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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 9/1/2012, and ending 8/31/2013

Name of foundation ALBERT & HELEN MESERVE MEM FUND		A Employer identification number 06-6254956
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,819,880	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,477	111,477		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	148,453			
	b Gross sales price for all assets on line 6a 654,885				
	7 Capital gain net income (from Part IV, line 2)		148,453		
	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	259,930	259,930	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	61,086	45,814		15,272
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,745			1,745
	c Other professional fees (attach schedule)	4,550			4,550
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,244	1,545		
	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	70,625	47,359	0	21,567
	25 Contributions, gifts, grants paid	164,000			164,000
26 Total expenses and disbursements. Add lines 24 and 25	234,625	47,359	0	185,567	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	25,305				
b Net investment income (if negative, enter -0-)		212,571			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Form 990-PF (2012) ALBERT & HELEN MESERVE MEM FUND

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	205,534	122,456	122,456
	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)	2,945,690	3,059,541	3,697,424	
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)	3,151,224	3,181,997	3,819,880	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,151,224	3,181,997	
	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)	3,151,224	3,181,997		
31 Total liabilities and net assets/fund balances (see instructions)	3,151,224	3,181,997		

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	3,151,224
2 Enter amount from Part I, line 27a	2	25,305
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,468
4 Add lines 1, 2, and 3	4	3,181,997
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,181,997

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	148,453
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	219,249	3,708,592	0.059119
2010	203,658	3,886,547	0.052401
2009	302,831	3,723,574	0.081328
2008	65,171	3,343,765	0.019490
2007	217,692	4,477,516	0.048619

2 Total of line 1, column (d)	2	0.260957
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	0.052191
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,809,841
5 Multiply line 4 by line 3	5	198,839
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,126
7 Add lines 5 and 6	7	200,965
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	185,567

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,251
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	4,251
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	4,251
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,472
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	1,472
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,779
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> CT		
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	X

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

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

Part 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	3,675,872
b	Average of monthly cash balances	1b	191,987
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,867,859
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	3,867,859
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	58,018
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,809,841
6	Minimum investment return. Enter 5% of line 5	6	190,492

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	190,492
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,251
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,251
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	186,241
4	Recoveries of amounts treated as qualifying distributions	4	5,000
5	Add lines 3 and 4	5	191,241
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	191,241

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	185,567
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	185,567
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	185,567

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				191,241
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
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	3,507			
f Total of lines 3a through e	3,507			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 185,567				
a Applied to 2011, but not more than line 2a				
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				185,567
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))	3,507			3,507
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				2,167
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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

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)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				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

APPLY FOR GRANTS THROUGH WWW.WELLSFARGO.COM/PRIVATEFOUNDATIONGRANTS/MESERVE

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

ALL APPLICATIONS ARE TO BE SUBMITTED ON-LINE AND NO ADDITIONAL INFORMATION OR MATERIALS ARE REQUIRED

c Any submission deadlines

OCTOBER 15 ANNUALLY

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

PROJECTS AND 501(c)(3) ORGANIZATIONS IN THE GREATER DANBURY AREA, FAIRFIELD COUND CONNECTICUT

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	164,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					
	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	111,477	
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	148,453	
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		259,930	0
13 Total. Add line 12, columns (b), (d), and (e)				13	259,930

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

[illegible]

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

- | | | | |
|---|-------|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | | |
| <p>(1) Cash</p> | 1a(1) | | X |
| <p>(2) Other assets</p> | 1a(2) | | X |
| <p>b Other transactions</p> | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | | X |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | | X |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | | X |
| <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | | | |

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John A. Suleta SVP Wells Fargo Bank N.A.

