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 12/1/2012 **, and ending** 11/30/2013

Name of foundation: ROBERT MILLS FOUNDATION

A Employer identification number: 22-6311439

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)* ▶ $ 1,478,278

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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	34,325	34,325		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	20,818			
	b Gross sales price for all assets on line 6a 536,507				
	7 Capital gain net income (from Part IV, line 2)		20,818		
	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)	4,576	4,576		
	12 **Total.** Add lines 1 through 11	59,719	59,719	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,673	16,255		5,418
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	860			
	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	23,133	16,255	0	6,018
	25 Contributions, gifts, grants paid	66,000			66,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	89,133	16,255	0	72,018
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-29,414			
	b **Net investment income** (if negative, enter -0-)		43,464		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	49,319	75,151	75,151
	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)	779,431		
	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)	485,932	1,213,361	1,403,127
	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)	1,314,682	1,288,512	1,478,278
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here. ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,314,682	1,288,512	
	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)	1,314,682	1,288,512	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,314,682	1,288,512	

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	1,314,682
2	Enter amount from Part I, line 27a	2	-29,414
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	3,771
4	Add lines 1, 2, and 3	4	1,289,039
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	5	527
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,288,512

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	20,818
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	63,095	1,372,779	0 045962
2010	79,168	1,428,927	0.055404
2009	42,032	1,350,503	0.031123
2008	60,412	1,154,721	0.052317
2007	84,019	1,460,534	0.057526

2	**Total** of line 1, column (d)	2	0.242332
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 048466
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,426,202
5	Multiply line 4 by line 3	5	69,122
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	435
7	Add lines 5 and 6	7	69,557
8	Enter qualifying distributions from Part XII, line 4	8	72,018

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	435
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	435
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	435
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	870		
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	870
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	435
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 435 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6	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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
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*	8b		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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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)? **5b** N/A

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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	21,673		

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	1,367,921
b	Average of monthly cash balances		1b	80,000
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,447,921
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	1,447,921
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	21,719
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,426,202
6	**Minimum investment return.** Enter 5% of line 5		6	71,310

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	71,310
2a	Tax on investment income for 2012 from Part VI, line 5	2a 435		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	435
3	Distributable amount before adjustments Subtract line 2c from line 1		3	70,875
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	70,875
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	70,875

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	72,018
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	72,018
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	435
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	71,583

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				70,875
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			3,681	
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. ▶ $ 72,018				
a	Applied to 2011, but not more than line 2a			3,681	
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				68,337
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				2,538
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)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
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					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 ▶ [X] 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 *Paid during the year* See Attached Statement				
Total ▶ 3a				66,000
b *Approved for future payment* NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	34,325	
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	20,818	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	4,576	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		59,719	0

13 Total. Add line 12, columns (b), (d), and (e) 13 59,719

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

John N Schantz SVP Wells Fargo Bank N.A. | 2/3/2014 | SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	JOSEPH J. CASTRIANO		2/3/2014		P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
ARC OF UNION COUNTY
Street
52 FADEM ROAD

City	State	Zip Code	Foreign Country
SPRINGFIELD	NJ	07081	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	10,000

Name
CHRISTIAN HEALTH CARE CENTER
Street
301 SICOMAC AVENUE

City	State	Zip Code	Foreign Country
WYCKOFF	NJ	07481	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	14,400

Name
GREATER LIFE, INC
Street
272 CHANCELLOR AVENUE

City	State	Zip Code	Foreign Country
NEWARK	NJ	07112	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
NEW JERSEY TAP ENSEMBLE
Street
590 BLOOMFIELD AVENUE, SUITE 383

City	State	Zip Code	Foreign Country
BLOOMFIELD	NJ	07003	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	15,000

Name
TEAM RANDY, INC
Street
213 RT 37E

City	State	Zip Code	Foreign Country
TOMS RIVER	NJ	08753	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,600

Name
TRINITAS HEALTH FOUNDATION
Street
925 E JERSEY

City	State	Zip Code	Foreign Country
ST ELIZABETH	NJ	07201	

Relationship	Foundation Status
NONE	501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	20,000

