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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 10/1/2012, and ending 9/30/2013

Name of foundation SANDERS CAROLINE J S TD NO 2		A Employer identification number 23-2676889
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	B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,635,566		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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 ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	95,311	94,802		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	153,600			
b Gross sales price for all assets on line 6a 1,900,446				
7 Capital gain net income (from Part IV, line 2)		153,600		
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	248,911	248,402	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	47,508	35,631		11,877
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	734			734
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,792	1,224		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	13	13		
24 Total operating and administrative expenses. Add lines 13 through 23	51,047	36,868	0	12,611
25 Contributions, gifts, grants paid	144,000			144,000
26 Total expenses and disbursements. Add lines 24 and 25	195,047	36,868	0	156,611
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	53,864			
b Net investment income (if negative, enter -0-)		211,534		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	190,112	187,409	187,409
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,914,687	418,803	529,047
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	1,170,907	2,722,792	2,919,110
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)	3,275,706	3,329,004	3,635,566
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		3,329,004	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,275,706		
30	Total net assets or fund balances (see instructions)	3,275,706	3,329,004		
31	Total liabilities and net assets/fund balances (see instructions)	3,275,706	3,329,004		

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	3,275,706
2	Enter amount from Part I, line 27a	2	53,864
3	Other increases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	3	821
4	Add lines 1, 2, and 3	4	3,330,391
5	Decreases not included in line 2 (itemize) <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	5	1,387
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,329,004

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			(l) 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	153,600
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.

(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	165,878	3,381,592	0.049053
2010	165,128	3,456,495	0.047773
2009	104,900	3,150,182	0.033300
2008	189,441	2,753,869	0.068791
2007	201,600	4,005,699	0.050328

2 Total of line 1, column (d)	2	0.249245
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	0.049849
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,511,299
5 Multiply line 4 by line 3	5	175,035
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,115
7 Add lines 5 and 6	7	177,150
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	156,611

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,231	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	4,231	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,231	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,568		
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	1,568		
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,663		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No X

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

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

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		☐	5b	N/A
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)		☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	47,508		

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,412,866
b	Average of monthly cash balances	1b	151,905
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,564,771
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	3,564,771
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	53,472
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,511,299
6	Minimum investment return. Enter 5% of line 5	6	175,565

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	175,565
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,231
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,231
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,334
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	171,334
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,334

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	156,611
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,611
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,611

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				171,334
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,124	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 156,611				
a Applied to 2011, but not more than line 2a			1,124	
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				155,487
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				15,847
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	144,000
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	95,311	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	153,600	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		248,911	0
13	Total. Add line 12, columns (b), (d), and (e)				13	248,911

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

		734	0	0	734
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT EXPENSES	734	0		734

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

		2,792	1,224	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,224	1,224		
2	ESTIMATED EXCISE PAYMENTS	1,568			

