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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 <b>CAROLINA M SCHELL T W MAINT TRUST</b>		A Employer identification number <b>23-6791316</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>
Wells Fargo Bank N A - 1 W 4th St 4th Floor MAC D4000-041		
City or town, state and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,291,213</b>	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	60,924	60,417		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	46,387			
	b Gross sales price for all assets on line 6a <b>929,855</b>				
	7 Capital gain net income (from Part IV, line 2)		46,387		
	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	107,311	106,804	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,692	23,019		7,673
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,695			1,695
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,319	601		
	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	35,706	23,620	0	9,368
	25 Contributions, gifts, grants paid	101,467			101,467
26 Total expenses and disbursements. Add lines 24 and 25	137,173	23,620	0	110,835	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-29,862				
b Net investment income (if negative, enter -0-)		83,184			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	68,717	74,550	74,550
	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)	2,062,954	2,026,439	2,216,663	
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)	2,131,671	2,100,989	2,291,213	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,131,671	2,100,989	
	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)	2,131,671	2,100,989		
31 Total liabilities and net assets/fund balances (see instructions)	2,131,671	2,100,989		

## 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	2,131,671
2	Enter amount from Part I, line 27a	2	-29,862
3	Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	143
4	Add lines 1, 2, and 3	4	2,101,952
5	Decreases not included in line 2 (itemize) <u>PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT</u>	5	963
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,100,989

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**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

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

  

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

(i) 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	46,387
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	106,271	2,208,075	0.048128
2010	80,120	2,336,563	0.034290
2009	52,859	2,104,222	0.025120
2008	72,519	1,794,681	0.040408
2007			0.000000

2 Total of line 1, column (d)	2	0.147946
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	0.036987
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,310,282
5 Multiply line 4 by line 3	5	85,450
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	832
7 Add lines 5 and 6	7	86,282
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	110,835

**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)		1	832
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)		2	0
3 Add lines 1 and 2		3	832
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	832
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,613	
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	1,613	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	781	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 781 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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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 checked="" type="checkbox"/> PA		
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 <b>N/A</b>	13	X	
14	The books are in care of <b>WELLS FARGO BANK N A</b> Telephone no <b>888-730-4933</b> Located at <b>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</b> ZIP+4 <b>27101-3818</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	30,692		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



0

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,270,509
<b>b</b>	Average of monthly cash balances	<b>1b</b>	74,955
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,345,464
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,345,464
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	35,182
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,310,282
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	115,514

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	115,514
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	832
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	832
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	114,682
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	114,682
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	114,682

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	110,835
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	110,835
<b>5</b>	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)	<b>5</b>	832
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	110,003

**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.

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**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				114,682
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			103,673	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 110,835				
<b>a</b> Applied to 2011, but not more than line 2a			103,673	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				7,162
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				107,520
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>				<b>3a</b> 101,467
<b>b</b> Approved for future payment NONE				
<b>Total</b>				<b>3b</b> 0





CAROLINA M SCHELL T W MAINT TRUST

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

Recipient(s) paid during the year

Name

PRESBY HOMES AND SERVICES

Street

2000 JOSHUA ROAD

City

LAFAYETTE HILL

State

PA

Zip Code

19444-2430

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC SHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

