



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 11/1/2012, and ending 10/31/2013

Name of foundation HOOBER S FBO MEMORIAL FUND TUW		A Employer identification number 23-6240582
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 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 <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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 1,055,214	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	25,190	25,005		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	107,264			
	b Gross sales price for all assets on line 6a	825,835			
	7 Capital gain net income (from Part IV, line 2)		107,264		
	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	132,454	132,269	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,447	11,585		3,862
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,132			1,132
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	171	171		
	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	16,750	11,756	0	4,994
	25 Contributions, gifts, grants paid	41,756			41,756
26 Total expenses and disbursements Add lines 24 and 25	58,506	11,756	0	46,750	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	73,948				
b Net investment income (if negative, enter -0-)		120,513			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

NE 16

SCANNED JAN 17 2014

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	29,764	31,818	31,818
	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)	833,550	906,499	1,023,396	
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)	863,314	938,317	1,055,214	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	863,314	938,317	
	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)	863,314	938,317		
31 Total liabilities and net assets/fund balances (see instructions)	863,314	938,317		

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	863,314
2 Enter amount from Part I, line 27a	2	73,948
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,551
4 Add lines 1, 2, and 3	4	938,813
5 Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	496
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	938,317

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) 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	
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	107,264
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	48,885	971,249	0.050332
2010	43,225	1,002,314	0.043125
2009	31,216	917,472	0.034024
2008	34,561	782,674	0.044158
2007	50,647	1,038,489	0.048770

2 Total of line 1, column (d)	2	0.220409
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	0.044082
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,013,252
5 Multiply line 4 by line 3	5	44,666
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,205
7 Add lines 5 and 6	7	45,871
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	46,750

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	1,205
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	1,205
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	1,205
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	560	
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	560	
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	645	
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	<input checked="" type="checkbox"/>		
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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

(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?

N/A

☐ Yes ☐ No

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

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

X

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

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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	15,447		

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	993,346
b	Average of monthly cash balances	1b	35,336
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,028,682
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	1,028,682
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,430
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,013,252
6	Minimum investment return. Enter 5% of line 5	6	50,663

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	50,663
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,205
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,205
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,458
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	49,458
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	49,458

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	46,750
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	46,750
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	1,205
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,545

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				49,458
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			44,949	
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 ▶ \$ 46,750				
a Applied to 2011, but not more than line 2a			44,949	
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				1,801
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				47,657
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
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	41,756
b <i>Approved for future payment</i> 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	25,190	
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	107,264	
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		132,454	0
13	Total. Add line 12, columns (b), (d), and (e)				13	132,454

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Recipient(s) paid during the year