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

		13	13	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	13	13		

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

Recipient(s) paid during the year

Name

THE FRANKLIN INSTITUTE

Street

222 N 20TH ST

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

PHILADELPHIA SCHOLARS PROGRAM

Street

1709 BENJAMIN FRANKLIN PARKWAY SUITE 700

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE WYCK ASSOCIATION

Street

6026 GERMANTOWN AVE

City

PHILADELPHIA

State

PA

Zip Code

19144

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

MAIN LINE ART CENTER

Street

746 PANMURE RD

City

HAVERFORD

State

PA

Zip Code

19041

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

WILLIAMSON FREE SCHOOL OF MECHANICAL TRADES

Street

142 S NEW MIDDLETOWN RD

City

MEDIA

State

PA

Zip Code

19063

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

BENEVOLENT RESIDENT SUBSIDY PROGRAM

Street

200 LOTHROP ST

City

PITTSBURGH

State

PA

Zip Code

15213-2582

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

Recipient(s) paid during the year

Name

YMCA OF PHILADELPHIA & VICINITY

Street

2000 MARKET ST #750

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CHESTER SENIOR CENTER

Street

721 HAYES ST

City

CHESTER

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

TALLER PUERTORRIQUENO

Street

1926 LOCUST STREET

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

INN DWELLINGS

Street

50 SOUTH FIRST AVENUE

City

COATESVILLE

State

PA

Zip Code

19320

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

QUALITY OF LIFE PROGRAMS AT SAUNDERS HOUSE

Street

100 E LANCASTER AVE

City

WYNNEWOOD

State

PA

Zip Code

19096

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE WILMA THEATER

Street

265 S BROAD ST

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

Recipient(s) paid during the year

Name

CHESTNUT HILL MEALS ON WHEELS

Street

8765 STENTON AVE

City

WYNDMOOR

State

PA

Zip Code

19038

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

DCIU LITERACY PROGRAM

Street

200 YALE AVE

City

MORTON

State

PA

Zip Code

19070

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SILVER SPRINGS - MARTIN LUTHER SCHOOL

Street

512 W TOWNSHIP LINE RD

City

PLYMOUTH MEETING

State

PA

Zip Code

19462

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SCOUTING IN PENNSLYVANIA

Street

72 MONTAGE MOUNTAIN ROAD

City

MOOSIC

State

PA

Zip Code

18507-1776

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

NATIONAL ADOPTION CENTER

Street

1500 WALNUT STREET #701

City

PHILADELPHIA

State

PA

Zip Code

19102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

ALLENS LANE ART CENTER

Street

601 W ALLENS LANE

City

PHILADELPHIA

State

PA

Zip Code

19119

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

Recipient(s) paid during the year

Name

ARDEN THEATRE COMPANY

Street

40 N 2ND ST

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

ASTRAL ARTISTIC SERVICES

Street

230 S BROAD ST

City

PHILADELPHIA

State

PA

Zip Code

19102

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

BOYS AND GIRLS CLUBS OF PHILADELPHIA

Street

2901 BRIDGE ST

City

PHILADELPHIA

State

PA

Zip Code

19144

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

BREAKTHROUGH OF GREATER PHILADELPHIA

Street

34 WEST COULTER STREET

City

PHILADELPHIA

State

PA

Zip Code

19144

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

CENTER FOR AUTISM

Street

2801 GRANT AVE

City

PHILADELPHIA

State

PA

Zip Code

19114

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

DRUEDING CENTER

Street

413 W MASTER ST

City

PHILADELPHIA

State

PA

Zip Code

19122

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

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

Recipient(s) paid during the year

Name

FRIENDS HOME IN KENNETT

Street

147 W STATE ST

City

KENETT SQUARE

State

PA

Zip Code

19348

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

BARTRAM'S GARDEN

Street

54TH STREET AND LINDBERGH BOULEVARD

City

PHILADELPHIA

State

PA

Zip Code

19143

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHIARTY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

FOSTERING ECONOMIC STABILITY AND WELL BEING IN LIFT

Street

1231 NORTH BROAD STREET

City

PHILADELPHIA

State

PA

Zip Code

19122

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

NATIONAL LIBERTY MUSEUM

Street

321 CHESTNUT STREET

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

NEIGHBORHOOD CENTER INC UNITED

Street

278 KAIGHNS AVE

City

CAMDEN

State

NJ

Zip Code

08103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ROYER GREAVES SCHOOL FOR THE BLIND

Street

118 SOUTH VALLEY RD

City

PAOLI

State

PA

Zip Code

19301

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

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

* Recipient(s) paid during the year

Name

THE SCHOOL FOR CHILDREN WITH HIDDEN INTELLIGENCE

Street

345 OAK ST

City

LAKEWOOD TOWNSHIP

State

NJ

Zip Code

08701

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SHRINERS HOSPITAL FOR CHILDREN

Street

3551 NORTH BROAD ST

City

PHILADELPHIA

State

PA

Zip Code

19140

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

TIMOTHY SCHOOL CORP

Street

973 OLD LANCASTER RD

City

BERWYN

State

PA

Zip Code

19312

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,500

Name

YOUTH SERVICE INC PHILADLEPHIA

Street

410 N 34TH ST

City

PHILADELPHIA

State

PA

Zip Code

19106

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLI CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