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

	Amount
Long Term CG Distributions	9,130
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	536,507	515,689	20,818
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
1	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	13,728	14,033				0	-307
2	X	PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		6/27/2013	9,200	9,781				0	-581
3	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		6/27/2013	14,257	14,906				0	-649
4	X	PIMCO FOREIGN BD FD USD	693390882			10/20/2011		2/7/2013	2,205	2,173				0	32
5	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		2/7/2013	1,237	1,218				0	19
6	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		2/7/2013	8,376	7,702				0	674
7	X	TCW SMALL CAP GROWTH FU	87234N849			12/28/2010		12/19/2012	12,411	13,623				0	-1,212
8	X	TCW SMALL CAP GROWTH FU	87234N849			8/26/2011		12/19/2012	5,401	5,152				0	249
9	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		6/20/2013	8,506	7,929				0	577
10	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		6/27/2013	9,616	7,853				0	1,763
11	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		6/27/2013	3,179	2,609				0	570
12	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		6/27/2013	2,806	2,590				0	216
13	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		6/27/2013	306	249				0	57
14	X	OPPENHEIMER DEVELOPING	683974505			5/25/2011		10/9/2013	12,852	12,226				0	626
15	X	PIMCO TOTAL RET FD-INST #	693390700			11/21/2012		2/7/2013	79,453	82,151				0	-2,698
16	X	TCW SMALL CAP GROWTH FU	87234N849			8/10/2012		12/19/2012	340	344				0	-4
17	X	VANGUARD FTSE EMERGING	922042858			12/28/2010		10/9/2013	8,888	10,193				0	-1,305
18	X	VANGUARD REIT VIPER	922908553			11/19/2012		2/7/2013	2,260	2,084				0	176
19	X	VANGUARD REIT VIPER	922908553			11/19/2012		6/27/2013	1,449	1,311				0	138
20	X	VANGUARD REIT VIPER	922908553			12/28/2010		6/27/2013	1,173	907				0	266
21	X	AQR MANAGED FUTURES STI	00203H859			7/1/2013		10/9/2013	13,140	13,514				0	-374
22	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		6/27/2013	8,987	7,059				0	1,928
23	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		10/9/2013	3,054	2,230				0	824
24	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	5,776	4,685				0	1,091
25	X	CREDIT SUISSE COMM RET S	22544R305			8/26/2011		10/9/2013	12,334	15,805				0	-3,471
26	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		2/7/2013	2,047	1,704				0	343
27	X	DIAMOND HILL LONG-SHORT	25264S833			10/20/2011		6/27/2013	10,738	8,501				0	2,237
28	X	DODGE & COX INT'L STOCK F	256206103			5/5/2008		6/27/2013	6,885	8,478				0	-1,593
29	X	DODGE & COX INT'L STOCK F	256206103			7/30/2008		6/27/2013	1,099	1,216				0	-117
30	X	DODGE & COX INT'L STOCK F	256206103			7/30/2008		10/9/2013	946	953				0	-7
31	X	DODGE & COX INT'L STOCK F	256206103			5/10/2012		10/9/2013	4,100	3,143				0	957
32	X	DODGE & COX INCOME FD CO	256210105			2/11/2013		6/20/2013	3,006	3,065				0	-59
33	X	DODGE & COX INCOME FD CO	256210105			2/11/2013		6/27/2013	21,819	22,483				0	-664
34	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	9,294	9,120				0	174
35	X	DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		10/10/2013	503	537				0	-34
36	X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	19,476	20,078				0	-602
37	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		6/27/2013	15,769	15,645				0	124
38	X	JP MORGAN MID CAP VALUE-	339128100			12/28/2010		6/27/2013	1,681	1,223				0	458
39	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		6/27/2013	34,922	34,272				0	650
40	X	ISHARES CORE S & P 500 ETF	464287200			8/24/2011		6/27/2013	13,303	9,621				0	3,682
41	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	19,807	17,429				0	2,378
42	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	18,072	16,879				0	1,193
43	X	KALMAR GR W/VAL SM CAP F	483438206			2/11/2013		10/9/2013	3,339	2,760				0	579
44	X	KEELEY SMALL CAP VAL FD C	487300808			12/28/2010		2/7/2013	17,085	13,818				0	3,267
45	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2012		2/7/2013	2,161	2,291				0	-130
46	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		6/20/2013	8,108	7,834				0	274
47	X	HUSSMAN STRATEGIC GROW	448108100			10/20/2011		2/7/2013	20,554	24,889				0	-4,335
48	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		6/27/2013	21,347	20,328				0	1,019
49	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		6/27/2013	1,275	1,062				0	213
50	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		10/9/2013	6,450	4,945				0	1,505
51	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	5,090	5,797				0	-707
52	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	1,671	1,547				0	124
53	X	ISHARES CORE S & P 500 ETF	464287200			10/20/2011		6/27/2013	324	244				0	80
54	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		6/27/2013	15,574	13,500				0	2,074

