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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 TA SOUTH MOUNTAIN INDUSTRIAL INS		A Employer identification number 56-6049775
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		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) ▶ \$ 724,756	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	7,274	7,196		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	6,173			
	b Gross sales price for all assets on line 6a 128,241				
	7 Capital gain net income (from Part IV, line 2)		6,173		
	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	13,447	13,369	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,197	3,898		1,299
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,021			1,021
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	105	105		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	6,323	4,003	0	2,320
	25 Contributions, gifts, grants paid	12,642			12,642
26 Total expenses and disbursements. Add lines 24 and 25	18,965	4,003	0	14,962	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,518				
b Net investment income (if negative, enter -0-)		9,366			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	2,986	4,072	407,170
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	298,577	290,592	317,586	
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)	301,563	294,664	724,756	
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	301,563	294,664	
	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)	301,563	294,664		
31 Total liabilities and net assets/fund balances (see instructions)	301,563	294,664		

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	301,563
2 Enter amount from Part I, line 27a	2	-5,518
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	296,045
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,381
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	294,664

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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	6,173
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	14,929	298,802	0.049963
2010	15,131	313,198	0.048311
2009	13,509	287,023	0.047066
2008	12,287	251,643	0.048827
2007			0.000000

2 Total of line 1, column (d)	2	0.194167
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	0.048542
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	311,135
5 Multiply line 4 by line 3	5	15,103
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	94
7 Add lines 5 and 6	7	15,197
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	14,962

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	187	
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	187	
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	187	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	67		
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	67		
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	120		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0		
Refunded				

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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 N/A	16	Yes	No
				X

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a**

N/A

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	5,197	

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	306,727
b	Average of monthly cash balances	1b	9,146
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	315,873
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	315,873
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,738
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	311,135
6	Minimum investment return. Enter 5% of line 5	6	15,557

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	15,557
2a	Tax on investment income for 2012 from Part VI, line 5	2a	187
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	187
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,370
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,370
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	15,370

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	14,962
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	14,962
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	14,962

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				15,370
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			750	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>14,962</u>				
a Applied to 2011, but not more than line 2a			750	
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				14,212
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				1,158
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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				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	12,642
b Approved for future payment NONE				
Total			▶ 3b	0

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

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	SVP Wells Fargo Bank N.A.	10/16/2013	May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	
	SVP Wells Fargo Bank N.A.	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	JOSEPH J CASTRIANO		10/16/2013		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