METROPOLITAN AREA NEIGHBORHOOD NUTRITION ALLIANCE

Street

2323 RANSTEAD ST

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

WAGNER FREE INSTITUTE OF SCIENCE

Street

1700 W MONTGOMERY AVE

City

PHILADELPHIA

State

PA

Zip Code

19121

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

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

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										10,170		Capital Gains/Losses									
Short Term CG Distributions										0		Other sales									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
1	X	AFLAC INC	001055102		1/15/2013		9/10/2013	1,797	1,585				0	212							
2	X	AFLAC INC	001055102		7/24/2012		9/10/2013	1,797	1,248				0	549							
3	X	AQR MANAGED FUTURES ST	00703H859		7/2/2013		9/10/2013	30,207	30,000				0	207							
4	X	ABBOTT LABS	002824100		7/24/2012		1/15/2013	4,307	3,967				0	340							
5	X	ABBVIE INC	00287Y109		7/24/2012		9/10/2013	4,471	4,301				0	170							
6	X	AFFILIATED MANAGERS GRO	008252108		7/24/2012		9/10/2013	12,972	7,333				0	5,639							
7	X	ANHEUSER-BUSCH INBEV SF	03524A108		7/24/2012		9/10/2013	5,775	4,589				0	1,186							
8	X	APACHE CORP	037411105		7/24/2012		9/10/2013	4,352	4,083				0	269							
9	X	APPLE INC	037833100		7/24/2012		9/10/2013	7,440	9,009				0	-1,569							
10	X	ARTISAN INTERNATIONAL FU	04314H204		3/13/2013		7/3/2013	16,000	16,037				0	-37							
11	X	ARTISAN INTERNATIONAL FU	04314H204		3/13/2013		9/10/2013	3,319	3,105				0	214							
12	X	ARTIO TOTAL RETURN BD FD	04315J209		11/24/2008		12/3/2012	35,000	30,310				0	4,690							
13	X	ARTIO TOTAL RETURN BD FD	04315J209		11/24/2008		3/13/2013	67,747	60,479				0	7,268							
14	X	BERKSHIRE HATHAWAY INC	084670702		7/24/2012		9/10/2013	6,791	4,988				0	1,803							
15	X	BHP BILLITON LIMITED - ADR	088606108		7/24/2012		9/10/2013	2,352	2,170				0	182							
16	X	BOEING CO	097023105		7/24/2012		9/10/2013	3,241	2,148				0	1,093							
17	X	CME GROUP INC	12572Q105		7/24/2012		9/10/2013	5,488	3,817				0	1,671							
18	X	CVS/CAREMARK CORPORATI	128650100		7/24/2012		9/10/2013	6,223	4,862				0	1,361							
19	X	CAPITAL ONE FINANCIAL CO	14040H105		1/15/2013		9/10/2013	2,575	2,348				0	227							
20	X	CAPITAL ONE FINANCIAL CO	14040H105		7/24/2012		9/10/2013	1,830	1,475				0	355							
21	X	CELANESE CORP	150870103		1/15/2013		9/10/2013	1,732	1,589				0	133							
22	X	CELANESE CORP	150870103		7/24/2012		9/10/2013	2,229	1,689				0	539							
23	X	CHEVRON CORP	166764100		7/24/2012		9/10/2013	8,573	7,332				0	1,241							
24	X	CISCO SYSTEMS INC	17275R102		1/15/2013		9/10/2013	2,561	2,223				0	338							
25	X	CISCO SYSTEMS INC	17275R102		7/24/2012		9/10/2013	4,204	2,634				0	1,570							
26	X	COACH INC	189754104		1/15/2013		9/10/2013	1,614	1,841				0	-227							
27	X	COMCAST CORP CLASS A	20030N101		7/24/2012		9/10/2013	3,418	2,488				0	920							
28	X	CREDIT SUISSE COMM RET S	22544R305		1/1/2012		9/10/2013	16,613	18,653				0	-2,040							
29	X	DIAGEO PLC - ADR	25243Q205		7/24/2012		9/10/2013	4,365	3,572				0	793							
30	X	DIAMOND HILL LONG-SHORT	25264S833		1/1/2012		7/8/2013	79,788	66,000				0	13,788							
31	X	DIAMOND HILL LONG-SHORT	25264S833		3/13/2013		9/10/2013	11,501	11,000				0	501							