Part I, Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		4,576	4,576	0
	Descnption			
1	REBATE OF FEES CALCULATED ON INCOME	4,576	4,576	

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

		600	0	0	600
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREPARATION FEE	600			600

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		860	0	0	0
1	ESTIMATED EXCISE PAYMENTS	860	0		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			779,431	0	0	0
1			779,431			

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

			485,932	1,213,361	1,403,127
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		485,932	1,213,361	1,403,127

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

	Amount
Long Term CG Distributions	9,130
Short Term CG Distributions	0

	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 Excess of FMV Over Adjusted Basis or Losses
						527,377	0	0	515,689	11,688	0	0	0	11,688
1	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	2/7/2013	13,726		0	14,033	-307	0	0	0	-307
2	PIMCO TOTAL RET FD-INST #35	693390700		8/10/2012	6/27/2013	9,200		0	9,781	-581	0	0	0	-581
3	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	6/27/2013	14,257		0	14,906	-649	0	0	0	-649
4	PIMCO FOREIGN BD FD USD H-INST #1	693390882		10/20/2011	2/7/2013	2,205		0	2,173	32	0	0	0	32
5	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	2/7/2013	1,237		0	1,218	19	0	0	0	19
6	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	2/7/2013	8,376		0	7,702	674	0	0	0	674
7	TCW SMALL CAP GROWTH FUND-I #47	87234N849		12/28/2010	12/19/2012	12,411		0	13,623	-1,212	0	0	0	-1,212
8	TCW SMALL CAP GROWTH FUND-I #47	87234N849		8/26/2011	12/19/2012	5,401		0	5,152	249	0	0	0	249
9	MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	6/20/2013	8,506		0	7,929	577	0	0	0	577
10	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	6/27/2013	9,616		0	7,853	1,763	0	0	0	1,763
11	MFS VALUE FUND-CLASS I #893	552983694		5/10/2012	6/27/2013	3,179		0	2,609	570	0	0	0	570
12	MFS VALUE FUND-CLASS I #893	552983694		2/11/2013	6/27/2013	2,806		0	2,590	216	0	0	0	216
13	MFS VALUE FUND-CLASS I #893	552983694		2/14/2012	6/27/2013	306		0	249	57	0	0	0	57
14	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		5/25/2011	10/9/2013	12,852		0	12,226	626	0	0	0	626
15	PIMCO TOTAL RET FD-INST #35	693390700		11/21/2012	2/7/2013	79,453		0	82,151	-2,698	0	0	0	-2,698
16	TCW SMALL CAP GROWTH FUND-I #47	87234N849		8/10/2012	12/19/2012	340		0	344	-4	0	0	0	-4
17	VANGUARD FTSE EMERGING MARKET	922042858		12/28/2010	10/9/2013	8,888		0	10,193	-1,305	0	0	0	-1,305
18	VANGUARD REIT VIPER	922908553		11/19/2012	2/7/2013	2,260		0	2,084	176	0	0	0	176
19	VANGUARD REIT VIPER	922908553		11/19/2012	6/27/2013	1,449		0	1,311	138	0	0	0	138
20	VANGUARD REIT VIPER	922908553		12/28/2010	6/27/2013	1,173		0	907	266	0	0	0	266
21	AQR MANAGED FUTURES STR-I #1521	00203H859		7/1/2013	10/9/2013	13,140		0	13,514	-374	0	0	0	-374
22	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	6/27/2013	8,987		0	7,059	1,928	0	0	0	1,928
23	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	10/9/2013	3,054		0	2,230	824	0	0	0	824
24	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	10/9/2013	5,776		0	4,685	1,091	0	0	0	1,091
25	CREDIT SUISSE COMM RET ST-I #2156	22544R305		8/26/2011	10/9/2013	12,334		0	15,805	-3,471	0	0	0	-3,471
26	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/20/2011	2/7/2013	2,047		0	1,704	343	0	0	0	343
27	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		10/20/2011	6/27/2013	10,738		0	8,501	2,237	0	0	0	2,237