Name

CHILDRENS HOME OF YORK

Street

77 SHOE HOUSE ROAD

City

YORK

State

PA

Zip Code

17406-9781

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,176

Name

YORK HOSPITAL

Street

912 SOUTH GEORGE STREET

City

YORK

State

PA

Zip Code

17403

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,176

Name

MARTIN LIBRARY ASSOCIATION

Street

159 EAST MARKET STREET

City

YORK

State

PA

Zip Code

17401-1221

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,176

Name

YOUNG WOMENS CHRISTIAN ASSN

Street

320 EAST MARKET STREET

City

YORK

State

PA

Zip Code

17403

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,087

Name

FORSIGHT VISION

Street

1380 SPHAN AVENUE

City

YORK

State

PA

Zip Code

17403-5751

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,176

Name

ELCA BOARD OF PENSIONS

Street

800 MARQUETTE AVE STE 1050W

City

MINNEAPOLIS

State

MN

Zip Code

55402-2892

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,176

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

Recipient(s) paid during the year

Name

EVANG LUTH CHURCH IN AMERICA

Street

8765 WEST HIGGINS ROAD

City

CHICAGO

State

IL

Zip Code

60631-4101

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,263

Name

NATIONAL LUTHERAN HOME FOR AGED

Street

9701 VIERS DRIVE

City

ROCKVILLE

State

MD

Zip Code

20850-3462

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,163

Name

WOMENS MISSIONARY SOCIETY

Street

25 WEST SPRINGETTSBURY AVENUE

City

YORK

State

PA

Zip Code

17403-2202

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,087

Name

NATIONAL LUTHERAN COMMUNITIES & SVCS

Street

2301 RESEARCH BOULEVARD

City

ROCKVILLE

State

MD

Zip Code

20850-3462

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,276

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Capital Gains/Losses		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Net Gain or Loss	Net Gain or Loss	Net Gain or Loss	Net Gain or Loss	Net Gain or Loss
	Long Term CG Distributions	4 223													825 835	718 571	0	107 264	0
	Short Term CG Distributions	0													0	0	0	0	0
1	X SSGA EMERGING MARKETS F	784924425			5/1/2009		12/11/2012	25 281	16 450					0	8 831				
2	X TCW SMALL CAP GROWTH F	872341849			12/17/2010		11/14/2012	33 652	38 907					0	-5 255				
3	X VANGUARD INFLAT PROTECT	922031869			3/6/2008		11/14/2012	6 079	5 314					0	765				
4	X VANGUARD INFLAT PROTECT	922031869			5/3/2010		2/7/2013	7 301	6 456					0	805				
5	X VANGUARD INFLAT PROTECT	922031869			3/6/2008		2/7/2013	30 138	27 461					0	2 677				
6	X VANGUARD FTSE EMERGING	922042858			12/17/2010		9/11/2013	1 786	2 028					0	-260				
7	X VANGUARD FTSE EMERGING	922042858			12/17/2010		10/9/2013	6 431	7 397					0	-966				
8	X AQR MANAGED FUTURES ST	002034859			7/12/2013		9/11/2013	10 211	10 221					0	-10				
9	X ARTISAN INTERNATIONAL FU	04314H204			12/11/2012		7/10/2013	3 872	3 577					0	295				
10	X ARTISAN INTERNATIONAL FU	04314H204			12/11/2012		10/9/2013	1 544	1 350					0	194				
11	X ARTISAN INTERNATIONAL FU	04314H204			11/14/2012		10/9/2013	1 818	1 492					0	326				
12	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		11/14/2012	6 175	6 479					0	-304				
13	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		2/7/2013	12 429	11 910					0	519				
14	X ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		10/9/2013	2 956	2 841					0	115				
15	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	1 303	1 056					0	247				
16	X ARTIO TOTAL RETURN BD FD	04315J209			8/3/2009		12/11/2012	3 897	3 634					0	263				
17	X ARTIO TOTAL RETURN BD FD	04315J209			5/1/2009		12/11/2012	58 056	52 027					0	6 029				