101,467

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Totals																
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Other sales	Other sales							
1	X	HUSSMAN STRATEGIC GROW	448108100		12/26/2011		2/7/2013	32,781	39,330							-6,549
2	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		2/7/2013	8,292	9,445							-1,153
3	X	HUSSMAN STRATEGIC GROW	448108100		1/12/2011		2/7/2013	1,006	1,198							-192
4	X	ISHARES CORE S & P 500 EIT	464281200		12/26/2011		2/7/2013	2,583	2,157							426
5	X	ISHARES CORE S & P 500 EIT	464281200		11/10/2011		7/10/2013	14,262	10,912							3,350
6	X	ISHARES CORE S & P 500 EIT	464281200		11/16/2012		7/10/2013	33,488	25,204							8,284
7	X	ISHARES RUSSELL 2000 GRO	464281648		12/19/2012		2/7/2013	32,570	28,659							3,912
8	X	ISHARES RUSSELL 2000 GRO	464281648		12/19/2012		2/7/2013	29,915	28,915							1,000
9	X	KALMAR GR WVAL SM CAP F	483438206		2/11/2013		8/21/2013	3,587	3,070							517
10	X	KEELEY SMALL CAP VAL FDI	487300808		11/10/2011		2/7/2013	27,977	20,828							7,149
11	X	LAUDUS MONDRIAN INTL FFI	516550855		11/10/2011		2/7/2013	3,667	4,048							-381
12	X	LAUDUS MONDRIAN INTL FFI	516550855		11/10/2011		8/21/2013	2,286	2,017							269
13	X	MFS VALUE FUND-CLASS 168	552883694		2/11/2013		7/10/2013	19,152	17,467							1,685
14	X	MFS VALUE FUND-CLASS 168	552883694		2/14/2012		7/10/2013	18,571	14,764							3,807
15	X	MFS VALUE FUND-CLASS 168	552883694		2/14/2012		8/21/2013	2,930	2,336							594
16	X	MERGER FD SH BEN INT 6284	689509108		12/26/2011		8/21/2013	2,307	2,305							2
17	X	OPENHEIMER DEVELOPING	683974505		2/11/2013		8/21/2013	2,839	3,001							-162
18	X	PIMCO TOTAL RET FDI INST #	693390700		11/19/2012		2/7/2013	130,872	135,616							-4,744
19	X	PIMCO TOTAL RET FDI INST #	693390700		8/12/2012		2/7/2013	22,167	22,702							-535
20	X	PIMCO TOTAL RET FDI INST #	693390700		8/12/2012		7/10/2013	13,569	14,595							-1,026
21	X	PIMCO TOTAL RET FDI INST #	693390700		9/10/2012		7/10/2013	673	722							-49
22	X	PIMCO TOTAL RET FDI INST #	693390700		5/10/2012		7/10/2013	15,699	16,552							-853
23	X	PIMCO TOTAL RET FDI INST #	693390700		5/10/2012		8/21/2013	2,324	2,464							-140
24	X	PIMCO FOREIGN BD FDI USD	693390882		12/26/2011		2/7/2013	5,822	5,497							325
25	X	RIDGEMORTH SEIX HY BD-1	766281645		11/10/2011		11/19/2012	10,485	9,957							528
26	X	RIDGEMORTH SEIX HY BD-1	766281645		11/10/2011		2/7/2013	13,848	12,802							1,046
27	X	RIDGEMORTH SEIX HY BD-1	766281645		7/12/2013		8/21/2013	2,304	2,332							-28
28	X	T ROWE PRICE SHORT TERM	77867P105		11/10/2011		11/19/2012	12,953	12,900							53
29	X	T ROWE PRICE SHORT TERM	77867P105		8/10/2012		11/19/2012	310	310							0
30	X	T ROWE PRICE SHORT TERM	77867P105		2/14/2012		11/19/2012	18,243	18,243							0
31	X	T ROWE PRICE SHORT TERM	77867P105		2/11/2013		8/21/2013	2,309	2,338							-29