28	DODGE & COX INT'L STOCK FD #1048	256206103		5/5/2008	6/27/2013	6,885		0	8,478	-1,593	0	0	0	-1,593
29	DODGE & COX INT'L STOCK FD #1048	256206103		7/30/2008	6/27/2013	1,099		0	1,216	-117	0	0	0	-117
30	DODGE & COX INT'L STOCK FD #1048	256206103		7/30/2008	10/9/2013	946		0	953	-7	0	0	0	-7
31	DODGE & COX INT'L STOCK FD #1048	256206103		5/10/2012	10/9/2013	4,100		0	3,143	957	0	0	0	957
32	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/20/2013	3,006		0	3,065	-59	0	0	0	-59
33	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/27/2013	21,819		0	22,483	-664	0	0	0	-664
34	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		8/26/2011	2/7/2013	9,294		0	9,120	174	0	0	0	174
35	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		8/26/2011	10/10/2013	503		0	537	-34	0	0	0	-34
36	DREYFUS EMG MKT DEBT LOC C-I #60	261980494		8/10/2012	10/10/2013	19,476		0	20,078	-602	0	0	0	-602
37	GATEWAY FUND - Y #1986	367829884		2/11/2013	6/27/2013	15,769		0	15,645	124	0	0	0	124
38	JP MORGAN MID CAP VALUE-I #758	339128100		12/28/2010	6/27/2013	1,681		0	1,223	458	0	0	0	458
39	GATEWAY FUND - Y #1986	367829884		8/10/2012	6/27/2013	34,922		0	34,272	650	0	0	0	650
40	ISHARES CORE S & P 500 ETF	464287200		8/24/2011	6/27/2013	13,303		0	9,621	3,682	0	0	0	3,682
41	ISHARES RUSSELL 2000 GROWTH	464287648		11/19/2012	2/7/2013	19,807		0	17,429	2,378	0	0	0	2,378
42	ISHARES RUSSELL 2000 GROWTH	464287648		12/19/2012	2/7/2013	18,072		0	16,879	1,193	0	0	0	1,193
43	KALMAR GR W/VAL SM CAP FD #2	483438206		2/11/2013	10/9/2013	3,339		0	2,760	579	0	0	0	579
44	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/28/2010	2/7/2013	17,085		0	13,818	3,267	0	0	0	3,267
45	LAUDUS MONDRIAN INTL FI-INST #294	51855Q655		2/14/2012	2/7/2013	2,161		0	2,291	-130	0	0	0	-130
46	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	6/20/2013	8,108		0	7,834	274	0	0	0	274
47	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/20/2011	2/7/2013	20,554		0	24,889	-4,335	0	0	0	-4,335
48	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	6/27/2013	21,347		0	20,328	1,019	0	0	0	1,019
49	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	6/27/2013	1,275		0	1,062	213	0	0	0	213
50	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	10/9/2013	6,450		0	4,945	1,505	0	0	0	1,505
51	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/14/2012	2/7/2013	5,090		0	5,797	-707	0	0	0	-707
52	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	2/7/2013	1,671		0	1,547	124	0	0	0	124
53	ISHARES CORE S & P 500 ETF	464287200		10/20/2011	6/27/2013	324		0	244	80	0	0	0	80
54	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	6/27/2013	15,574		0	13,500	2,074	0	0	0	2,074

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			485,932	1,213,361	1,403,127
	Asset Description				
1	SEE ATTACHED		485,932	1,213,361	1,403,127

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

										21,673	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D		1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		Trustee	4 00	21,673	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	10
2	First quarter estimated tax payment	4/9/2013	2	208
3	Second quarter estimated tax payment	8/9/2013	3	435
4	Third quarter estimated tax payment	11/8/2013	4	217
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	870

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	3,681
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	3,681

NJ DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH THEM A COPY OF THE FORM 990-PF.