18	X ARTIO INTERNATIONAL EQ F	04315J837			5/1/2009		11/14/2012	36 611	33 446					0	3 165				
19	X CREDIT SUISSE COMM RET S	22544R305			2/11/2013		9/11/2013	10 982	12 018					0	-1 036				
20	X DIAMOND HILL LONG-SHORT	25264S633			2/11/2013		7/10/2013	6 743	6 353					0	390				
21	X PIMCO TOTAL RET FDNST #	693390700			12/11/2012		7/10/2013	12 996	14 178					0	-1 182				
22	X PIMCO FOREIGN BD FD USD	693390882			11/14/2012		2/7/2013	2 309	2 431					0	-122				
23	X PIMCO EMERG MKTS BD-INS	693391559			3/6/2008		2/7/2013	20 639	17 409					0	3 230				
24	X PIMCO COMMODITY REAL RE	722005667			9/29/2008		2/7/2013	11 407	23 423					0	-12 016				
25	X PIMCO COMMODITY REAL RE	722005667			1/5/2009		2/7/2013	6 708	6 569					0	139				
26	X PIMCO COMMODITY REAL RE	722005667			5/1/2009		2/7/2013	12 973	12 608					0	365				
27	X RIDGEWORTH SEIX HY BD-#	765281645			12/11/2012		2/7/2013	5 554	5 532					0	22				
28	X DODGE & COX INTL STOCK F	256206103			12/11/2012		7/10/2013	1 389	1 282					0	107				
29	X DODGE & COX INTL STOCK F	256206103			5/1/2009		7/10/2013	2 554	1 553					0	1 001				
30	X DODGE & COX INTL STOCK F	256206103			5/1/2009		10/9/2013	4 325	2 444					0	1 881				
31	X DODGE & COX INCOME FD C	256210105			8/3/2009		7/10/2013	1 351	1 274					0	77				
32	X DODGE & COX INCOME FD C	256210105			2/1/2010		7/10/2013	954	930					0	24				
33	X DODGE & COX INCOME FD C	256210105			12/11/2012		7/10/2013	8 219	8 337					0	-318				
34	X DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	1 059	1 094					0	-35				
35	X DODGE & COX INCOME FD C	256210105			9/5/2008		7/10/2013	1 941	1 772					0	169				
36	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		2/7/2013	21 371	16 810					0	4 561				
37	X DREYFUS EMG MKT DEBT LO	261980494			2/11/2013		10/10/2012	16 436	17 926					0	-1 490				
38	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		11/14/2012	10 564	9 099					0	1 455				
39	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		7/10/2013	2 065	1 458					0	607				
40	X VANGUARD REIT VIPER	922908553			12/17/2010		2/7/2013	14 794	11 187					0	3 607				
41	X WELLS FARGO ADV INTL BON	949850582			3/6/2008		2/7/2013	16 969	17 883					0	-914				
42	X WELLS FARGO ADV INTL BON	949850582			5/1/2009		12/11/2012	42 432	24 878					0	17 554				
43	X GOLDEN LARGE CAP CORE F	349847881			5/1/2009		12/11/2012	60 460	39 046					0	21 414				
44	X GATEWAY FUND - Y #1986	367829884			11/14/2012		7/10/2013	12 831	12 204					0	627				
45	X GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	23 537	23 260					0	277				
46	X GOLDMAN SACHS LC VALUE	38142Y773			5/1/2009		2/7/2013	36 565	22 297					0	14 268				
47	X HARBOR CAPITAL APRTION	411511504			2/11/2013		7/10/2013	20 770	19 184					0	1 586				
48	X HARBOR CAPITAL APRTION	411511504			2/11/2013		10/9/2013	1 085	951					0	134				
49	X ING INTERNATIONAL REAL ES	44980Q518			9/29/2008		12/11/2012	20 246	18 222					0	2 024				
50	X HARBOR CAPITAL APRTION	411511504			12/11/2012		10/9/2013	4 197	3 510					0	687				
51	X SHARES CORE S & P 500 ETF	464287200			12/11/2012		7/10/2013	22 388	19 420					0	2 968				
52	X SHARES RUSSELL 2000 GEO	464287648			11/14/2012		2/7/2013	22 053	19 451					0	2 602				
53	X JPMORGAN HIGH YIELD FUND	4812C0803			5/1/2009		12/11/2012	57 378	44 589					0	12 789				
54	X KALMAR GR WVAL SM CAP F	483438206			2/11/2013		10/9/2013	2 004	1 856					0	348				
55	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		7/10/2013	26 857	21 506					0	5 351				
56	X MFS VALUE FUND-CLASS I #8	552983694			5/26/2011		7/10/2013	10 295	9 292					0	1 003				
57	X MFS VALUE FUND-CLASS I #8	552983694			5/26/2011		7/10/2013	6 183	4 952					0	1 231				
58	X OPPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	8 519	8 289					0	230				