32	X	WALT DISNEY CO	254687106		7/24/2012		9/10/2013	9,393	7,165				0	2,228							
33	X	DODGE & COX INTL STOCK F	256206103		3/13/2013		7/3/2013	14,000	13,927				0	73							
34	X	JP MORGAN MID CAP VALUE	339128100		3/5/2010		3/13/2013	6,700	4,376				0	2,324							
35	X	JP MORGAN MID CAP VALUE	339128100		3/5/2010		9/10/2013	6,011	3,608				0	2,403							
36	X	GATEWAY FUND - Y #1986	387829884		3/13/2013		7/8/2013	121,460	121,200				0	260							
37	X	GILEAD SCIENCES INC	375558103		7/24/2012		9/10/2013	12,223	4,998				0	7,225							
38	X	GOLDMAN SACHS GROUP INC	38141G104		1/15/2013		9/10/2013	1,653	1,367				0	286							
39	X	GOLDMAN SACHS GROUP INC	38141G104		7/24/2012		9/10/2013	1,653	938				0	715							
40	X	GOLDMAN SACHS GRTH OPP	38142Y401		3/5/2010		3/13/2013	70,629	54,954				0	15,675							
41	X	GOOGLE INC	38258P508		7/24/2012		9/10/2013	7,978	5,457				0	2,521							
42	X	HUSSMAN STRATEGIC GROW	446108100		1/1/2012		3/13/2013	111,104	131,500				0	-20,396							
43	X	DODGE & COX INTL STOCK F	256206103		7/24/2012		9/10/2013	8,900	8,095				0	805							
44	X	E M C CORP MASS	268648102		7/24/2012		9/10/2013	1,619	1,506				0	113							
45	X	INTEL CORP	458140100		7/24/2012		9/10/2013	10,318	11,218				0	-900							
46	X	INTEL CORP	458140100		1/15/2013		9/10/2013	1,720	1,841				0	79							
47	X	ISHARES MSCI EAFE	464287465		1/1/2012		3/13/2013	226,914	191,460				0	35,454							
48	X	ISHARES RUSSELL 2000 GRO	464287468		12/3/2012		3/13/2013	57,313	50,116				0	7,197							
49	X	JP MORGAN CHASE & CO	46625H100		1/15/2013		9/10/2013	4,021	3,477				0	544							
50	X	JOHNSON CONTROLS INC	478366107		7/24/2012		9/10/2013	2,548	1,415				0	1,133							
51	X	KALMAR GR WWAL SM CAP F	483438205		3/13/2013		9/10/2013	3,508	2,980				0	526							
52	X	KEELEY SMALL CAP VAL FD C	487300808		2/9/2012		12/3/2012	5,752	5,381				0	371							
53	X	KEELEY SMALL CAP VAL FD C	487300808		2/9/2012		3/13/2013	38,500	31,012				0	7,488							
54	X	LAUDUS WONDRIAN INTL FHI	51855Q655		1/1/2012		3/13/2013	37,100	39,178				0	-2,076							
55	X	MCKESSON CORP	58155Q103		1/15/2013		9/10/2013	3,765	3,065				0	700							
56	X	NESTLE SA REGISTERED SH	641069406		7/24/2012		9/10/2013	1,648	1,674				0	-28							
57	X	NESTLE SA REGISTERED SH	641069406		7/24/2012		9/10/2013	1,975	1,750				0	225							
58	X	NOVARTIS AG - ADR	66987V109		7/24/2012		5/9/2013	9,659	7,338				0	2,321							
59	X	NOVARTIS AG - ADR	66987V109		1/15/2013		9/10/2013	1,857	1,630				0	227							
60	X	ORACLE CORPORATION	68389X105		7/24/2012		9/10/2013	2,133	1,893				0	-113							
61	X	ORACLE CORPORATION	68389X105		3/13/2013		9/10/2013	21,640	21,362				0	240							
62	X	OPPENHEIMER DEVELOPING	683974505		1/1/2012		3/13/2013	21,355	21,000				0	478							
63	X	PIMCO FOREIGN BD FD USD	693390882		10/30/2007		3/13/2013	21,945	20,626				0	355							
64	X	PIMCO FOREIGN BD FD USD	693390882		10/30/2007		3/13/2013	137,703	118,808				0	1,319							
65	X	PIMCO EMERG MKTS BD-INS	693391559		5/30/2008		3/13/2013	84,255	104,805				0	18,895							
66	X	PIMCO COMMODITY REAL RE	722005667		3/5/2010		3/13/2013	48,900	43,426				0	-20,550							
67	X	RIDGECORP SEIX HY BD-1#	76628T645		1/1/2012		3/13/2013	25,219	19,441				0	5,778							
68	X	SPDR DJ WILSHIRE INTERNA	78628T645		1/1/2012		3/13/2013	25,219	19,441				0	5,778							