TA SOUTH MOUNTAIN INDUSTRIAL INS

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

Recipient(s) paid during the year

Name

SOUTH MTN CHILDREN & FMLY SVCS

Street

7330MYRTLE DR

City

NEBO

State

NE

Zip Code

28761

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,642

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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	Cost or Other Basis	Valuation Method	Totals		
											Capital Gains/Losses		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	Amount									128,241	122,068	6,173
	Short Term CG Distributions	0									0	0	0
1	X	ARTISAN INTERNATIONAL FU	04314H204		3/9/2011	11/19/2012	11/19/2012	327	313				14
2	X	ARTISAN INTERNATIONAL FU	04314H204		3/9/2011	7/10/2013	7/10/2013	1,115	984				131
3	X	ARTISAN INTERNATIONAL FU	04314H204		3/9/2011	7/10/2013	7/10/2013	1,034	872				162
4	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012	7/10/2013	7/10/2013	1,086	953				143
5	X	DIAMOND HILL LONG-SHORT	25264S833		3/9/2011	2/7/2013	2/7/2013	728	630				98
6	X	DIAMOND HILL LONG-SHORT	25264S833		3/9/2011	7/10/2013	7/10/2013	7,161	5,824				1,337
7	X	DODGE & COX INTL STOCK F	256206103		12/19/2007	11/19/2012	11/19/2012	114	164				-50
8	X	DODGE & COX INTL STOCK F	256206103		6/19/2007	11/19/2012	11/19/2012	705	937				-232
9	X	DODGE & COX INTL STOCK F	256206103		6/19/2007	2/7/2013	2/7/2013	606	736				-130
10	X	DODGE & COX INTL STOCK F	256206103		3/19/2008	2/7/2013	2/7/2013	685	753				-68
11	X	DODGE & COX INTL STOCK F	256206103		3/19/2008	7/10/2013	7/10/2013	893	947				-54
12	X	DODGE & COX INCOME FD CC	256210105		6/19/2007	11/19/2012	11/19/2012	4,949	4,466				483
13	X	DODGE & COX INCOME FD CC	256210105		5/10/2012	11/19/2012	11/19/2012	2,079	2,043				36
14	X	DODGE & COX INCOME FD CC	256210105		8/2/2012	11/19/2012	11/19/2012	1,041	1,034				7
15	X	DODGE & COX INCOME FD CC	256210105		8/1/2007	11/19/2012	11/19/2012	2,588	2,307				281
16	X	DODGE & COX INCOME FD CC	256210105		2/11/2013	7/10/2013	7/10/2013	3,022	3,121				-99
17	X	DREXFLUS EMG MKT DEBT LO	261980494		8/2/2011	2/7/2013	2/7/2013	3,098	3,042				56
18	X	JP MORGAN MID CAP VALUE	339128100		2/11/2013	7/10/2013	7/10/2013	793	715				78
19	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010	7/10/2013	7/10/2013	1,139	804				335
20	X	GATEWAY FUND - Y #1986	367829884		8/2/2012	7/10/2013	7/10/2013	7,751	7,524				227
21	X	GATEWAY FUND - Y #1986	367829884		2/11/2013	7/10/2013	7/10/2013	5,128	5,067				61
22	X	HARBOR CAPITAL APRTION	411511504		2/11/2013	7/10/2013	7/10/2013	5,234	4,834				400
23	X	HARBOR CAPITAL APRTION	411511504		3/9/2011	7/10/2013	7/10/2013	1,320	1,044				276
24	X	HUSSMAN STRATEGIC GROW	448108100		3/9/2011	2/7/2013	2/7/2013	6,907	7,940				-1,033
25	X	ISHARES CORE S & P 500 ETF	464287200		3/9/2011	7/10/2013	7/10/2013	912	796				116
26	X	ISHARES CORE S & P 500 ETF	464287200		3/9/2011	7/10/2013	7/10/2013	6,467	5,175				1,292
27	X	ISHARES RUSSELL 2000 GRO	464287648		11/19/2012	2/7/2013	2/7/2013	5,513	4,851				662
28	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012	7/10/2013	7/10/2013	5,105	4,768				337
29	X	KEELEY SMALL CAP VAL FD C	487300808		8/2/2011	11/19/2012	11/19/2012	677	630				47
30	X	KEELEY SMALL CAP VAL FD C	487300808		12/17/2010	11/19/2012	11/19/2012	159	147				12
31	X	KEELEY SMALL CAP VAL FD C	487300808		12/17/2010	7/10/2013	7/10/2013	3,361	2,691				670
32	X	LAUDUS MONDRIAN INTL FL-I	51855Q655		3/9/2011	7/10/2013	7/10/2013	789	886				-97
33	X	MFS VALUE FUND-CLASS I #8	552983694		5/10/2012	7/10/2013	7/10/2013	787	615				152
34	X	MFS VALUE FUND-CLASS I #8	552983694		2/11/2013	7/10/2013	7/10/2013	1,630	1,472				158
35	X	MFS VALUE FUND-CLASS I #8	552983694		3/9/2011	7/10/2013	7/10/2013	2,874	2,296				578
36	X	MERGER FD SH BEN INT #250	589509108		3/9/2011	7/10/2013	7/10/2013	3,272	3,290				-18
37	X	PIMCO TOTAL RET FD-INST #	693390700		11/21/2012	2/7/2013	2/7/2013	12,386	12,606				-420
38	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012	7/10/2013	7/10/2013	1,858	1,959				-101
39	X	PIMCO TOTAL RET FD-INST #	693390700		8/2/2012	7/10/2013	7/10/2013	165	178				-13
40	X	PIMCO FOREIGN BD FD USD	693390882		10/31/2008	7/10/2013	7/10/2013	1,412	1,342				70
41	X	PIMCO FOREIGN BD FD USD	693390882		8/2/2011	2/7/2013	2/7/2013	583	576				7
42	X	RIDGEWORTH SEIX HY BD-I	76628T845		8/2/2011	7/10/2013	7/10/2013	422	426				-4
43	X	RIDGEWORTH SEIX HY BD-I	76628T845		3/9/2011	11/19/2012	11/19/2012	1,339	1,364				-25
44	X	T ROWE PRICE SHORT TERM	77957P105		3/9/2011	2/7/2013	2/7/2013	2,812	2,788				24
45	X	SPDR DJ WILSHIRE INTERNA	78463X863		2/14/2012	11/19/2012	11/19/2012	1,494	1,491				3
46	X	TCW SMALL CAP GROWTH FL	87234N849		4/26/2011	11/19/2012	11/19/2012	483	487				-4
47	X	TCW SMALL CAP GROWTH FL	87234N849		5/10/2012	11/19/2012	11/19/2012	767	820				-53
48	X	TCW SMALL CAP GROWTH FL	87234N849		12/17/2010	11/19/2012	11/19/2012	3,450	3,928				-478
49	X	TCW SMALL CAP GROWTH FL	87234N849		12/17/2010	12/19/2012	12/19/2012	2,261	2,474				-193
50	X	TCW SMALL CAP GROWTH FL	87234N849		8/2/2011	12/19/2012	12/19/2012	1,716	1,815				-99
51	X	TCW SMALL CAP GROWTH FL	87234N849		8/10/2011	2/7/2013	2/7/2013	1,029	932				97
52	X	VANGUARD REIT VIPER	922908553		11/19/2012	2/7/2013	2/7/2013	616	568				48
53	X	PIMCO TOTAL RET FD-INST #	693390700		8/2/2012	2/7/2013	2/7/2013	3,359	3,443				-84