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

		1,132	0	0	1,132
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	1,132			1,132

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

		171	171	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	171	171		

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		833,550	906,499	1,023,396

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

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

1	COST BASIS ADJUSTMENT	1	396
2	FEDERAL EXCISE TAX REFUND	2	1,155
3	Total	3	1,551

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	496
2	Total	2	496

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

Long Term CG Distributions										Amount:			
Short Term CG Distributions										4,223			
	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	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	ISSGA EMERGING MARKETS FD \$ 1510		5/7/2009	12/1/2012	25,281			16,607	8,674	8,621	0	0	8,621
2	TOW SMALL CAP GROWTH FUND SEC FD		12/1/2010	1/1/2012	33,652			38,907	5,255	5,255	0	0	5,255
3	VANGUARD INFLAT PROTECT SEC FD		3/6/2008	1/1/2012	6,076			5,314	765	765	0	0	765
4	VANGUARD INFLAT PROTECT SEC FD		5/3/2010	2/7/2013	7,303			6,986	317	317	0	0	317
5	VANGUARD FTSE EMERGING MARKET		3/6/2008	2/7/2013	30,138			27,461	2,677	2,677	0	0	2,677
6	VANGUARD FTSE EMERGING MARKET		12/1/2010	9/1/2013	1,768			2,028	260	260	0	0	260
7	VANGUARD FTSE EMERGING MARKET		12/1/2010	10/9/2013	6,431			7,397	966	966	0	0	966
8	AQR MANAGED FUTURES STRI: #15213		7/12/2013	9/1/2013	10,211			10,221	-10	10	0	0	10
9	ARTISAN INTERNATIONAL FUND #661		12/1/2012	7/10/2013	3,872			3,377	295	295	0	0	295
10	ARTISAN INTERNATIONAL FUND #661		12/1/2012	10/9/2013	1,544			1,350	194	194	0	0	194
11	ARTISAN INTERNATIONAL FUND #661		11/14/2012	10/9/2013	1,818			1,492	326	326	0	0	326
12	ARTISAN MID CAP FUND-INS #1333		4/10/2012	1/1/2012	6,175			6,479	304	304	0	0	304
13	ARTISAN MID CAP FUND-INS #1333		4/10/2012	1/1/2012	12,438			11,910	519	519	0	0	519
14	ARTISAN MID CAP FUND-INS #1333		7/12/2013	10/9/2013	2,968			2,841	115	115	0	0	115
15	ARTISAN MID CAP FUND-INS #1333		4/10/2012	10/9/2013	1,303			1,056	247	247	0	0	247
16	ARTIO TOTAL RETURN BD FCL I 152		8/3/2009	12/1/2012	3,897			3,634	263	263	0	0	263
17	ARTIO TOTAL RETURN BD FCL I 152		5/1/2009	12/1/2012	58,056			52,027	6,029	6,029	0	0	6,029
18	ARTIO INTERNATIONAL EO FDI 1529		5/1/2009	1/1/2012	36,811			33,448	3,363	3,363	0	0	3,363
19	CREDIT SUISSE COMM RET ST-I #2156		2/1/2013	9/1/2013	9,762			12,018	-1,036	-1,036	0	0	-1,036
20	DIAMOND HILL LONG SHORT FD CL # 23266-SR333		2/1/2013	7/10/2013	6,563			6,553	390	390	0	0	390
21	PIMCO TOTAL RET FID-INST #35		12/1/2012	7/10/2013	2,358			14,178	-1,182	-1,182	0	0	-1,182
22	PIMCO FOREIGN BD FID USD H-INST #1		11/14/2012	7/10/2013	2,309			2,431	122	122	0	0	122
23	PIMCO EMERG MKTS BD-INST #137		3/6/2008	2/7/2013	20,839			17,409	3,230	3,230	0	0	3,230
24	PIMCO COMMODITY REAL RET STRAT-		9/29/2008	2/7/2013	1,407			23,423	-12,016	-12,016	0	0	-12,016
25	PIMCO COMMODITY REAL RET STRAT-		1/5/2009	2/7/2013	6,708			6,569	139	139	0	0	139
