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Form 990-PF

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No. 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning

9/1/2012

, and ending

8/31/2013

Name of foundation

ALBERT &amp; HELEN MESERVE MEM FUND

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

Room/suite

City or town, state, and ZIP code

Winston Salem

NC

27101-3818

G Check all that apply

Initial return    Initial return of a former public charity  
 Final return    Amended return  
 Address change    Name change

H Check type of organization    Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust    Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,819,880

J Accounting method:    Cash    Accrual  
 Other (specify) \_\_\_\_\_**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.	70,625	47,359	0	21,567
	Add lines 13 through 23				
	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.

HTA

Form 990-PF (2012)

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		<b>Beginning of year</b>	<b>End of year</b>	
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	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
<b>Liabilities</b>	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 ► )	0	0	
	23 Total liabilities (add lines 17 through 22)			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	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	{ 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

8 185,567

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
 Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a	1,472
6b	
6c	
6d	

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

7	1,472
8	
9	2,779
10	0
11	0

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

11	0
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**Part VII-A Statements Regarding Activities**

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?

Yes	No
-----	----

1a	X
----	---

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b	X
----	---

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c	X
----	---

c Did the foundation file Form 1120-POL for this year?

1c	X
----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2	X
---	---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3	X
---	---

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a	X
----	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b	N/A
----	-----

b If "Yes," has it filed a tax return on Form 990-T for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6	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?

7	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8b	X
----	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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? If "No," attach explanation

9	X
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9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b <input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b <input checked="" type="checkbox"/>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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	61,086		
.....				
.....				
.....				
.....				
.....				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				

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**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."**

**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

3

8

10

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.

All other problems

**Total.** Add lines 1 through 3

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Form 990-PF (2012)

**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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,809,841
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted</b> 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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	185,567
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	185,567
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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			0	
a Enter amount for 2011 only				
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				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				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013	0			
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				2,167
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



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

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

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>					
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b>	<b>a</b>				
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>					
<b>13</b>	<b>Total Add line 12, columns (b), (d), and (e)</b>		<b>0</b>		<b>259,930</b>	<b>0</b>
(See worksheet in line 13 instructions to verify calculations )						

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

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

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

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
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a Transfers from the reporting foundation to a noncharitable exempt organization
  - (1) Cash
  - (2) Other assets
- b Other transactions
  - (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

**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 correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee		11/11/2013	SVP Wells Fargo Bank N.A.	Instructions? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		11/11/2013	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

ALBERT &amp; 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	Foundation Status
--------------	-------------------

NONE 501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
-------------------------------	--------

GENERAL SUPPORT GRANT 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

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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
<b>149 BENEFICIARY DISTRIBUTIONS</b>				
	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

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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
<b>149 BENEFICIARY DISTRIBUTIONS</b>				
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001691000001 DISCRETIONARY DISTRIBUTION AMERICAN RED CROSS DISASTER SERVICES - SHELTERING AMERICAN NATIONAL RED CROSS PER DDR APPROVED 01/31/2013 ALL PEOPLE IN NEED		-4,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001694000001 DISCRETIONARY DISTRIBUTION GROUNDS SECURITY ANN'S PLACE, THE HOME OF I CAN, 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 # EA001696000001 DISCRETIONARY DISTRIBUTION PROJECT CLEAR (CANDLEWOOD LAKE ENVIRONMENTAL CANDLEWOOD LAKE AUTHORITY PER DDR APPROVED 01/31/2013 AWARENESS AND RESPONSIBILITY) TECHNOLOGY ENHANCEMENTS		-5,250 00
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001697000001 DISCRETIONARY DISTRIBUTION EMPLOYMENT SKILLS WORKSHOPS COMMUNITY CULINARY SCHOOL OF NORTHWESTERN CT PER DDR APPROVED 01/31/2013		-2,750 00
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001700000001 DISCRETIONARY DISTRIBUTION DANBURY AREA AUDIO ACCESSIBILITY PROGRAMMING CONNECTICUT RADIO INFORMATION SYSTEM, INC PER DDR APPROVED 01/31/2013		-2,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001702000001 DISCRETIONARY DISTRIBUTION PHASE III INFORMATION TECHNOLOGY PLAN DANBURY YOUTH SERVICES, INC PER DDR APPROVED 01/31/2013		-4,250 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
<b>149 BENEFICIARY DISTRIBUTIONS</b>				
	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
<b>149 BENEFICIARY DISTRIBUTIONS</b>				
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 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		-5,500 00
02/01/13		0 Units	Reg Code 000	0 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		-4,500 00
02/01/13		0 Units	Reg Code 000	0 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		-1,000 00
02/01/13		0 Units	Reg Code 000	0 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		-2,000 00
02/01/13		0 Units	Reg Code 000	0 00
Added: 021 02/22/13		CASH DISBURSEMENT TRAN # EA001723000001 DISCRETIONARY DISTRIBUTION UTILITY VEHICLE GRANT TARRYWILLE PARK AUTHORITY PER DDR APPROVED 01/31/2013		-5,000 00
02/01/13		0 Units	Reg Code 000	0 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		-8,750 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
<b>149 BENEFICIARY DISTRIBUTIONS</b>				
	000000000	No Beny Linked		
02/01/13		0 Units	Reg Code 000	0 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		-2,000 00
02/19/13		0 Units	Reg Code 000	0 00
Added: 023 03/04/13		CASH DISBURSEMENT TRAN # EA024012000001 DISCRETIONARY DISTRIBUTION SHUTTER REPLACEMENT PLUMTREES SCHOOL ASSOCIATION, INC PER DDR APPROVED 01/31/2013		-2,750 00
03/08/13		0 Units	Reg Code 000	0 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		-4,000 00
03/14/13		0 Units	Reg Code 000	0 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		-3,600 00
		<b>Total For: No Beny</b>	0 00	<b>-99,000 00</b>
	066254956			
05/15/13		0 Units	Reg Code 000	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		-65,000 00
		<b>Total For:</b>	<b>-65,000 00</b>	<b>0 00</b>
		<b>Total for Taxcode: 149</b>	<b>-65,000 00</b>	<b>-99,000 00</b>