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

Amount										Totals		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										10,170		Capital Gains/Losses		1,900,446		1,746,846		153,600	
Short Term CG Distributions										0		Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
69	X	SCHLUMBERGER LTD	806857108		7/24/2012		9/10/2013	6,325	4,901				0	1,424					
70	X	TCW SMALL CAP GROWTH FUND	87234N849		2/9/2012		12/3/2012	75,957	85,950				0	-9,993					
71	X	TJX COS INC NEW	872540109		7/24/2012		9/10/2013	4,837	3,940				0	897					
72	X	TARGET CORP	87612E106		7/24/2012		9/10/2013	2,916	2,718				0	198					
73	X	TEVA PHARMACEUTICAL IND	881624209		7/24/2012		8/21/2013	9,589	10,110				0	-521					
74	X	TEVA PHARMACEUTICAL IND	881624209		1/15/2013		8/21/2013	1,534	1,527				0	7					
75	X	THERMO FISHER SCIENTIFIC	883556102		7/24/2012		9/10/2013	10,897	5,990				0	4,907					
76	X	3M CO	88579Y101		7/24/2012		9/10/2013	5,285	3,944				0	1,341					
77	X	TOTAL SA - ADR	89151E109		1/15/2013		9/10/2013	1,685	1,597				0	88					
78	X	TOTAL SA - ADR	89151E109		7/24/2012		9/10/2013	843	629				0	214					
79	X	US BANCORP DEL NEW	902973304		7/24/2012		9/10/2013	4,580	4,154				0	426					
80	X	UNION PACIFIC CORP	907818108		7/24/2012		9/10/2013	13,370	9,852				0	3,518					
81	X	UNITED PARCEL SERVICE-CL	911312106		7/24/2012		9/10/2013	2,644	2,224				0	420					
82	X	UNITEDHEALTH GROUP INC	91324P102		7/24/2012		9/10/2013	2,597	1,904				0	693					
83	X	VANGUARD INFLAT-PROT SE	922031737		5/30/2008		9/10/2013	64,576	62,648				0	1,928					
84	X	VANGUARD INFLAT-PROTECT	922031869		5/30/2008		3/13/2013	64,900	57,352				0	7,548					
85	X	VANGUARD FTSE EMERGING	922042858		1/11/2012		3/13/2013	60,759	55,998				0	5,361					
86	X	VANGUARD FTSE EMERGING	922042858		1/11/2012		9/10/2013	10,458	10,090				0	368					
87	X	VANGUARD RETI VIPER	922908553		2/9/2012		3/13/2013	20,931	18,824				0	2,107					
88	X	VODAFONE GROUP PLC NEW	92857M209		7/24/2012		1/15/2013	8,091	8,531				0	-440					
89	X	EATON CORP PLC	G29183103		11/30/2012		12/17/2012	51	51				0	0					
90	X	EATON CORP PLC	G29183103		1/15/2013		9/10/2013	4,409	3,813				0	796					
91	X	COOPER INDUSTRIES PLC	G24140108		11/30/2012		11/30/2012	9,524	8,338				0	1,186					

