10/30/2013 12.12 43 PM - 4119461471 - 6428 - WWS - WEYENBERG F L CHAR TR

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
FRANK L WYENBERG CHARITABLE TRUST

A Employer identification number 39-1461670

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A Trust Tax Dept - 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)* ▶ $ 5,688,008

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	149,412	149,373		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	98,453			
	b	Gross sales price for all assets on line 6a 540,652				
	7	Capital gain net income (from Part IV, line 2)		98,453		
	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	247,865	247,826	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	59,982	44,987		14,995
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	642			642
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,984	2,984		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	35	35		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63,643	48,006	0	15,637
	25	Contributions, gifts, grants paid	224,000			224,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	287,643	48,006	0	239,637
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-39,778			
	b	**Net investment income** (if negative, enter -0-)		199,820		
	c	**Adjusted net income** (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE OCT 31 2013

SCANNED NOV 08 2013

P
4 NE

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	80,246	27,082	27,082
	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)	1,706,057	1,771,295	3,090,651
	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)	2,441,378	2,390,451	2,570,275
	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)	4,227,681	4,188,828	5,688,008
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	4,227,681	4,188,828	
	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)	4,227,681	4,188,828	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,227,681	4,188,828	

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	4,227,681
2	Enter amount from Part I, line 27a	2	-39,778
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,133
4	Add lines 1, 2, and 3	4	4,189,036
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	208
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,188,828

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(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	98,453
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	181,071	4,889,420	0 037033
2010	44,373	4,851,961	0 009145
2009	98,246	4,389,465	0 022382
2008	181,115	3,945,746	0 045901
2007	224,020	5,064,939	0 044230

2	**Total** of line 1, column (d)	2	0 158691
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 031738
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,324,490
5	Multiply line 4 by line 3	5	168,989
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,998
7	Add lines 5 and 6	7	170,987
8	Enter qualifying distributions from Part XII, line 4	8	239,637

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,998
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	1,998
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	1,998
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,988		
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	2,988
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	990
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 990 **Refunded** ▶		11	0

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6	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*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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*	8b		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*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *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	59,982		

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	5,256,283
b	Average of monthly cash balances	1b	149,291
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,405,574
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	5,405,574
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	81,084
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,324,490
6	**Minimum investment return.** Enter 5% of line 5	6	266,225

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	266,225
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,998		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,998
3	Distributable amount before adjustments Subtract line 2c from line 1			3	264,227
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	264,227
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	264,227

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	239,637
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	239,637
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	1,998
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	237,639

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				264,227
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			223,725	
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 ▶ $ 239,637				
a	Applied to 2011, but not more than line 2a			223,725	
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				15,912
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				248,315
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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	224,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(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	149,412	
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	98,453	
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		247,865	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 247,865

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		X
	(2) Other assets	**1a(2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		X
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		X
	(4) Reimbursement arrangements	**1b(4)**		X
	(5) Loans or loan guarantees	**1b(5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

▶ SVP Wells Fargo Bank N.A. | 10/30/2013 | ▶ 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	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		10/30/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
BOYS & GIRLS CLUBS OF PALM BEACH COUNTY				
Street				
800 NORTHPOINT PARKWAY SUITE 204				
City	**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH	FL	33407		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE				
Street				
1558 N 6TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
MILWAUKEE	WI	53212		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,500

Name				
CARP, INC				
Street				
5410 EAST AVE				
City	**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH	FL	33407		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
ELMIRA COLLEGE				
Street				
ONE PARK PLACE				
City	**State**	**Zip Code**	**Foreign Country**	
ELMIRA	NY	14901		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
SCHLITZ-AUDOBON NATURE CENTER				
Street				
111 E BROWN DEER ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
MILWAUKEE	WI	53217		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				12,000

Name				
GRANDMA'S PLACE INC				
Street				
7040 LAKELAND AVE N				
City	**State**	**Zip Code**	**Foreign Country**	
BROOKLYN PARK	MN	55442		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

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

Recipient(s) paid during the year

Name					
THE LORD'S PLACE INC					
Street					
2808 N AUSTRALIAN AVE					
City		**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH		FL	33407		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					10,000

