SERVICES

Street

7101 NEWPORT AVE #205

City

OMAHA

State

NE

Zip Code

68152

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

NEBRASKA HUMANE SOCIETY

Street

8929 FORT ST

City

OMAHA

State

NE

Zip Code

68134

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

THE FOOD BANK

Street

10525 J STREET

City

OMAHA

State

NE

Zip Code

68127

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

MANOTA E SIMON FOUNDATION

36-3990765 Page 2 of 3

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

Recipient(s) paid during the year

Name

ANGELS AMONG US

Street

11918 POPPLETON PLAZE STE 2

City

OMAHA

State

NE

Zip Code

68144

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

OHAMA TENNIS BUDDIES

Street

510 S. 157TH CIRCLE

City

OMAHA

State

NE

Zip Code

68118

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GESU HOUSING INC

Street

5008 DODGE ST

City

OMAHA

State

NE

Zip Code

68132

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

RESPECT2

Street

820 S 75TH STREET

City

OMAHA

State

NE

Zip Code

68114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

CHILDREN'S HOSPITAL & MEDICAL CTR FN

Street

8401 W DODGE RD STE 160

City

OMAHA

State

NE

Zip Code

68114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

KIDS CAN COMMUNITY CENTER

Street

4860 Q ST

City

OMAHA

State

NE

Zip Code

68117

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

MANOTA E SIMON FOUNDATION

36-3990765 Page 3 of 3

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

Recipient(s) paid during the year

Name

OMAHA STREET SCHOOL

Street

3223 N 45TH STREET

City

OMAHA

State

NE

Zip Code

68104

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

HOPE CENTER FOR KIDS

Street

2200 NORTH 20TH STREET

City

OMAHA

State

NE

Zip Code

68110

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

YOUTH EMERGENCY SERVICES

Street

2679 FARNAM ST

City

OMAHA

State

NE

Zip Code

68131

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SIENA FRANCIS HOUSE

Street

1702 NICHOLAS STREET

City

OMAHA

State

NE

Zip Code

68101

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

SPECIAL OLYMPICS NEBRASKA EARMARK OMAHA TENNIS BUDDIES

Street

510 S 157TH CIRCLE

City

OMAHA

State

NE

Zip Code

68118

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3)PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