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										10	170			
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Expense of FMV Over Adjusted Basis
1	AFLAC INC	001055102		7/24/2012	9/10/2013	1,797			0	1,585	212	0	0	143,430
2	AFLAC INC	001055102		7/24/2012	9/10/2013	1,797			0	1,248	549	0	0	549
3	AIR MANAGED FUTURES STR#1521	302031859		7/3/2012	9/10/2013	30,000			0	30,000	207	0	0	207
4	ABBOTT LABS	002824100		7/24/2012	9/10/2013	4,307			0	3,957	340	0	0	340
5	ABVIE INC	00287Y109		7/24/2012	9/10/2013	4,471			0	4,301	170	0	0	170
6	ABFILIATED MANAGERS GROUP INC	000952108		7/24/2012	9/10/2013	12,972			0	7,333	5,639	0	0	5,639
7	ANHEUSER-BUSCH INBEV SPN ADR	03524A108		7/24/2012	9/10/2013	5,775			0	4,588	1,186	0	0	1,186
8	APACHE CORP	037411105		7/24/2012	9/10/2013	4,352			0	4,083	269	0	0	269
9	APPLE INC	0376833100		7/24/2012	9/10/2013	7,440			0	9,009	-1,569	0	0	-1,569
10	ARTISAN INTERNATIONAL FUND #661	04314H204		3/13/2013	7/3/2013	16,000			0	16,037	-37	0	0	-37
11	ARTISAN INTERNATIONAL FUND #661	04314H204		3/13/2013	9/10/2013	3,319			0	3,105	214	0	0	214
12	ARTIO TOTAL RETURN BD FD CL #1520	00431H209		11/24/2008	12/3/2012	35,000			0	30,310	4,690	0	0	4,690
13	ARTIO TOTAL RETURN BD FD CL #1520	00431H209		11/24/2008	9/10/2013	67,747			0	60,479	7,268	0	0	7,268
14	BERKSHIRE HATHAWAY INC	084670702		7/24/2012	9/10/2013	6,791			0	4,988	1,803	0	0	1,803
15	BHP BILLITON LIMITED - ADR	086606108		7/24/2012	9/10/2013	2,352			0	2,170	182	0	0	182
16	BOEING CO	097023105		7/24/2012	9/10/2013	3,241			0	2,148	1,093	0	0	1,093
17	CME GROUP INC	12572Q105		7/24/2012	9/10/2013	5,488			0	3,817	1,671	0	0	1,671
18	CVS/CAREMARK CORPORATION	126550100		7/24/2012	9/10/2013	6,223			0	4,662	1,561	0	0	1,561
19	CAPITAL ONE FINANCIAL CORP	14004H105		7/24/2012	9/10/2013	2,575			0	2,348	227	0	0	227
20	CAPITAL ONE FINANCIAL CORP	14004H105		7/24/2012	9/10/2013	1,830			0	1,475	355	0	0	355
21	CELANESE CORP	150870103		7/24/2012	9/10/2013	1,732			0	1,589	133	0	0	133
22	CELANESE CORP	150870103		7/24/2012	9/10/2013	2,228			0	1,689	539	0	0	539
23	CHEVRON CORP	166764100		7/24/2012	9/10/2013	8,573			0	7,332	1,241	0	0	1,241
24	CISCO SYSTEMS INC	17275R102		7/24/2012	9/10/2013	2,581			0	2,223	338	0	0	338
25	CISCO SYSTEMS INC	17275R102		7/24/2012	9/10/2013	4,204			0	2,634	1,570	0	0	1,570
26	COACH INC	18975A104		7/24/2012	9/10/2013	1,614			0	1,841	-227	0	0	-227
27	COMCAST CORP CLASS A	20030N101		7/24/2012	9/10/2013	3,418			0	2,498	920	0	0	920
28	CREDIT SUISSE COMM RET ST#152156	22544R305		1/11/2012	9/10/2013	16,613			0	18,653	-2,040	0	0	-2,040