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
2513851331	Invest - Other	22-6311439	04314H204	ARTISAN INTERNATIONAL FUND #661	67145.41	46007.88
2513851331	Invest - Other	22-6311439	04314H600	ARTISAN MID CAP FUND-INS #1333	54012.59	45089.97
2513851331	Invest - Other	22-6311439	22544R305	CREDIT SUISSE COMM RET ST-I #2156	54968.27	64455.54
2513851331	Invest - Other	22-6311439	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	29162.45	21934.8
2513851331	Invest - Other	22-6311439	256206103	DODGE & COX INT'L STOCK FD #1048	67321.61	35788.98
2513851331	Invest - Other	22-6311439	256210105	DODGE & COX INCOME FD COM #147	100046.42	93869.47
2513851331	Invest - Other	22-6311439	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	48606.91	49258.5
2513851331	Invest - Other	22-6311439	262028855	DRIEHAUS ACTIVE INCOME FUND	71260.85	70161.15
2513851331	Invest - Other	22-6311439	277923728	EATON VANCE GLOBAL MACRO - I #0088	13150.6	13514.34
2513851331	Invest - Other	22-6311439	315920702	FID ADV EMER MKTS INC- CL I #607	20849.11	21224.21
2513851331	Invest - Other	22-6311439	339128100	JP MORGAN MID CAP VALUE-I #758	39607.96	25848.48
2513851331	Invest - Other	22-6311439	411511504	HARBOR CAPITAL APRCTION-INST #2012	102905.46	67788.88
2513851331	Invest - Other	22-6311439	464287200	ISHARES CORE S & P 500 ETF	27475.96	17717.24
2513851331	Invest - Other	22-6311439	483438305	KALMAR GR W/ VAL SM CAP-INS #4	28654.7	21804.42
2513851331	Invest - Other	22-6311439	487300808	KEELEY SMALL CAP VAL FD CL I #2251	30484.65	19256.45
2513851331	Invest - Other	22-6311439	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	27893.13	31528.99
2513851331	Invest - Other	22-6311439	552983694	MFS VALUE FUND-CLASS I #893	68808.99	46125.6
2513851331	Invest - Other	22-6311439	589509108	MERGER FD SH BEN INT #260	41652.23	40497.56
2513851331	Invest - Other	22-6311439	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	44451.62	42061.97
2513851331	Invest - Other	22-6311439	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	47367.37	43413.7
2513851331	Invest - Other	22-6311439	693390700	PIMCO TOTAL RET FD-INST #35	99572.82	95001.51
2513851331	Invest - Other	22-6311439	693390882	PIMCO FOREIGN BD FD USD H-INST #103	28531.61	27721.33
2513851331	Invest - Other	22-6311439	76628T645	RIDGEWORTH SEIX HY BD-I #5855	71575.17	66792.04
2513851331	Invest - Other	22-6311439	77957P105	T ROWE PRICE SHORT TERM BD FD #55	70877.98	71160.57
2513851331	Invest - Other	22-6311439	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	50669.74	44436.95
2513851331	Invest - Other	22-6311439	922042858	VANGUARD FTSE EMERGING MARKETS ETF	47079.8	50365.18
2513851331	Invest - Other	22-6311439	922908553	VANGUARD REIT VIPER	48994	40535.74
				TOTAL OTHER SECURITIES	1403127.41	1213361.45
2513851331	Savings & Temp Inv	22-6311439	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	42281.65	42281.65
2513851331	Savings & Temp Inv	22-6311439	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	32869.62	32869.62
2513851331	Cash	22-6311439			0	0
				TOTAL CASH, SAVINGS AND TEMP	75151.27	75151.27
				GRAND TOTAL	1478278.68	1288512.72