Name					
MILWAUKEE PUBLIC MUSEUM INC					
Street					
800 W WELLS ST					
City		**State**	**Zip Code**	**Foreign Country**	
MILWAUKEE		WI	53233		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					15,000

Name					
MILWAUKEE YOUTH SYMPHONY ORCHESTRA - MYSO'S COMMUNITY PARTNERSHIP PROGRAMS					
Street					
325 WALNUT STREET					
City		**State**	**Zip Code**	**Foreign Country**	
MILWAUKEE		WI	53212		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
NEW HORIZON SERVICE DOGS, INC					
Street					
1590 LAUREL PARK CT					
City		**State**	**Zip Code**	**Foreign Country**	
ORANGE CITY		FL	32763		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					20,000

Name					
NORTON MUSEUM OF ART					
Street					
1451 S OLIVE AVE					
City		**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH		FL	33401		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					5,000

Name					
OUR NEXT GENERATION INC					
Street					
3421 W LISBON AVE					
City		**State**	**Zip Code**	**Foreign Country**	
MILWAUKEE		WI	53208		
Relationship	**Foundation Status**				
NONE	501(C)(3) PUBLIC CHARITY				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					12,500

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

Recipient(s) paid during the year

Name				
ST THOMAS MORE HIGH SCHOOL				
Street 2601 E MORGAN AVE				
City MILWAUKEE	**State** WI	**Zip Code** 53207	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name				
SOUTH FLORIDA SCIENCE MUSEUM				
Street 4801 DREHER TRAIL N				
City WEST PALM BEACH	**State** FL	**Zip Code** 33405	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 30,000

Name				
UNITED PERFORMING ARTS FUND				
Street 301 W WISCONSIN AVE #600				
City MILWAUKEE	**State** WI	**Zip Code** 53203	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 12,000

Name				
UNIVERSITY SCHOOL OF MILWAUKEE				
Street 2100 W FAIRY CHASM RD				
City MILWAUKEE	**State** WI	**Zip Code** 53217	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 25,000

Name				
YMCA YOUTH LEADERSHIP ACADEMY INC				
Street 1350 W NORTH AVE				
City MILWAUKEE	**State** WI	**Zip Code** 53205	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 20,000

Name				
YOUTH & FAMILY GUIDANCE CENTER				
Street 2297 SW GROSSPOINT				
City PORT ST LUCIE	**State** FL	**Zip Code** 34953	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	25,333	Capital Gains/Losses	540,652	442,199	98,453
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTIO INTERNATIONAL EQ FI	04315J837			6/29/2011		2/26/2013	139,871	158,000				0	-18,129
2	X	ASCENA RETAIL GROUP INC	04351G101			8/25/2011		8/29/2012	13,240	8,872				0	4,368
3	X	ASCENA RETAIL GROUP INC	04351G101			8/25/2011		9/21/2012	44,083	27,148				0	16,935
4	X	CENTURYLINK, INC	156700106			2/24/2009		2/26/2013	37,289	27,548				0	9,741
5	X	COCA COLA CO	191216100			11/24/2010		1/2/2013	48,385	41,925				0	6,460
6	X	HEWLETT PACKARD CO	428236103			6/24/1996		8/29/2012	6,070	6,890				0	-820
7	X	HEWLETT PACKARD CO	428236103			1/27/2003		8/29/2012	12,814	14,022				0	-1,208
8	X	KRAFT FOODS GROUP INC	50076Q106			8/6/2009		10/11/2012	30	20				0	10
9	X	MEADWESTVACO CORP	583334107			1/28/2011		2/26/2013	34,911	25,736				0	9,175
10	X	MEADWESTVACO CORP	583334107			8/25/2011		2/26/2013	14,139	9,345				0	4,794
11	X	MONDELEZ INTERNATIONAL	609207105			8/6/2009		1/2/2013	13,140	9,259				0	3,881
12	X	OCCIDENTAL PETE CORP	674599105			12/31/2008		1/2/2013	46,887	36,524				0	10,363
13	X	COOPER INDUSTRIES PLC NE	G24140108			6/13/2012		11/30/2012	41 667	35,684				0	5,983
14	X	EATON CORP PLC	G29183103			11/30/2012		12/17/2012	40	40				0	0
15	X	TYCO INTERNATIONAL LTD N	H89128104			1/15/2010		8/29/2012	62,753	41,186				0	21,567