29	DIAGEO PLC - ADR	25243Q205		7/24/2012	9/10/2013	3,572			0	3,572	793	0	0	793
30	DIAMOND HILL LONG-SHORT FD CL #1	25264S833		1/11/2012	7/8/2013	79,788			0	66,000	13,788	0	0	13,788
31	DIAMOND HILL LONG-SHORT FD CL #1	25264S833		3/13/2013	9/10/2013	11,501			0	11,000	501	0	0	501
32	WALT DISNEY CO	254687106		7/24/2012	9/10/2013	9,393			0	7,165	2,228	0	0	2,228
33	DODGE & COX INTL STOCK FD #1048	256206103		3/13/2013	7/3/2013	14,000			0	13,927	73	0	0	73
34	JP MORGAN MID CAP VALUE-I #758	339128100		3/5/2010	3/13/2013	6,700			0	4,375	2,324	0	0	2,324
35	JP MORGAN MID CAP VALUE-I #758	339128100		3/5/2010	9/10/2013	6,011			0	3,606	2,405	0	0	2,405
36	GATEWAY FUND - Y #1986	367823984		3/13/2013	7/8/2013	121,460			0	121,200	260	0	0	260
37	GILEAD SCIENCES INC	375558103		7/24/2012	9/10/2013	12,223			0	4,988	7,225	0	0	7,225
38	GOLDMAN SACHS GROUP INC	38141G104		7/24/2012	9/10/2013	1,653			0	1,367	286	0	0	286
39	GOLDMAN SACHS GROUP INC	38141G104		7/24/2012	9/10/2013	1,653			0	938	715	0	0	715
40	GOLDMAN SACHS GRTH OPP FD-113	38141Z7401		3/5/2010	3/13/2013	70,629			0	54,954	15,675	0	0	15,675
41	GOOGLE INC	38259P508		7/24/2012	9/10/2013	7,978			0	5,457	2,521	0	0	2,521
42	HUSMAN STRATEGIC GROWTH FUND	448108100		1/11/2012	3/13/2013	111,104			0	131,500	-20,396	0	0	-20,396
43	DODGE & COX INTL STOCK FD #1048	256206103		3/13/2013	9/10/2013	8,900			0	8,095	805	0	0	805
44	E M V CORP MASS	268648102		7/24/2012	9/10/2013	1,619			0	1,506	113	0	0	113
45	INTEL CORP	458140100		7/24/2012	9/10/2013	10,318			0	11,218	-900	0	0	-900
46	INTEL CORP	458140100		1/15/2013	9/10/2013	1,720			0	1,641	79	0	0	79
47	ISHARES MSCI EAFE	464287405		1/11/2012	3/13/2013	226,914			0	191,460	35,454	0	0	35,454
48	ISHARES RUSSELL 2000 GROWTH	464287648		12/3/2012	3/13/2013	57,313			0	50,116	7,197	0	0	7,197
49	JOHNSON CONTROLS INC	46625H100		1/15/2013	9/10/2013	4,021			0	3,477	544	0	0	544
50	JOHNSON CONTROLS INC	478366107		7/24/2012	9/10/2013	2,548			0	1,415	1,133	0	0	1,133
51	KALMAR GR WWAL MV CAP FD #2251	483438206		2/9/2012	9/10/2013	3,506			0	2,980	526	0	0	526
52	KEELEY SMALL CAP VAL FD CL #12251	487300808		2/9/2012	3/13/2013	5,752			0	5,381	371	0	0	371
53	KEELEY SMALL CAP VAL FD CL #12251	487300808		2/9/2012	3/13/2013	38,500			0	31,012	7,488	0	0	7,488
54	LAUDUS MONDRIAN INTL FHNST #29405855	58155Q103		1/11/2012	3/13/2013	37,100			0	39,176	-2,076	0	0	-2,076
55	MCKESSON CORP	58155Q103		1/15/2013	9/10/2013	3,765			0	3,085	700	0	0	700
56	NESTLE S A REGISTERED SHARES - A	641069406		7/24/2012	9/10/2013	1,975			0	1,750	225	0	0	225
57	NESTLE S A REGISTERED SHARES - A	641069406		7/24/2012	9/10/2013	9,659			0	7,338	2,321	0	0	2,321