11/11/2013
Date

▶ SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

JOSEPH J. CASTRIANO

[Signature]

11/11/2013

Check ☒ if self-employed

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
----------	--------------

ALBERT & HELEN MESERVE MEM FUND

06-6254956 Page 1 of 1

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

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

164,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Wells Fargo

Page 1 of 6

Tax Transaction Detail (Distributions + Beneficiary)

10/31/2013 11:16:07

Main Account Id:

ALBERT AND HELEN MESERVE MEM FUND

Account Id: 9513840551

Trust Year 9/1/2012 - 8/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001679000001 DISCRETIONARY DISTRIBUTION HEALTHY EYES FOR CONNECTICUT KIDS PROJECT HEALTHY EYES ALLIANCE PER DDR APPROVED 01/31/2013		-1,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001680000001 DISCRETIONARY DISTRIBUTION ADMINISTRATIVE & PROGRAM TECHNOLOGY & EQUIPMENT ROBOTICS AND BEYOND INC PER DDR APPROVED 01/31/2013 SUPPORT		-4,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001682000001 DISCRETIONARY DISTRIBUTION JA ECONOMIC EDUCATION PROGRAMS ACADEMY FOR JUNIOR ACHIEVEMENT OF WESTERN CT, INC PER DDR APPROVED 01/31/2013 INTERNATIONAL STUDIES, DANBURY CT		-4,000.00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001683000001 DISCRETIONARY DISTRIBUTION PLAYGROUND SAFETY IMPROVEMENT PROJECT PHASE I THE CHILDREN'S CENTER OF NEW MILFORD, INC PER DDR APPROVED 01/31/2013		-5,500 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001684000001 DISCRETIONARY DISTRIBUTION TECHNOLOGY IMPROVEMENT PROJECT LITERACY VOLUNTEERS ON THE GREEN PER DDR APPROVED 01/31/2013		-3,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001689000001 DISCRETIONARY DISTRIBUTION MORE EMPLOYMENT THROUGH TECHNOLOGY ABILITY BEYOND DISABILITY, INC PER DDR APPROVED 01/31/2013		-4,500 00

Wells Fargo

Page 2 of 6

Tax Transaction Detail (Distributions + Beneficiary)

10/31/2013 11:16:07

Main Account Id:

ALBERT AND HELEN MESERVE MEM FUND

Account Id: 9513840551

Trust Year 9/1/2012 - 8/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-4,000 00
		TRAN # EA001691000001		
		DISCRETIONARY DISTRIBUTION		
		AMERICAN RED CROSS DISASTER SERVICES - SHELTERING		
		AMERICAN NATIONAL RED CROSS		
		PER DDR APPROVED 01/31/2013		
		ALL PEOPLE IN NEED		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-4,500 00
		TRAN # EA001694000001		
		DISCRETIONARY DISTRIBUTION		
		GROUNDS SECURITY		
		ANN'S PLACE, THE HOME OF I CAN, INC		
		PER DDR APPROVED 01/31/2013		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-5,250 00
		TRAN # EA001696000001		
		DISCRETIONARY DISTRIBUTION		
		PROJECT CLEAR (CANDLEWOOD LAKE ENVIRONMENTAL		
		CANDLEWOOD LAKE AUTHORITY		
		PER DDR APPROVED 01/31/2013		
		AWARENESS AND RESPONSIBILITY) TECHNOLOGY		
		ENHANCEMENTS		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-2,750 00
		TRAN # EA001697000001		
		DISCRETIONARY DISTRIBUTION		
		EMPLOYMENT SKILLS WORKSHOPS		
		COMMUNITY CULINARY SCHOOL OF		
		NORTHWESTERN CT		
		PER DDR APPROVED 01/31/2013		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-2,000 00
		TRAN # EA001700000001		
		DISCRETIONARY DISTRIBUTION		
		DANBURY AREA AUDIO ACCESSIBILITY PROGRAMMING		
		CONNECTICUT RADIO INFORMATION		
		SYSTEM, INC		
		PER DDR APPROVED 01/31/2013		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT		-4,250 00
		TRAN # EA001702000001		
		DISCRETIONARY DISTRIBUTION		
		PHASE III INFORMATION TECHNOLOGY PLAN		
		DANBURY YOUTH SERVICES, INC		
		PER DDR APPROVED 01/31/2013		

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

10/31/2013 11:16:07

Main Account Id:

ALBERT AND HELEN MESERVE MEM FUND

Account Id: 9513840551

Trust Year 9/1/2012 - 8/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001704000001 DISCRETIONARY DISTRIBUTION CENTER FOR NONPROFIT EXCELLENCE FAIRFIELD COUNTY COMMUNITY FOUNDATION PER DDR APPROVED 01/31/2013		-3,500 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001705000001 DISCRETIONARY DISTRIBUTION TECHNOLOGY AT THE FARM FRIENDS OF SULLIVAN FARM INC PER DDR APPROVED 01/31/2013		-2,600 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001708000001 DISCRETIONARY DISTRIBUTION COMPUTER/SOFTWARE UPGRADES HOUSATONIC HABITAT FOR HUMANITY PER DDR APPROVED 01/31/2013		-2,500 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001710000001 DISCRETIONARY DISTRIBUTION BASECAMP PROGRAM MAKE A HOME FOUNDATION INC PER DDR APPROVED 01/31/2013		-1,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001712000001 DISCRETIONARY DISTRIBUTION NIDEK AFC-330 NEW FAIRFIELD LIONS FOUNDATION INC PER DDR APPROVED 01/31/2013		-4,500 00
02/01/13		0 Units	Reg Code 000	0 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001716000001 DISCRETIONARY DISTRIBUTION TO PURCHASE CD'S OBEY FOUNDATION, INC PER DDR APPROVED 01/31/2013		-1,050 00

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

10/31/2013 11:16:07

Main Account Id:

ALBERT AND HELEN MESERVE MEM FUND

Account Id: 9513840551

Trust Year 9/1/2012 - 8/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
02/01/13		0 Units		
		Reg Code 000	0 00	-5,500 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001717000001 DISCRETIONARY DISTRIBUTION BEDSIDE INFORMATION TECHNOLOGY UPGRADE REGIONAL HOSPICE OF WESTERN CONNECTICUT, INC PER DDR APPROVED 01/31/2013		
02/01/13		0 Units		
		Reg Code 000	0 00	-4,500 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001718000001 DISCRETIONARY DISTRIBUTION STUDENTS CAN RUN AND MOVE REGIONAL YMCA, INC CT PER DDR APPROVED 01/31/2013		
02/01/13		0 Units		
		Reg Code 000	0 00	-1,000 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001720000001 DISCRETIONARY DISTRIBUTION ARTS FOR EVERYONE COMMUNITY OUTREACH PROGRAM RIDGEFIELD PLAYHOUSE FOR MOVIES AND THE PERFORMING ARTS, INC PER DDR APPROVED 01/31/2013		
02/01/13		0 Units		
		Reg Code 000	0 00	-2,000 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001721000001 DISCRETIONARY DISTRIBUTION TO HELP CHILDREN WITH LIFE-THREATENING ILLNESSES SCOTTY FUND INC PER DDR APPROVED 01/31/2013 AND THEIR FAMILIES		
02/01/13		0 Units		
		Reg Code 000	0 00	-5,000 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001723000001 DISCRETIONARY DISTRIBUTION UTILITY VEHICEL GRANT TARRYWILLE PARK AUTHORITY PER DDR APPROVED 01/31/2013		
02/01/13		0 Units		
		Reg Code 000	0 00	-8,750 00
Added:	021 02/22/13	CASH DISBURSEMENT TRAN # EA001724000001 DISCRETIONARY DISTRIBUTION INFRASTRUCTURE UPGRADE UNITED WAY OF WESTERN CONNECTICUT PER DDR APPROVED 01/31/2013		

Wells Fargo

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Tax Transaction Detail (Distributions + Beneficiary)

10/31/2013 11:16:07

Main Account Id:

ALBERT AND HELEN MESERVE MEM FUND

Account Id: 9513840551

Trust Year 9/1/2012 - 8/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
02/01/13		0 Units		
		Reg Code 000	0 00	-2,000 00
Added: 021	02/22/13	CASH DISBURSEMENT TRAN # EA001727000001 DISCRETIONARY DISTRIBUTION EYEMAX COMPUTER SYSTEM VOICE FOR JOANIE, INC PER DDR APPROVED 01/31/2013		
02/19/13		0 Units		
		Reg Code 000	0 00	-2,750 00
Added: 023	03/04/13	CASH DISBURSEMENT TRAN # EA024012000001 DISCRETIONARY DISTRIBUTION SHUTTER REPLACEMENT PLUMTREES SCHOOL ASSOCIATION, INC PER DDR APPROVED 01/31/2013		
03/08/13		0 Units		
		Reg Code 000	0 00	-4,000 00
Added: 031	04/03/13	CASH DISBURSEMENT TRAN # EA011971000001 DISCRETIONARY DISTRIBUTION TECHNOLOGY ENHANCEMENT AND DATA SECURITY PROJECT VILLAGE CENTER FOR THE ARTS INC PER DDR APPROVED 01/31/2013		
03/14/13		0 Units		
		Reg Code 000	0 00	-3,600 00
Added: 031	04/03/13	CASH DISBURSEMENT TRAN # EA019717000001 DISCRETIONARY DISTRIBUTION BETHEL PUBLIC LIBRARY BUSINESS AND TECHNOLOGY FRIENDS OF THE BETHEL PUBLIC LIBRARY, INC PER DDR APPROVED 01/31/2013 CENTER TRAINING PROGRAMS		
Total For: No Beny			0 00	-99,000 00
	066254956			
05/15/13		0 Units		
		Reg Code 000	-65,000 00	0 00
Added: 051	06/04/13	CASH DISBURSEMENT TRAN # EA023533000001 DISCRETIONARY DISTRIBUTION ANNUAL SCHOLARSHIP AWARDS CENTER FOR SCHOLARSHIP ADMINISTRATIO PER DDR APPROVED 05/13/2013		
Total For:			-65,000 00	0 00
Total for Taxcode: 149			-65,000 00	-99,000 00

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

Totals														
Capital Gains/Losses														
Other sales														
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	Cost Basis and Expenses			Net Gain or Loss	
										Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements		
														Depreciation
1	X	CARDINAL HEALTH INC COM	14149Y108		3/16/2011		12/3/2012	24,314	23,777			0	537	
2	X	GOLDMAN SACHS GRTH OPP	38143Y401		10/7/2009		12/3/2012	136,190	100,000				0	36,190
3	X	PNC FINANCIAL SERVICES GR	693475105		3/16/2011		12/3/2012	12,471	13,700			-1,229	0	
4	X	PEPSICO INC	713448108		12/4/2000		12/3/2012	17,855	11,387				0	6,468
5	X	STATE STREET CORP	857477103		9/24/2009		12/3/2012	13,470	15,267			-1,797	0	
6	X	TEXAS INSTRUMENTS INC	882508104		11/25/2002		12/3/2012	17,844	11,682				0	6,162
7	X	VANGUARD S/T BD IND SIGNA	921937850		3/16/2011		12/3/2012	47	47				0	0
8	X	WELLS FARGO ADV INTL EQ	949848348		6/13/2003		12/3/2012	174,667	155,572				0	19,095
9	X	WELLS FARGO ADV INTL EQ	949848348		3/19/2003		12/3/2012	228,101	175,000				0	53,101

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

		1,745	0	0	1,745
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING	1,745			1,745

Part I, Line 16c (990-PF) - Other Professional Fees

		4,550	0	0	4,550
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ADMINISTRATIVE FEE	4,550			4,550

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

		3,244	1,545	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,545	1,545		
2	PY EXCISE TAX DUE	227			
3	ESTIMATED PAYMENTS	1,472			

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

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

1	RETURN OF GRANT	1	5,000
2	COST BASIS ADJUSTMENT	2	468
3	Total	3	5,468

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

[illegible]

Part 1 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
	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	61,086	0	0
1												
2												
										61,086	0	0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	2/22/2013	368
3 Second quarter estimated tax payment	2/23/2013	368
4 Third quarter estimated tax payment	6/4/2013	368
5 Fourth quarter estimated tax payment	9/2/2013	368
6 Other payments		0
7 Total		1,472

Statement B

ALBERT & HELEN MESERVE MEM FUND

EIN: 06-6254956

Tax Year End: 8/31/13

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Plumtrees School Association 4 Wolfpits Road Bethel, CT 06801	\$2,750	2/19/2013	To replace shutters that were beyond repair	\$2,750	No	5/14/2013	5/14/2013
Village Center for the Arts, Inc 12 Main Street New Milford, CT 06776	\$4,000	3/8/2013	Technology enhancement and data security	\$4,000	No	9/26/2013	9/26/2013