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		642	0	0	642
	Description				
1	TAX PREP FEES	642			642

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,984	2,984	0	0
	Description				
1	FOREIGN TAXES PAID	2,984	2,984		

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

		35	35	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	35	35		

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

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

1	COST BASIS ADJUSTMENT	1	717
2	FEDERAL EXCISE TAX REFUND	2	416
3	Total	3	1,133

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	208
2	Total	2	208

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

	Amount
Long Term CG Distributions	25,333
Short Term CG Distributions	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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						515,319	0	0	442,199	73,120	0	0	0	73,120
1	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		8/29/2011	2/26/2013	139,871		0	158 000	-18,129	0	0	0	-18,129
2	ASCENA RETAIL GROUP INC	04351G101		8/25/2011	8/29/2012	13,240		0	8 872	4,368	0	0	0	4,368
3	ASCENA RETAIL GROUP INC	04351G101		8/25/2011	9/21/2012	44 083		0	27,148	16 935	0	0	0	16 935
4	CENTURYLINK, INC	156700106		2/24/2009	2/26/2013	37 289		0	27,548	9,741	0	0	0	9,741
5	COCA COLA CO	191216100		11/24/2010	1/2/2013	48 385		0	41,925	6,460	0	0	0	6,460
6	HEWLETT PACKARD CO	428236103		6/24/1996	8/29/2012	6 070		0	6,890	-820	0	0	0	-820
7	HEWLETT PACKARD CO	428236103		1/27/2003	8/29/2012	12 814		0	14,022	-1 208	0	0	0	-1,208
8	KRAFT FOODS GROUP INC	50076Q106		8/6/2009	10/11/2012	30		0	20	10	0	0	0	10
9	MEADWESTVACO CORP	583334107		1/28/2011	2/26/2013	34,911		0	25 736	9 175	0	0	0	9,175
10	MEADWESTVACO CORP	583334107		8/25/2011	2/26/2013	14,139		0	9 345	4,794	0	0	0	4,794
11	MONDELEZ INTERNATIONAL INC	609207105		8/6/2009	1/2/2013	13,140		0	9 259	3,881	0	0	0	3,881
12	OCCIDENTAL PETE CORP	674599105		12/31/2008	1/2/2013	46 887		0	36 524	10 363	0	0	0	10 363
13	COOPER INDUSTRIES PLC NEW IRELA	G24140108		6/13/2012	11/30/2012	41 667		0	35 684	5 983	0	0	0	5 983
14	EATON CORP PLC	G29183103		11/30/2012	12/17/2012	40		0	40	0	0	0	0	0
15	TYCO INTERNATIONAL LTD NEW	H89128104		1/15/2010	8/29/2012	62 753		0	41 188	21 567	0	0	0	21 567

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										59,982	0	0
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	59,982	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	2,988
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	2,988

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	223,725
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	223,725