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

		1,021	0	0	1,021
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,021			1,021

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

		105	105	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	105	105		

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

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

1	Cost Basis Adjustment	1	1,176
2	PY Return of Capital Adjustment	2	205
3	Total	3	1,381

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

Long Term CG Distributions										1.030	Amount				
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	5,143	F M V as of 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1 ARTISAN INTERNATIONAL FUND #61	04314H204		3/9/2011	11/19/2012	327		0	313	14		0	0	0	14	
2 ARTISAN INTERNATIONAL FUND #61	04314H204		3/9/2011	2/7/2013	1,115		0	984	131		0	0	0	131	
3 ARTISAN INTERNATIONAL FUND #61	04314H204		3/9/2011	7/10/2013	1,034		0	872	162		0	0	0	162	
4 ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	7/10/2013	1,096		0	953	143		0	0	0	143	
5 DIAMOND HILL LONG-SHORT FD CL I #25264S833			3/9/2011	2/7/2013	728		0	630	98		0	0	0	98	
6 DIAMOND HILL LONG-SHORT FD CL I #25264S833			3/9/2011	7/10/2013	7,161		0	5,824	1,337		0	0	0	1,337	
7 DODGE & COX INTL STOCK FD 1048	256206103		6/19/2007	11/19/2012	114		0	164	-50		0	0	0	-50	
8 DODGE & COX INTL STOCK FD 1048	256206103		6/19/2007	11/19/2012	705		0	937	-232		0	0	0	-232	
9 DODGE & COX INTL STOCK FD #1048	256206103		6/19/2007	2/7/2013	608		0	736	-130		0	0	0	-130	
10 DODGE & COX INTL STOCK FD #1048	256206103		3/19/2008	2/7/2013	685		0	753	-68		0	0	0	-68	
11 DODGE & COX INTL STOCK FD #1048	256206103		3/19/2008	7/10/2013	893		0	947	-54		0	0	0	-54	
12 DODGE & COX INCOME FD COM 147	256210105		6/19/2007	11/19/2012	4,949		0	4,466	483		0	0	0	483	
13 DODGE & COX INCOME FD COM 147	256210105		5/10/2012	11/19/2012	2,079		0	2,043	36		0	0	0	36	
14 DODGE & COX INCOME FD COM 147	256210105		8/2/2012	11/19/2012	1,041		0	1,034	7		0	0	0	7	
15 DODGE & COX INCOME FD COM 147	256210105		8/1/2007	11/19/2012	2,588		0	2,307	281		0	0	0	281	
16 DODGE & COX INCOME FD COM #147	256210105		2/11/2013	7/10/2013	3,022		0	3,121	-99		0	0	0	-99	
17 DREYFUS EMG MKT DEBT LOC C-I #608	261960494		8/2/2011	2/7/2013	793		0	715	78		0	0	0	78	
18 JP MORGAN MID CAP VALUE-I #758	339128100		2/11/2013	7/10/2013	1,139		0	804	335		0	0	0	335	
19 JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	7/10/2013	7,751		0	7,524	227		0	0	0	227	
20 GATEWAY FUND - Y #1986	367829884		8/2/2012	7/10/2013	5,128		0	5,067	61		0	0	0	61	
21 HARBOR CAPITAL APROTION-INST #20	411511504		2/11/2013	7/10/2013	5,234		0	4,834	400		0	0	0	400	
22 HARBOR CAPITAL APROTION-INST #20	411511504		2/11/2013	7/10/2013	1,320		0	1,044	276		0	0	0	276	
23 HUSSMAN STRATEGIC GROWTH FUND	448108100		3/9/2011	2/7/2013	6,907		0	7,940	-1,033		0	0	0	-1,033	