32	X	TOW SMALL CAP GROWTH FFI	87234N849		11/10/2011		11/19/2012	19,956	20,682							-726
33	X	TOW SMALL CAP GROWTH FFI	87234N849		5/10/2012		11/19/2012	4,524	4,836							-312
34	X	TOW SMALL CAP GROWTH FFI	87234N849		8/10/2012		11/19/2012	299	318							-19
35	X	TOW SMALL CAP GROWTH FFI	87234N849		12/26/2011		11/19/2012	1,087	1,096							-9
36	X	TOW SMALL CAP GROWTH FFI	87234N849		2/28/2013		12/19/2012	29,833	28,098							1,735
37	X	VANGUARD FTSE EMERGING	922042858		2/28/2013		8/21/2013	3,138	3,650							-512
38	X	VANGUARD REIT VIPER	922406553		12/26/2011		2/7/2013	3,767	3,223							544
39	X	ARTISAN INTERNATIONAL FU	04314H204		11/10/2011		7/10/2013	10,714	8,197							2,517
40	X	ARTISAN INTERNATIONAL FU	04314H204		11/10/2011		8/21/2013	7,403	5,478							1,925
41	X	ARTISAN MID CAP FUND-INS	04314H900		7/12/2013		8/21/2013	5,450	5,450							0
42	X	CREDIT SUISSE COMM RET S	22544R305		2/11/2013		8/21/2013	4,480	4,906							-428
43	X	DODGE & COX COMM RET S	27544R305		11/10/2011		8/21/2013	18	21							-3
44	X	DIAMOND HILL LONG SHORT	25624S833		11/10/2011		2/7/2013	3,228	2,770							458
45	X	DIAMOND HILL LONG SHORT	25624S833		11/10/2011		7/10/2013	15,873	12,893							2,980
46	X	DODGE & COX INTL STOCK F	256206103		11/10/2011		11/19/2012	3,241	3,228							13
47	X	DODGE & COX INTL STOCK F	256206103		11/10/2011		7/10/2013	9,970	8,876							1,094
48	X	DODGE & COX INTL STOCK F	256206103		11/10/2011		8/21/2013	7,403	6,657							1,003
49	X	DODGE & COX INCOME FD C	256210105		5/10/2012		11/19/2012	26,994	26,528							466
50	X	DODGE & COX INCOME FD C	256210105		8/10/2012		11/19/2012	39,197	38,860							337
51	X	DODGE & COX INCOME FD C	256210105		8/10/2012		11/19/2012	953	953							0
52	X	DODGE & COX INCOME FD C	256210105		11/10/2011		11/19/2012	36,277	34,089							2,188
53	X	DODGE & COX INCOME FD C	256210105		2/11/2013		7/10/2013	32,742	33,815							-1,073
54	X	DODGE & COX INCOME FD C	256210105		2/11/2013		8/21/2013	2,603	2,691							-88
55	X	DREYFUS EMG MKT DEBT LC	201960484		11/10/2011		2/7/2013	15,010	13,468							1,542
56	X	DREYFUS EMG MKT DEBT LC	201960484		8/12/2012		2/7/2013	2,282	2,420							-134
57	X	DREYFUS EMG MKT DEBT LC	201960484		8/12/2012		8/21/2013	2,308	2,308							0
58	X	JP MORGAN MID CAP VALUE	339128100		8/10/2012		8/21/2013	4,953	4,02							831
59	X	JP MORGAN MID CAP VALUE	339128100		12/26/2011		8/21/2013	2,166	1,985							181
60	X	GATEWAY FUND - Y #1986	107828884		8/12/2012		7/10/2013	57,510	55,865							1,645
61	X	GATEWAY FUND - Y #1986	107828884		2/11/2013		7/10/2013	26,114	25,607							507
62	X	HARBOR CAPITAL APTITION	411511504		8/10/2012		8/21/2013	47,651	44,198							3,453
63	X	HARBOR CAPITAL APTITION	411511504		2/11/2013		8/21/2013	2,670	2,413							-257
64	X	HARBOR CAPITAL APTITION	411511504		11/10/2011		8/21/2013	4,896	3,754							1,142