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	Totals		Cost, Other Basis and Expenses	Net Gain or Loss
										Capital Gains/Losses	Other sales		
Long Term CG Distributions										565	0	Amount	
Short Term CG Distributions										0	0		
1	X	AFFILIATED MANAGERS GRO	0083252108			7/2/2010		2/25/2013	6,451	2,695			3,756
2	X	ANHEUSER-BUSCH INBEV SP	03524A108			11/11/2011		11/15/2012	5,361	3,857			1,504
3	X	APACHE CORP	037411105			4/20/2012		2/25/2013	3,709	4,590			-881
4	X	CHEVRON CORP	166764100			4/19/1994		7/3/2013	8,331	1,591			6,740
5	X	CISCO SYSTEMS INC	17275R102			12/28/2009		8/30/2012	2,653	3,364			-711
6	X	COMCAST CORP CLASS A	20030N101			11/11/2011		8/30/2012	1,378	925			453
7	X	JOHN DEERE CAPITAL 5 100	244217BK0			11/5/2007		11/15/2013	100,000	100,640			-640
8	X	DIAGEO PLC - ADR	25243Q205			11/11/2011		11/15/2012	1,712	1,281			431
9	X	WALT DISNEY CO	25468R106			10/27/1994		8/30/2012	1,978	527			1,451
10	X	GATEWAY FUND - Y #1986	367829884			12/11/2012		7/9/2013	25,000	24,252			748
11	X	GATEWAY FUND - Y #1986	367829884			2/25/2011		7/15/2013	99,578	93,800			5,778
12	X	GATEWAY FUND - Y #1986	367829884			4/26/2012		7/15/2013	15,454	14,926			528
13	X	GATEWAY FUND - Y #1986	367829884			12/11/2012		7/15/2013	5,927	5,748			179
14	X	GENERAL DYNAMICS COR 5	369550AM0			11/10/2008		12/7/2012	112,659	98,803			13,856
15	X	HEWLETT PACKARD CO	428236103			6/25/2008		8/30/2012	3,770	10,311			-6,541
16	X	HEWLETT PACKARD CO	428236103			12/28/2009		8/30/2012	2,363	7,443			-5,080
17	X	INTEL CORP	458140100			6/21/2001		6/18/2013	12,703	13,865			-1,162
18	X	INTEL CORP	458140100			7/30/2001		6/18/2013	3,277	3,768			-491
19	X	NOVARTIS AG - ADR	66987V109			8/7/2007		1/29/2013	11,924	9,581			2,343
20	X	OPPENHEIMER DEVELOPING	683974505			2/25/2011		6/5/2013	16,644	16,237			407
21	X	THERMO FISHER SCIENTIFIC	883556102			11/11/2011		7/3/2013	1,194	683			511
22	X	THERMO FISHER SCIENTIFIC	883556102			7/10/2009		7/3/2013	3,496	1,575			1,921
23	X	UNION PACIFIC CORP	907818108			8/27/2004		7/3/2013	10,083	1,848			8,235
24	X	VANGUARD REIT VIPER	922908553			4/2/2004		7/9/2013	13,844	9,230			4,614
25	X	VODAFONE GROUP PLC NEW	92857W209			1/12/2006		1/10/2013	10,445	10,225			220
26	X	VODAFONE GROUP PLC NEW	92857W209			11/11/2011		11/10/2012	452	493			-41
27	X	COOPER INDUSTRIES PLC NR	G24140108			11/11/2011		11/30/2012	13,095	9,034			4,061
28	X	COOPER INDUSTRIES PLC NR	G24140108			11/13/2007		11/30/2012	100,000	100,691			-691
29	X	ABBOTT LABORATORIES 5 11	002819AA8			2/10/2006		11/7/2012	11,174	7,354			3,820
30	X	ABBOTT LABS	002824100			11/30/2012		12/17/2012	44	44			0
31	X	1256 GAIN FROM K-1							668				668
32	X	S-T GAIN FROM K-1							34				34
33	X	L-T LOSS FROM K-1								448			-448

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

		1,033	0	0	1,033
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,033			1,033

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

		7,288	644	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	644	644		
2	ESTIMATED EXCISE PAYMENTS	3,800			
3	PY EXCISE TAX DUE	2,844			

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

		183	183	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	29	29		
2	PARTNERSHIP EXPENSES	154	154		

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

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

1	Return of Grantt	1	5,000
2	Total	2	5,000

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

1	Partnership Income Adjustment	1	112
2	PY Return of Capital Adjustment	2	1,771
3	Cost Basis Adjustment	3	114
4	Total	4	1,997