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

		Amount		Long Term CG Distributions		Short Term CG Distributions		Capital Gains/Losses Other sales		Gross Sales		Cost, Other Basis and Expenses		Cost, Other Basis and Expenses		Net Gain or Loss	
				29,926		0		654,885		0		506,432		0		148,453	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business				Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sales and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X CARDINAL HEALTH INC COM	14149Y108						3/16/2011		12/3/2012	24,314	23,777				0	537
2	X GOLDMAN SACHS GRH OPP	38142Y401						10/17/2009		12/3/2012	136,190	100,000				0	36,190
3	X PNC FINANCIAL SERVICES GR	69320T510						3/16/2011		12/3/2012	12,471	13,700				0	1,229
4	X PEPSICO INC	71344B108						12/17/2000		12/3/2012	17,855	11,387				0	6,468
5	X STATE STREET CORP	912477103						9/24/2009		12/3/2012	13,470	15,267				0	-1,797
6	X TEXAS INSTRUMENTS INC	88220P8104						11/25/2002		12/3/2012	17,844	11,582				0	6,162
7	X VANGUARD SIT BD IND SIGMA	9215337850						3/16/2011		12/3/2012	47					0	0
8	X WELLS FARGO ADV INTL EQ	94984B348						6/12/2003		12/3/2012	174,687	155,572				0	19,095
9	X WELLS FARGO ADV INTL EQ	94984B348						3/19/2003		12/3/2012	228,101	175,300				0	53,101

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

	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**

	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 (90-PF) - Capital Gains and Losses for Tax on Investment Income

Amount										Long Term CG Distributions		Short Term CG Distributions		Long Term CG Distributions		Short Term CG Distributions	
										29,926	0	29,926	0	29,926	0	29,926	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	F M V as of 12/31/69	Excess of F M V Over Adjusted Basis	Gain or Loss	Adjusted Basis as of 12/31/69	F M V as of 12/31/69	Excess of F M V Over Adjusted Basis	
1 CORDINAL HEALTH INC	141497108	10/07/2009	12/31/2012	12/31/2011	24,314	0	0	23,777	537	0	0	0	0	0	0	0	0
2 GOLDMAN SACHS GRTH OPP FD-I	1113381427401	3/16/2011	12/31/2012	12/31/2012	136,190	0	0	100,000	36,190	0	0	0	0	0	0	0	36,190
3 PHC FINANCIAL SERVICES GROUP	693475105	3/16/2011	12/31/2012	12/31/2012	12,471	0	0	13,700	-1,229	0	0	0	0	0	0	-1,229	0
4 PEPSICO INC	713448108	12/24/2000	12/31/2012	12/31/2012	17,855	0	0	11,387	6,468	0	0	0	0	0	0	6,468	0
5 STATE STREET CORP	852477103	9/24/2009	12/31/2012	12/31/2012	13,470	0	0	15,267	-1,797	0	0	0	0	0	0	-1,797	0
6 TEXAS INSTRUMENTS INC	682508104	11/25/2002	12/31/2012	12/31/2012	17,844	0	0	11,682	6,162	0	0	0	0	0	0	6,162	0
7 VANGUARD SUT BD IND SIGNAL	1349	3/16/2011	12/31/2012	12/31/2012	47	0	0	4	0	0	0	0	0	0	0	0	0
8 WELLS FARGO ADV INTEL ED INS	114497836	6/19/2003	12/31/2012	12/31/2012	14,587	0	0	15,572	-1,985	0	0	0	0	0	0	1,985	0
9 WELLS FARGO ADV INTEL ED FD INS	211943845346	3/15/2003	12/31/2012	12/31/2012	228,101	0	0	175,000	53,101	0	0	0	0	0	0	53,101	0

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

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

- 1 Credit from prior year return .
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1		0
2	2/22/2013	368
3	2/23/2013	368
4	6/4/2013	368
5	9/2/2013	368
6		0
7		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
Plumtree School Association 4 Wolpits 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		1101221108	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	04315J209	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	<u>3,819,879.45</u>	<u>3,181,997.29</u>