26	PIMCO COMMODITY REAL RET STRAT-		5/7/2009	2/7/2013	12,913			12,608	365	365	0	0	365
27	RIDGEWORTH SEIX HY BDI #5855		12/1/2012	7/10/2013	3,554			5,532	22	22	0	0	22
28	DODGE & COX INTL STOCK FD #1048		12/1/2012	7/10/2013	1,389			1,282	107	107	0	0	107
29	DODGE & COX INTL STOCK FD #1048		5/1/2009	7/10/2013	2,554			1,553	1,001	1,001	0	0	1,001
30	DODGE & COX INTL STOCK FD #1048		5/1/2009	10/9/2013	4,325			2,444	1,881	1,881	0	0	1,881
31	DODGE & COX INCOME FD COM #147		8/3/2009	7/10/2013	1,351			1,274	77	77	0	0	77
32	DODGE & COX INCOME FD COM #147		2/56210105	7/10/2013	954			930	24	24	0	0	24
33	DODGE & COX INCOME FD COM #147		2/56210105	7/10/2013	8,219			8,537	318	318	0	0	318
34	DODGE & COX INCOME FD COM #147		12/1/2012	7/10/2013	1,059			1,094	-35	-35	0	0	-35
35	DODGE & COX INCOME FD COM #147		2/56210105	7/10/2013	1,941			1,772	169	169	0	0	169
36	DODGE & COX INCOME FD COM #147		9/5/2008	7/10/2013	21,371			18,810	4,561	4,561	0	0	4,561
37	DREYFUS EMC MKT DEBT LOC C-I #608		12/1/2010	2/7/2013	17,826			17,826	-1,490	-1,490	0	0	-1,490
38	JP MORGAN MID CAP VALUEI #758		2/1/2013	10/10/2013	16,436			16,436	1,455	1,455	0	0	1,455
39	JP MORGAN MID CAP VALUEI #758		12/1/2010	1/14/2012	10,354			9,989	365	365	0	0	365
40	VANGUARD REIT VIPER		12/1/2010	7/10/2013	2,085			1,458	607	607	0	0	607
41	WELLS FARGO ADV INTL BOND-INS #470		12/1/2010	7/10/2013	14,784			11,137	3,607	3,607	0	0	3,607
42	WIF ADV ENDEAVOR SELECT-I 3124		3/6/2008	2/7/2013	16,989			17,894	-914	-914	0	0	-914
43	GOLDEN LARGE CAP CORE FUND-I		5/1/2009	12/1/2012	42,432			24,873	17,554	17,554	0	0	17,554
44	GATEWAY FUND - Y #1986		5/1/2009	12/1/2012	60,460			59,046	1,414	1,414	0	0	1,414
45	GOLDMAN SACHS LUC VALUEI #1216		11/14/2012	7/10/2013	12,204			12,204	627	627	0	0	627
46	HARBOR CAPITAL APRICTION-INST #20		2/1/2013	7/10/2013	23,537			23,260	277	277	0	0	277
47	HARBOR CAPITAL APRICTION-INST #20		2/1/2013	7/10/2013	96,565			14,688	14,688	14,688	0	0	14,688
48	HARBOR CAPITAL APRICTION-INST #20		2/1/2013	7/10/2013	20,770			19,184	1,586	1,586	0	0	1,586
49	ING INTERNATIONAL REAL EST-I 2664		9/29/2008	10/9/2013	1,085			951	134	134	0	0	134
50	HARBOR CAPITAL APRICTION-INST #20		12/1/2012	7/10/2013	20,246			19,222	2,024	2,024	0	0	2,024
51	ISHARES CORE S & P 500 ETF		11/14/2012	7/10/2013	4,197			3,570	687	687	0	0	687
52	ISHARES RUSSELL 2000 GROWTH		12/1/2012	7/10/2013	22,388			19,420	2,968	2,968	0	0	2,968
53	IPMORGAN HIGH YIELD SM CAP FD #2		5/1/2009	12/1/2012	22,053			19,451	2,602	2,602	0	0	2,602
54	KALMAR GR WVAL SM CAP FD #2		2/1/2013	7/10/2013	57,378			44,569	12,789	12,789	0	0	12,789
55	KEELEY SMALL CAP VAL FCL #2251		12/1/2010	10/9/2013	2,004			1,656	348	348	0	0	348
56	MFS VALUE FUND-CLASS #693		2/1/2013	7/10/2013	26,857			21,508	5,351	5,351	0	0	5,351
57	MFS VALUE FUND-CLASS #693		2/1/2013	7/10/2013	10,286			9,292	1,003	1,003	0	0	1,003
58	OPPENHEIMER DEVELOPING MKTY #7		5/26/2011	10/9/2013	6,183			4,952	1,231	1,231	0	0	1,231
59	OPPENHEIMER DEVELOPING MKTY #7		2/1/2013	10/9/2013	8,519			8,289	230	230	0	0	230