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

	Long Term CG Distributions		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Short Term CG Distributions	Amount												
1	AFFILIATED MANAGERS GROUP, INC C000252108	565		7/2/2010	2/25/2013	6,451		0	2,695	3,756	45,512	0	0	45,512
2	ANHEUSER-BUSCH INBEV SPN ADR 03524A108			11/1/2011	11/15/2012	5,361		0	3,957	1,504	0	0	0	3,756
3	APACHE CORP 037411105			4/20/2012	7/25/2013	3,709		0	4,590	-881	0	0	0	-881
4	CHEVRON CORP 169764100			4/19/1994	7/3/2013	6,331		0	1,591	6,740	0	0	0	6,740
5	CISCO SYSTEMS INC 17275R102			12/28/2009	8/30/2012	2,653		0	3,364	-711	0	0	0	-711
6	COMCAST CORP CLASS A 20030N101			11/1/2011	8/30/2012	1,378		0	925	453	0	0	0	453
7	JOHN DEERE CAPITAL \$ 100% 171513244217800			11/5/2007	7/5/2013	100,000		0	100,000	-640	0	0	0	-640
8	DIAGEO PLC - ADR 25243Q205			11/1/2011	11/15/2012	1,712		0	1,281	431	0	0	0	431
9	WALT DISNEY CO 254687106			10/27/1994	8/30/2012	1,978		0	527	1,451	0	0	0	1,451
10	GATEWAY FUND - Y #1988 367829884			12/11/2012	7/9/2013	25,000		0	24,252	748	0	0	0	748
11	GATEWAY FUND - Y #1986 367829884			2/25/2011	7/15/2013	99,578		0	93,800	5,778	0	0	0	5,778
12	GATEWAY FUND - Y #1986 367829884			4/26/2012	7/15/2013	15,454		0	14,926	528	0	0	0	528
13	GATEWAY FUND - Y #1988 367829884			12/11/2012	7/15/2013	5,927		0	5,748	179	0	0	0	179
14	GENERAL DYNAMICS COR \$ 375% 871596550A00			11/10/2008	12/7/2012	112,659		0	98,803	13,856	0	0	0	13,856
15	HEWLETT PACKARD CO 438236103			8/25/2008	8/30/2012	3,770		0	10,311	-6,541	0	0	0	-6,541
16	INTEL CORP 458140100			12/28/2009	8/30/2012	2,363		0	7,443	-5,080	0	0	0	-5,080
17	INTEL CORP 458140100			6/7/2001	6/18/2013	12,703		0	13,865	-1,162	0	0	0	-1,162
18	NOVARTIS AG - ADR 56987V109			7/30/2001	6/18/2013	3,272		0	3,768	-496	0	0	0	-496
19	OPREHEIMER DEVELOPING MKT Y #7 883074505			8/27/2007	1/9/2013	11,624		0	9,581	2,043	0	0	0	2,043
20	OPREHEIMER DEVELOPING MKT Y #7 883074505			2/25/2011	9/5/2013	16,644		0	16,297	347	0	0	0	347
21	THERMO FISHER SCIENTIFIC INC 883566102			11/1/2011	7/3/2013	1,194		0	1,663	-469	0	0	0	-469
22	THERMO FISHER SCIENTIFIC INC 883566102			7/2/2009	7/3/2013	3,385		0	1,931	1,454	0	0	0	1,454
23	UNION PAC CORP 957818109			8/27/2004	7/3/2013	10,983		0	1,938	9,045	0	0	0	9,045
24	UNION PAC CORP 957818109			1/2/2008	1/9/2013	13,444		0	9,726	3,718	0	0	0	3,718
25	VERIZON GROUP PLC NEW ADR 82857W208			11/2/2011	11/9/2013	10,445		0	10,426	19	0	0	0	19
26	VERIZON GROUP PLC NEW ADR 82857W208			11/2/2011	11/9/2013	13,095		0	9,032	4,063	0	0	0	4,063
27	COOPER INDUSTRIES PLC NEW REL 022110108			11/1/2011	11/30/2012	100,000		0	100,691	-691	0	0	0	-691
28	ABBOTT LABORATORIES 022824100			11/13/2007	11/30/2012	11,174		0	7,354	3,820	0	0	0	3,820
29	ABBOTT LABORATORIES 022824100			21/02/2009	11/7/2012	44		0	44	0	0	0	0	0
30	ABBOTT LABORATORIES 022824100			11/30/2012	12/17/2012	666		0	0	666	0	0	0	666
31	STAIN FROM K-1					34		0	0	34	0	0	0	34
32	STAIN FROM K-1					448		0	0	448	0	0	0	448
33	STAIN FROM K-1					448		0	0	448	0	0	0	448

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4.00	32,852	0	0
2												

32,852 0 0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	12/11/2012	950
3 Second quarter estimated tax payment	1/9/2012	950
4 Third quarter estimated tax payment	4/9/2013	950
5 Fourth quarter estimated tax payment	7/9/2013	950
6 Other payments		0
7 Total		3,800

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>93,666</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>93,666</u>