24 ISHARES CORE S & P 500 ETF	464287200		3/9/2011	2/7/2013	912		0	796	116		0	0	0	116	
25 ISHARES CORE S & P 500 ETF	464287200		11/19/2012	7/10/2013	6,467		0	5,175	1,292		0	0	0	1,292	
26 ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	5,513		0	4,851	662		0	0	0	662	
27 ISHARES RUSSELL 2000 GROWTH	464287648		12/17/2010	2/7/2013	5,105		0	4,788	317		0	0	0	317	
28 KEELEY SMALL CAP VAL FD CL I 2251	487300808		8/2/2011	11/19/2012	677		0	630	47		0	0	0	47	
29 KEELEY SMALL CAP VAL FD CL I 2251	487300808		12/17/2010	7/10/2013	1,559		0	1,47	12		0	0	0	12	
30 KEELEY SMALL CAP VAL FD CL I 2251	487300808		12/17/2010	2/7/2013	3,361		0	2,691	670		0	0	0	670	
31 LAUDUS MONDRIAN INTL F-INST #294051855Q655			3/9/2011	7/10/2013	789		0	886	-97		0	0	0	-97	
32 MFS VALUE FUND-CLASS I #893	552983694		5/10/2012	7/10/2013	767		0	615	152		0	0	0	152	
33 MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	7/10/2013	1,630		0	1,472	158		0	0	0	158	
34 MFS VALUE FUND-CLASS I #893	552983694		3/9/2011	7/10/2013	2,874		0	2,296	578		0	0	0	578	
35 MERGER FD SH BEN INT #260	589509108		3/9/2011	7/10/2013	3,272		0	3,290	-18		0	0	0	-18	
36 PIMCO TOTAL RET FD-INST #35	633390700		11/21/2012	2/7/2013	12,366		0	12,806	-440		0	0	0	-440	
37 PIMCO TOTAL RET FD-INST #35	633390700		5/10/2012	7/10/2013	1,858		0	1,959	-101		0	0	0	-101	
38 PIMCO TOTAL RET FD-INST #35	633390700		8/2/2012	7/10/2013	165		0	178	-13		0	0	0	-13	
39 PIMCO TOTAL RET FD-INST #35	633390700		10/51/2008	7/10/2013	1,412		0	1,342	70		0	0	0	70	
40 PIMCO FOREIGN BD FD USD H-INST #1	633390882		8/2/2011	2/7/2013	533		0	576	43		0	0	0	43	
41 PIMCO FOREIGN BD FD USD H-INST #1	633390882		8/2/2011	7/10/2013	422		0	426	-4		0	0	0	-4	
42 RIDGEWORTH SEX HY BD-I #5855	766281645		3/9/2011	11/19/2012	1,339		0	1,364	-25		0	0	0	-25	
43 RIDGEWORTH SEX HY BD-I #5855	766281645		3/9/2011	2/7/2013	2,812		0	2,788	24		0	0	0	24	
44 T ROWE PRICE SHORT TERM BD FD 5/7795P7105			2/14/2012	11/19/2012	1,494		0	1,491	3		0	0	0	3	
45 SPDR DJ WILSHIRE INTERNATIONAL REIT #463X883			4/26/2011	11/19/2012	483		0	487	-4		0	0	0	-4	
46 TCW SMALL CAP GROWTH FUND-I 4728734N849			5/10/2012	11/19/2012	820		0	820	-53		0	0	0	-53	
47 TCW SMALL CAP GROWTH FUND-I 4728734N849			12/17/2010	11/19/2012	3,450		0	3,928	-478		0	0	0	-478	
48 TCW SMALL CAP GROWTH FUND-I 4728734N849			12/17/2010	12/19/2012	2,251		0	2,474	-223		0	0	0	-223	
49 TCW SMALL CAP GROWTH FUND-I 4728734N849			8/2/2011	12/19/2012	1,716		0	1,815	-99		0	0	0	-99	
50 TCW SMALL CAP GROWTH FUND-I 4728734N849			8/10/2011	12/19/2012	1,029		0	932	97		0	0	0	97	
51 TCW SMALL CAP GROWTH FUND-I 4728734N849			11/19/2012	2/7/2013	616		0	568	48		0	0	0	48	
52 VANGUARD REIT VIPER	922908553		8/2/2012	2/7/2013	3,359		0	3,443	-84		0	0	0	-84	
53 PIMCO TOTAL RET FD-INST #35	633390700						0				0	0	0		