Statement A

Frank L. Weyenberg Charitable Trust

EIN: 39-1461670

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

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Corp Stock	4119461471	39-1461670	001055102	AFLAC INC	55512	36539.91
Invest - Corp Stock	4119461471	39-1461670	008252108	AFFILIATED MANAGERS GROUP, INC COM	99192.5	60029.79
Invest - Corp Stock	4119461471	39-1461670	031162100	AMGEN INC	67139.8	35857.7
Invest - Corp Stock	4119461471	39-1461670	037411105	APACHE CORP	42131.25	43669.45
Invest - Corp Stock	4119461471	39-1461670	037833100	APPLE INC	76930.1	56504.15
Invest - Corp Stock	4119461471	39-1461670	110122108	BRISTOL MYERS SQUIBB CO	62698	33299.3
Invest - Corp Stock	4119461471	39-1461670	126650100	CVS/CAREMARK CORPORATION	70713.5	51715.39
Invest - Corp Stock	4119461471	39-1461670	14040H105	CAPITAL ONE FINANCIAL CORP	68329.8	44052.23
Invest - Corp Stock	4119461471	39-1461670	17275R102	CISCO SYSTEMS INC	36465.75	26376.75
Invest - Corp Stock	4119461471	39-1461670	254687106	WALT DISNEY CO	71438.25	59557.84
Invest - Corp Stock	4119461471	39-1461670	268648102	E M C CORP MASS	47723.75	42759.57
Invest - Corp Stock	4119461471	39-1461670	369604103	GENERAL ELECTRIC CO	60925	37973.5
Invest - Corp Stock	4119461471	39-1461670	375558103	GILEAD SCIENCES INC	132010	44466.83
Invest - Corp Stock	4119461471	39-1461670	437076102	HOME DEPOT INC	102739	33410
Invest - Corp Stock	4119461471	39-1461670	458140100	INTEL CORP	46670	7875
Invest - Corp Stock	4119461471	39-1461670	459200101	INTERNATIONAL BUSINESS MACHS CORP	74115.2	31669.2
Invest - Corp Stock	4119461471	39-1461670	478160104	JOHNSON & JOHNSON	70125	8430.93
Invest - Corp Stock	4119461471	39-1461670	580135101	MCDONALDS CORP	63752	27131
Invest - Corp Stock	4119461471	39-1461670	594918104	MICROSOFT CORP	55720	4443.36
Invest - Corp Stock	4119461471	39-1461670	641069406	NESTLE S.A. REGISTERED SHARES - ADR	40785	39954.36
Invest - Corp Stock	4119461471	39-1461670	68389X105	ORACLE CORPORATION	48525	41775
Invest - Corp Stock	4119461471	39-1461670	74005P104	PRAXAIR INC COM	38454.4	17660.8
Invest - Corp Stock	4119461471	39-1461670	742718109	PROCTER & GAMBLE CO	64240	21859.49
Invest - Corp Stock	4119461471	39-1461670	778296103	ROSS STORES INC	120132.2	26412.97
Invest - Corp Stock	4119461471	39-1461670	806857108	SCHLUMBERGER LTD	58964.25	50923.93
Invest - Corp Stock	4119461471	39-1461670	89151E109	TOTAL S.A. - ADR	29177.5	24259.84
Invest - Corp Stock	4119461471	39-1461670	907818108	UNION PACIFIC CORP	79295	53970
Invest - Corp Stock	4119461471	39-1461670	913017109	UNITED TECHNOLOGIES CORP	73899	22115.5
Invest - Corp Stock	4119461471	39-1461670	58155Q103	MCKESSON CORP	80342.3	40511.68
Invest - Corp Stock	4119461471	39-1461670	38141G104	GOLDMAN SACHS GROUP INC	45108.25	34256.75
Invest - Corp Stock	4119461471	39-1461670	911312106	UNITED PARCEL SERVICE-CL B	21700	18879.97
Invest - Corp Stock	4119461471	39-1461670	30231G102	EXXON MOBIL CORPORATION	60937.5	14090.97