Account Number: 25205702
SIMON MANOTA E FDN
FYE 7

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	25205702	36-3990765	VP0528308	FEDERATED TREAS OBL FD 68	19,513 01	19,513 01
					<u>19,513 01</u>	<u>19,513 01</u>
Invest - Corp Stock	25205702	36-3990765	001055102	AFLAC INC	18565 68	12634 82
Invest - Corp Stock	25205702	36-3990765	008252108	AFFILIATED MANAGERS GROUP, INC COM	19477 8	6468 13
Invest - Corp Stock	25205702	36-3990765	037411105	APACHE CORP	16692	20783 14
Invest - Corp Stock	25205702	36-3990765	037833100	APPLE INC	33939 75	29181 34
Invest - Corp Stock	25205702	36-3990765	097023105	BOEING CO	18707 8	11952 7
Invest - Corp Stock	25205702	36-3990765	126650100	CVS/CAREMARK CORPORATION	20906 6	13331 33
Invest - Corp Stock	25205702	36-3990765	14040H105	CAPITAL ONE FINANCIAL CORP	16909 9	13667 03
Invest - Corp Stock	25205702	36-3990765	17275R102	CISCO SYSTEMS INC	28660 8	22126 61
Invest - Corp Stock	25205702	36-3990765	25243Q205	DIAGEO PLC - ADR	17044 88	11168 28
Invest - Corp Stock	25205702	36-3990765	254687106	WALT DISNEY CO	26959 05	5498 76
Invest - Corp Stock	25205702	36-3990765	268648102	E M C CORP MASS	14225 6	13507 96
Invest - Corp Stock	25205702	36-3990765	375558103	GILEAD SCIENCES INC	29103 6	9261 96
Invest - Corp Stock	25205702	36-3990765	459200101	INTERNATIONAL BUSINESS MACHS CORP	14628	15392 28
Invest - Corp Stock	25205702	36-3990765	478366107	JOHNSON CONTROLS INC	25332 3	19979 07
Invest - Corp Stock	25205702	36-3990765	594918104	MICROSOFT CORP	13754 88	11685 6
Invest - Corp Stock	25205702	36-3990765	637071101	NATIONAL OILWELL INC COM	16139 1	16321 87
Invest - Corp Stock	25205702	36-3990765	641069406	NESTLE S A REGISTERED SHARES - ADR	16585 9	10936 08
Invest - Corp Stock	25205702	36-3990765	68389X105	ORACLE CORPORATION	15722 1	15845 98
Invest - Corp Stock	25205702	36-3990765	806857108	SCHLUMBERGER LTD	19681 86	18442 41
Invest - Corp Stock	25205702	36-3990765	872540109	TIJ COS INC NEW	17953 8	8902 6
Invest - Corp Stock	25205702	36-3990765	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	13299 5	16424 94
Invest - Corp Stock	25205702	36-3990765	883556102	THERMO FISHER SCIENTIFIC INC	18586 44	7838
Invest - Corp Stock	25205702	36-3990765	89151E109	TOTAL S A - ADR	15384 5	13090 31
Invest - Corp Stock	25205702	36-3990765	907818108	UNION PACIFIC CORP	25215 81	4521 16
Invest - Corp Stock	25205702	36-3990765	58155Q103	MCKESSON CORP	14105 9	10904 94
Invest - Corp Stock	25205702	36-3990765	38141G104	GOLDMAN SACHS GROUP INC	14270 61	10488 64
Invest - Corp Stock	25205702	36-3990765	404280406	HSBC - ADR	18443 75	17385 31
Invest - Corp Stock	25205702	36-3990765	911312106	UNITED PARCEL SERVICE-CL B	15624	11739 71
Invest - Corp Stock	25205702	36-3990765	87612E106	TARGET CORP	22942 5	8464 52
Invest - Corp Stock	25205702	36-3990765	91324P102	UNITEDHEALTH GROUP INC	22656 35	14700 51
Invest - Corp Stock	25205702	36-3990765	189754104	COACH INC	16204 65	16938 8
Invest - Corp Stock	25205702	36-3990765	088606108	BHP BILLITON LIMITED - ADR	9785 88	12171 79