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

		1,695	0	0	1,695
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,695			1,695

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

		3,319	601	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	601	601		
2	PY EXCISE TAX DUE	1,105			
3	ESTIMATED EXCISE PAYMENTS	1,613			

**Part II, Line 13 (990-PF) - Investments - Other**

		2,062,954	2,026,439	2,216,663
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
1	INVESTMENTS OTHER		2,026,439	2,216,663

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

[illegible]

[illegible]

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

	Date	1	Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment		2	1,613
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	1,613

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	103,673
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	103,673

## CAROLINA M SCHELL TW MAIN TRUST

ACCOUNT #1513076607

FYE: AUGUST 31, 2013

ACCOUNT #	SECURITY TYPE	EIN	CUSIP	ASSET NAME	FMV	COST
1513076607	Invest - Other	23-6791316	04314H204	ARTISAN INTERNATIONAL FUND #661	\$100,969.80	\$73,851.74
1513076607	Invest - Other	23-6791316	256210105	DODGE & COX INCOME FD COM #147	\$145,872.66	\$144,264.82
1513076607	Invest - Other	23-6791316	411511504	HARBOR CAPITAL APRCTION-INST #2012	\$153,910.99	\$116,297.50
1513076607	Invest - Other	23-6791316	589509108	MERGER FD SH BEN INT #260	\$68,541.01	\$68,045.78
1513076607	Invest - Other	23-6791316	693390700	PIMCO TOTAL RET FD-INST #35	\$145,193.53	\$137,388.07
1513076607	Invest - Other	23-6791316	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$46,579.41	\$45,348.16
1513076607	Invest - Other	23-6791316	77957P105	T ROWE PRICE SHORT TERM BD FD #55	\$100,940.21	\$101,738.23
1513076607	Invest - Other	23-6791316	04314H600	ARTISAN MID CAP FUND-INS #1333	\$91,819.82	\$78,677.71
1513076607	Invest - Other	23-6791316	464287200	ISHARES CORE S & P 500 ETF	\$42,086.40	\$34,449.10
1513076607	Invest - Other	23-6791316	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	\$45,420.81	\$48,813.78
1513076607	Invest - Other	23-6791316	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$23,016.48	\$23,478.76
1513076607	Invest - Other	23-6791316	256206103	DODGE & COX INT'L STOCK FD #1048	\$100,286.40	\$87,793.67
1513076607	Invest - Other	23-6791316	552983694	MFS VALUE FUND-CLASS I #893	\$102,235.86	\$77,177.04
1513076607	Invest - Other	23-6791316	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$112,690.68	\$115,266.90
1513076607	Invest - Other	23-6791316	262028855	DRIEHAUS ACTIVE INCOME FUND	\$91,753.53	\$90,632.75
1513076607	Invest - Other	23-6791316	339128100	JP MORGAN MID CAP VALUE-I #758	\$58,886.53	\$42,123.72
1513076607	Invest - Other	23-6791316	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	\$68,915.69	\$70,447.15
1513076607	Invest - Other	23-6791316	922908553	VANGUARD REIT VIPER	\$77,980.50	\$68,561.46
1513076607	Invest - Other	23-6791316	483438206	KALMAR GR W/VAL SM CAP FD #2	\$43,405.13	\$37,287.78
1513076607	Invest - Other	23-6791316	00203H859	AQR MANAGED FUTURES STR-I #15213	\$23,349.51	\$23,487.95
1513076607	Invest - Other	23-6791316	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$85,963.88	\$91,322.56
1513076607	Invest - Other	23-6791316	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$86,157.64	\$79,086.59
1513076607	Invest - Other	23-6791316	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$78,711.75	\$65,520.15
1513076607	Invest - Other	23-6791316	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$46,996.24	\$38,366.46
1513076607	Invest - Other	23-6791316	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$115,006.58	\$109,804.06
1513076607	Invest - Other	23-6791316	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$115,958.97	\$127,119.21
1513076607	Invest - Other	23-6791316	487300808	KEELEY SMALL CAP VAL FD CL I #2251	\$44,013.02	\$30,088.21
TOTAL INVESTMENT OTHER					<u>\$2,216,663.03</u>	<u>\$2,026,439.31</u>

1513076607	Savings & Temp Inv	23-6791316	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$68,246.14	\$68,246.14
1513076607	Savings & Temp Inv	23-6791316	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$6,303.79	\$6,303.79
				<b>TOTAL SAVINGS &amp; TEMP INVESTMENTS</b>	<u>\$74,549.93</u>	<u>\$74,549.93</u>
				<b>TOTAL ASSETS</b>	<b><u>\$2,291,212.96</u></b>	<b><u>\$2,100,989.24</u></b>