58	NOVARTIS AG - ADR	66987V109		1/15/2013	9/10/2013	1,857			0	1,630	227	0	0	227
59	NOVARTIS AG - ADR	66987V109		1/15/2013	9/10/2013	1,970			0	2,083	-113	0	0	-113
60	ORACLE CORPORATION	66389X105		7/24/2012	9/10/2013	2,133			0	1,893	240	0	0	240
61	ORACLE CORPORATION	66389X105		7/24/2012	9/10/2013	21,840			0	21,362	478	0	0	478
62	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		1/13/2012	3/13/2013	21,355			0	21,000	355	0	0	355
63	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/30/2007	3/13/2013	21,945			0	20,626	1,319	0	0	1,319
64	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/30/2008	3/13/2013	137,703			0	118,808	18,895	0	0	18,895
65	PIMCO EMERG MKTS BD-INST #137	693391559		3/5/2010	3/13/2013	84,255			0	104,805	-20,550	0	0	-20,550
66	PIMCO COMMODITY REAL RET STRAT-	722005667		1/11/2012	3/13/2013	46,900			0	43,426	3,474	0	0	3,474
67	RIDGEMORTH SEIX HY BDI #5955	76628T645		1/11/2012	3/13/2013	25,219			0	19,441	5,778	0	0	5,778
68	SPDR DJ WILSHIRE INTERNATIONAL RT	78463X863		7/24/2012	9/10/2013	6,325			0	4,901	1,424	0	0	1,424
69	SCHLUMBERGER LTD	806857108		2/9/2012	12/3/2012	75,957			0	85,950	-9,993	0	0	-9,993
70	TCL SMALL CAP GROWTH FUND-4	87272AN849		2/9/2012	9/10/2013	4,837			0	3,940	897	0	0	897
71	TJX COS INC NEW	872540103		7/24/2012	9/10/2013	2,916			0	2,718	198	0	0	198
72	TARGET CORP	87612E106		7/24/2012	9/10/2013	9,589			0	10,110	-521	0	0	-521
73	TEVA PHARMACEUTICAL INDUSTRIES	881624209		7/24/2012	8/21/2013	1,534			0	1,527	7	0	0	7
74	TEVA PHARMACEUTICAL INDUSTRIES	881624209		1/15/2013	9/10/2013	10,897			0	9,980	4,907	0	0	4,907
75	THERMO FISHER SCIENTIFIC INC	883556102		7/24/2012	9/10/2013	5,285			0	3,944	1,341	0	0	1,341
76	3M CO	88579Y101		7/24/2012	9/10/2013	1,685			0	1,597	88	0	0	88
77	TOTAL S A - ADR	88151E109		7/24/2012	9/10/2013	843			0	629	214	0	0	214
78	TOTAL S A - ADR	88151E109		7/24/2012	9/10/2013	4,580			0	4,154	426	0	0	426
79	US BANCORP DEL NEW	902973304		7/24/2012	9/10/2013	13,370			0	9,852	3,518	0	0	3,518
80	UNION PACIFIC CORP	907818100		7/24/2012	9/10/2013	2,644			0	1,904	693	0	0	693
81	UNITED PARCEL SERVICE-CL B	911312106		7/24/2012	9/10/2013	2,597			0	1,904	693	0	0	693
82	UNITEDHEALTH GROUP INC	91324P102		7/24/2012	9/10/2013	2,597			0	1,904	693	0	0	693
83	VANGUARD INFLAT-PROT SECS-ADM #	922031737		5/30/2008	9/10/2013	64,576			0	62,648	1,928	0	0	1,928
84	VANGUARD INFLAT-PROT SECT SEC FD	922031869		5/30/2008	3/13/2013	64,900			0	57,352	7,548	0	0	7,548

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

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