Invest - Corp Stock	25205702	36-3990765	46625H100	JPMORGAN CHASE & CO	27530 62	23752 51
Invest - Corp Stock	25205702	36-3990765	902973304	US BANCORP DEL NEW	17950 92	12412 7
Invest - Corp Stock	25205702	36-3990765	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	19811 97	11871
Invest - Corp Stock	25205702	36-3990765	166764100	CHEVRON CORP	17876 38	3228 28
Invest - Corp Stock	25205702	36-3990765	88579Y101	3M CO	20902 54	4141 04
Invest - Corp Stock	25205702	36-3990765	084670702	BERKSHIRE HATHAWAY INC	31748 38	17398 74
Invest - Corp Stock	25205702	36-3990765	20030N101	COMCAST CORP CLASS A	25921	12971 61
Invest - Corp Stock	25205702	36-3990765	38259P508	GOOGLE INC	21306	14309 13
Invest - Corp Stock	25205702	36-3990765	150870103	CELANESE CORP	12783 96	11715 52
Invest - Corp Stock	25205702	36-3990765	611740101	MONSTER BEVERAGE CORP	9148 5	6676 7
Invest - Corp Stock	25205702	36-3990765	G29183103	EATON CORP PLC	17858 05	13382 7
Invest - Corp Stock	25205702	36-3990765	12572Q105	CME GROUP INC	22218 6	16229 32
					<u>852,568 21</u>	<u>579,845 83</u>
Invest - Other	25205702	36-3990765	77957P105	T ROWE PRICE SHORT TERM BD FD #55	49484 53	50000
Invest - Other	25205702	36-3990765	464287655	ISHARES RUSSELL 2000 ETF	108837 75	80793
Invest - Other	25205702	36-3990765	464287465	ISHARES MSCI EAFE ETF	51297 5	53115 93
Invest - Other	25205702	36-3990765	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	173685 25	122535 25
Invest - Other	25205702	36-3990765	72201F516	PIMCO EMERGING LOCAL BOND IS #332	27211 9	30000
Invest - Other	25205702	36-3990765	464287242	ISHARES IBOXX \$ INVESTMENT	263442	271115 97
Invest - Other	25205702	36-3990765	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	28220 85	25000
Invest - Other	25205702	36-3990765	464287234	ISHARES MSCI EMERGING MARKETS	25356 5	21442 17
Invest - Other	25205702	36-3990765	885215566	THORNBURG INTL VALUE FUND-CL I #209	168818 31	119253 8
Invest - Other	25205702	36-3990765	464287168	ISHARES SELECT DIVIDEND ETF	40524	36748
Invest - Other	25205702	36-3990765	722005220	PIMCO FOREIGN BOND (UNHEDGED) #1853	39537 12	45000
Invest - Other	25205702	36-3990765	922908553	VANGUARD REIT VIPER	90142	57580 54
Invest - Other	25205702	36-3990765	88019R641	TEMPLETON FRONTIER MARKET-AD #674	16249 44	16600
Invest - Other	25205702	36-3990765	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	66044 35	62902 53
Invest - Other	25205702	36-3990765	739355105	POWERSHARES DB COMMODITY INDEX	16854 5	24580 73
Invest - Other	25205702	36-3990765	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	9317 3	9411 6
Invest - Other	25205702	36-3990765	74925K581	ROBECO BP LNG/SHRT RES-INS	122261 49	120900
Invest - Other	25205702	36-3990765	766287645	RIDGEWORTH SEIX HY BD-I #5855	60418 92	60000
					<u>1,357,703 71</u>	<u>1,206,979 52</u>
Invest - Corp Bonds	25205702	36-3990765	72447XAA5	PITNEY BOWES INC GLO 4 750% 1/15/16	105,556 00	99,999 00
					<u>105,556.00</u>	<u>99,999 00</u>
GRANT TOTAL					<u>2,335,340 93</u>	<u>1,906,337 36</u>