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

	Date	Amount
1 Credit from prior year return	1	560
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	560

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	44,949
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	44,949

Name: HOOBER S FBO MEMORIAL FUND TUW
Account # 1513104159
FYE: 10

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
1513104159	Savings & Temp Inv	23-6240582	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	29,820 31	29,820 31
1513104159	Savings & Temp Inv	23-6240582	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,998 11	1,998 11
TOTAL SAVINGS & TEMP INV					31,818.42	31,818.42
1513104159	Invest - Other	23-6240582	04314H204	ARTISAN INTERNATIONAL FUND #661	48,394 70	37,562 25
1513104159	Invest - Other	23-6240582	256210105	DODGE & COX INCOME FD COM #147	72,973 81	66,285 83
1513104159	Invest - Other	23-6240582	4115111504	HARBOR CAPITAL APRCTION-INST #2012	72,688 47	56,439 50
1513104159	Invest - Other	23-6240582	589509108	MERGER FD SH BEN INT #260	31,271 17	30,445 81
1513104159	Invest - Other	23-6240582	693390700	PIMCO TOTAL RET FD-INST #35	72,807 62	70,519 86
1513104159	Invest - Other	23-6240582	693390882	PIMCO FOREIGN BD FD USD H-INST #103	20,625 63	18,394 26
1513104159	Invest - Other	23-6240582	77957P105	T ROWE PRICE SHORT TERM BD FD #55	51,264 77	51,510 81
1513104159	Invest - Other	23-6240582	04314H600	ARTISAN MID CAP FUND-INS #1333	41,841 31	32,443 36
1513104159	Invest - Other	23-6240582	315920702	FID ADV EMER MKTS INC- CL I #607	15,642 08	15,482 46
1513104159	Invest - Other	23-6240582	464287200	ISHARES CORE S & P 500 ETF	19,789 28	16,111 20
1513104159	Invest - Other	23-6240582	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	21,334 68	21,458 70
1513104159	Invest - Other	23-6240582	277923728	EATON VANCE GLOBAL MACRO - I #0088	9,966 99	10,221 19
1513104159	Invest - Other	23-6240582	256206103	DODGE & COX INT'L STOCK FD #1048	48,451 83	25,847 86
1513104159	Invest - Other	23-6240582	552983694	MFS VALUE FUND-CLASS I #893	49,081 70	37,047 98
1513104159	Invest - Other	23-6240582	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	36,597 73	36,640 76
1513104159	Invest - Other	23-6240582	262028855	DRIEHAUS ACTIVE INCOME FUND	51,909 32	51,542 68
1513104159	Invest - Other	23-6240582	339128100	JP MORGAN MID CAP VALUE-I #758	28,418 40	18,948 28
1513104159	Invest - Other	23-6240582	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	31,035 15	30,661 88
1513104159	Invest - Other	23-6240582	922908553	VANGUARD REIT VIPER	36,362 38	27,241 21
1513104159	Invest - Other	23-6240582	483438206	KALMAR GR W/VAL SM CAP FD #2	20,281 14	15,902 25
1513104159	Invest - Other	23-6240582	922042858	VANGUARD FTSE EMERGING MARKETS ETF	34,664 22	37,050 80
1513104159	Invest - Other	23-6240582	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	34,827 00	31,672 61
1513104159	Invest - Other	23-6240582	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	38,360 35	37,168 48
1513104159	Invest - Other	23-6240582	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	21,463 07	19,309 90
1513104159	Invest - Other	23-6240582	76628T645	RIDGEWORTH SEIX HY BD-I #5855	52,189 13	52,056 84
1513104159	Invest - Other	23-6240582	22544R305	CREDIT SUISSE COMM RET ST-I #2156	39,949 82	44,452 81
1513104159	Invest - Other	23-6240582	487300808	KEELEY SMALL CAP VAL FD CL I #2251	21,204 45	14,079 80
TOTAL INVEST - OTHER					1,023,396.20	906,499.37
1513104159	Cash	23-6240582				