Account #	Security Type	CUSIP	Asset Name	FMV	Fed Cost
9513840551	Cash			0.00	0.00
	Invest - Corp Stock	001055102	AFLAC INC	20,226.50	18,512.64
	Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	24,404.80	17,967.59
	Invest - Corp Stock	031162100	AMGEN INC	32,682.00	17,122.90
	Invest - Corp Stock	037411105	APACHE CORP	19,278.00	7,688.77
	Invest - Corp Stock	037833100	APPLE INC	12,180.40	15,335.75
	Invest - Corp Stock	110122108	BRISTOL MYERS SQUIBB CO	29,183.00	15,687.00
	Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	75,465.00	17,816.50
	Invest - Corp Stock	14040H105	CAPITAL ONE FINANCIAL CORP	12,910.00	10,081.28
	Invest - Corp Stock	437076102	HOME DEPOT INC	37,245.00	20,920.00
	Invest - Corp Stock	458140100	INTEL CORP	28,574.00	26,285.00
	Invest - Corp Stock	459200101	INTERNATIONAL BUSINESS MACHS CORP	77,464.75	32,329.79
	Invest - Corp Stock	478160104	JOHNSON & JOHNSON	62,647.25	30,868.06
	Invest - Corp Stock	594918104	MICROSOFT CORP	24,215.00	18,585.50
	Invest - Corp Stock	654106103	NIKE INC CL B	50,256.00	8,984.52
	Invest - Corp Stock	68389X105	ORACLE CORPORATION	44,604.00	12,068.00
	Invest - Corp Stock	713448108	PEPSICO INC	59,398.85	33,266.86
	Invest - Corp Stock	74005P104	PRAXAIR INC COM	29,350.00	12,299.25
	Invest - Corp Stock	742718109	PROCTER & GAMBLE CO	35,050.50	19,978.45
	Invest - Corp Stock	806857108	SCHLUMBERGER LTD	21,044.40	18,496.40
	Invest - Corp Stock	882508104	TEXAS INSTRUMENTS INC	42,020.00	18,983.81
	Invest - Corp Stock	913017109	UNITED TECHNOLOGIES CORP	65,065.00	22,259.42
	Invest - Corp Stock	30231G102	EXXON MOBIL CORPORATION	26,148.00	23,897.76
	Invest - Corp Stock	438516106	HONEYWELL INTERNATIONAL INC	33,817.25	23,122.04
	Invest - Corp Stock	87612E106	TARGET CORP	45,899.75	23,926.88
	Invest - Corp Stock	189754104	COACH INC	9,241.75	5,481.49
	Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	32,844.50	26,606.80
	Invest - Corp Stock	166764100	CHEVRON CORP	27,096.75	17,252.48
	Invest - Corp Stock	H0023R105	ACE LIMITED	26,316.00	16,722.00
	Invest - Other	256219106	DODGE & COX STOCK FUND #145	88,652.88	56,075.00
	Invest - Other	411511306	HARBOR INTERNATIONAL FD INST #2011	425,884.28	401,900.00
	Invest - Other	52106N889	LAZARD EMERGING MKTS PTFL #638	145,567.44	141,460.00
	Invest - Other	693390841	PIMCO HIGH YIELD FD-INST #108	110,810.82	100,000.00

Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	30,906.77	30,524.84
Invest - Other	693390866	PIMCO TOTAL RETURN III-INSTL #105	739,993.37	735,000.00
Invest - Other	043151209	ABERDEEN TOTAL RETURN BD FD-I #1524	272,471.27	275,000.00
Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	98,320.11	108,281.25
Invest - Other	339128100	JP MORGAN MID CAP VALUE-I #758	159,092.26	136,800.00
Invest - Other	780905451	ROYCE PREMIER FUND W CLASS #566	231,805.65	168,000.00
Invest - Other	72201F516	PIMCO EMERGING LOCAL BOND IS #332	44,258.37	50,000.00
Invest - Other	921937827	VANGUARD SHORT TERM BOND ETF	158,079.00	159,953.35
Invest - Other	314172560	FEDERATED STRAT VAL DIV FD IS #662	87,919.19	64,000.00
Invest - Other	94987W752	WFA SHRT TRM HI YLD-INS #3170	99,033.67	99,999.99
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	107,462.29	107,462.29
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	14,993.63	14,993.63
Invest - Corp Stock			1,004,628.45	532,546.94
Invest - Other			2,692,795.08	2,526,994.43
Savings & Temp Inv			122,455.92	122,455.92
TOTAL			3,819,879.45	3,181,997.29