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

[illegible]

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

	Date	Amount
1 Credit from prior year return	1	67
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	67

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>750</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>750</u>

Account Name TA SOUTH MOUNTAIN INDUSTRIAL INS
 Account Number 1019005647
 FYE 7

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp Inv	1019005647	56-6049775	VP0528308	FEDERATED TREAS OBL FD 68	3809 15	3809 15	3809 15
Savings & Temp Inv	1019005647	56-6049775	VP0528308	FEDERATED TREAS OBL FD 68	262 55	262 55	262 55
					4,071.70		4,071.70
Invest - Other	1019005647	56-6049775	04314H204	ARTISAN INTERNATIONAL FUND #661	18563 91	671 632	14937 68
Invest - Other	1019005647	56-6049775	256210105	DODGE & COX INCOME FD COM #147	10328 87	762 278	10099 32
Invest - Other	1019005647	56-6049775	411511504	HARBOR CAPITAL APRCTION-INST #2012	25187 49	508 941	19308 83
Invest - Other	1019005647	56-6049775	589509108	MERGER FD SH BEN INT #260	6436 88	401 552	6379 21
Invest - Other	1019005647	56-6049775	693390700	PIMCO TOTAL RET FD-INST #35	10027 23	929 308	9423 18
Invest - Other	1019005647	56-6049775	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1610 67	152 237	1622 85
Invest - Other	1019005647	56-6049775	77957P105	T ROWE PRICE SHORT TERM BD FD #55	5459 36	1137 367	5480 86
Invest - Other	1019005647	56-6049775	04314H600	ARTISAN MID CAP FUND-INS #1333	14506 86	305 279	12218 14
Invest - Other	1019005647	56-6049775	464287200	ISHARES CORE S & P 500 ETF	7629 75	45	6078 27
Invest - Other	1019005647	56-6049775	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	1652 5	153 009	1806 81
Invest - Other	1019005647	56-6049775	256206103	DODGE & COX INT'L STOCK FD #1048	18501 71	478 575	14471 68
Invest - Other	1019005647	56-6049775	552983694	MFS VALUE FUND-CLASS I #893	16866 97	542 172	13097 04
Invest - Other	1019005647	56-6049775	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	16190 5	1156 464	16583 11
Invest - Other	1019005647	56-6049775	262028855	DRIEHAUS ACTIVE INCOME FUND	6410 53	596 328	6398 6
Invest - Other	1019005647	56-6049775	339128100	JP MORGAN MID CAP VALUE-I #758	9568 42	281 507	6497 66
Invest - Other	1019005647	56-6049775	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	12724 44	1113 249	12802 36
Invest - Other	1019005647	56-6049775	922908553	VANGUARD REIT VIPER	12897 24	186	9628 27
Invest - Other	1019005647	56-6049775	483438206	KALMAR GR W/VAL SM CAP FD #2	9170 84	455 807	7862 67
Invest - Other	1019005647	56-6049775	00203H859	AQR MANAGED FUTURES STR-I #15213	6393 03	628 617	6399 32
Invest - Other	1019005647	56-6049775	922042858	VANGUARD FTSE EMERGING MARKETS ETF	18514 44	474	21113 18
Invest - Other	1019005647	56-6049775	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	18757 41	540 248	18784.29
Invest - Other	1019005647	56-6049775	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	12922 69	319	12635 87
Invest - Other	1019005647	56-6049775	74925K581	ROBECO BP LNG/SHRT RES-INS	9717 76	721 437	9602 32
Invest - Other	1019005647	56-6049775	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	6524 77	306 327	5277 38
Invest - Other	1019005647	56-6049775	76628T645	RIDGEWORTH SEIX HY BD-I #5855	16216 29	1607 165	16008 71
Invest - Other	1019005647	56-6049775	22544R305	CREDIT SUISSE COMM RET ST-I #2156	15908 57	2197 316	19937 69
Invest - Other	1019005647	56-6049775	487300808	KEELEY SMALL CAP VAL FD CL I #2251	8896 39	253 242	6136 8
					317,585.52		290,592.10
Grand Total					321,657.22		294,663.80