Invest - Corp Stock	4119461471	39-1461670	438516106	HONEYWELL INTERNATIONAL INC	35266.5	23645.85
Invest - Corp Stock	4119461471	39-1461670	87612E106	TARGET CORP	44175	33849 21
Invest - Corp Stock	4119461471	39-1461670	91324P102	UNITEDHEALTH GROUP INC	69207.5	35852.24
Invest - Corp Stock	4119461471	39-1461670	46625H100	JPMORGAN CHASE & CO	103100.5	61314.42
Invest - Corp Stock	4119461471	39-1461670	902973304	US BANCORP DEL NEW	16794	13954.46
Invest - Corp Stock	4119461471	39-1461670	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	71782 5	45160.72
Invest - Corp Stock	4119461471	39-1461670	166764100	CHEVRON CORP	94417.5	65165.4
Invest - Corp Stock	4119461471	39-1461670	88579Y101	3M CO	73393.75	57871.38
Invest - Corp Stock	4119461471	39-1461670	084670702	BERKSHIRE HATHAWAY INC.	107179.75	74727.79
Invest - Corp Stock	4119461471	39-1461670	20030N101	COMCAST CORP CLASS A	93541	48485.98
Invest - Corp Stock	4119461471	39-1461670	38259P508	GOOGLE INC	31071.25	19694.15
Invest - Corp Stock	4119461471	39-1461670	150870103	CELANESE CORP	27394.2	26062.45
Invest - Corp Stock	4119461471	39-1461670	611740101	MONSTER BEVERAGE CORP	21346.5	18840.5
Invest - Corp Stock	4119461471	39-1461670	50076Q106	KRAFT FOODS GROUP INC	23254.38	12343.78
Invest - Corp Stock	4119461471	39-1461670	609207105	MONDELEZ INTERNATIONAL INC	22983.45	13611.34
Invest - Corp Stock	4119461471	39-1461670	G29183103	EATON CORP PLC	27993.7	21073.66
Invest - Corp Stock	4119461471	39-1461670	12572Q105	CME GROUP INC	79616.65	60050.79
Invest - Corp Stock	4119461471	39-1461670	H0023R105	ACE LIMITED	82242	47158.2
				Total Invest - Corp Stock	3,090,651.43	1,771,295.48
Invest - Other	4119461471	39-1461670	246248306	DELAWARE POOLED TR INTL EQUITY #31	226819.6	232264.05
Invest - Other	4119461471	39-1461670	52106N889	LAZARD EMERGING MKTS PTFL #638	86923.36	58014.03
Invest - Other	4119461471	39-1461670	693390700	PIMCO TOTAL RET FD-INST #35	319388.38	318423.44
Invest - Other	4119461471	39-1461670	693390882	PIMCO FOREIGN BD FD USD H-INST #103	139458.86	133000
Invest - Other	4119461471	39-1461670	693390593	PIMCO MODERATE DURATION-INST #120	303808.9	305000
Invest - Other	4119461471	39-1461670	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	87908.32	94175.74
Invest - Other	4119461471	39-1461670	641233200	NEUBERGER BERMAN GEN INSTL CL #1229	126025.32	102800
Invest - Other	4119461471	39-1461670	025083320	AMER CENT SMALL CAP GRWTH INST #336	56990.85	47601.16
Invest - Other	4119461471	39-1461670	693390791	PIMCO LOW DURATION II-INSTL 107	418535.3	420000
Invest - Other	4119461471	39-1461670	780905451	ROYCE PREMIER FUND W CLASS #566	52391.75	49370.06
Invest - Other	4119461471	39-1461670	411511868	HARBOR SMALL CAP GROWTH-I #2010	121212.28	71898.85
Invest - Other	4119461471	39-1461670	900297763	TURNER MIDCAP GROWTH FUND-IN #1309	107479.09	100000
Invest - Other	4119461471	39-1461670	92934R769	CRM MID CAP VALUE FD-INSTL #32	177457.44	120019.26

Invest - Other	4119461471	39-1461670	784924425	SSGA EMERGING MARKETS FD S #1510	81201.36	80737.59
Invest - Other	4119461471	39-1461670	746763226	PUTNAM FLOATING RATE INC FUND #1857	152323.3	149866.36
Invest - Other	4119461471	39-1461670	921943858	VANGUARD FTSE DEVELOPED ETF	112350	107279.7
				Total Invest - Other	2,570,274.11	2,390,450.24
Savings & Temp Inv	4119461471	39-1461670	VP7000061	WF ADV TREAS PLUS MM FD-INST #793	7304.93	7304.93
Savings & Temp Inv	4119461471	39-1461670	VP7000061	WF ADV TREAS PLUS MM FD-INST #793	19777.26	19777.26
				Total Savings & Temp Inv	27,082.19	27,082.19
				Total Assets	5,688,007.73	4,188,827.91