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

OMB No 1545-0052

Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

10/01, 2011, and ending

09/30/2012

Name of foundation

GEORGE B RUDY JR T/W FIVE CHARITIES

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

ONE M & T PLAZA, 8TH FLOOR

City or town, state, and ZIP code

BUFFALO, NY 14203

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,896,952. J Accounting method: Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

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).)

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
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain or (loss) from sale of assets not on line 10
 b Gross sales price for all assets on line 6a 2,033,575.
 7 Capital gain net income (from Part IV, line 2)
 8 Net short-term capital gain
 9 Income modifications
 10a 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

13 Compensation of officers, directors, trustees, etc.
 14 Other employee salaries and wages
 15 Pension plans, employee benefits
 16a Legal fees (attach schedule)
 b Accounting fees (attach schedule)
 c Other professional fees (attach schedule)
 17 Interest
 18 Taxes (attach schedule) (see instructions) STMT. 1
 19 Depreciation (attach schedule) and depletion
 20 Occupancy
 21 Travel, conferences, and meetings
 22 Printing and publications
 23 Other expenses (attach schedule) STMT. 2
 24 Total operating and administrative expenses.
 Add lines 13 through 23

25 Contributions, gifts, grants paid
 26 Total expenses and disbursements Add lines 24 and 25
 27 Subtract line 26 from line 12:
 a Excess of revenue over expenses and disbursements
 b Net investment income (if negative, enter -0-)
 c Adjusted net income (if negative, enter -0-)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		238,428.	29,507.	29,507.
	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 ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)	STMT 3.	115,942.	117,588.	129,562.
	b Investments - corporate stock (attach schedule)	STMT 4.	1,731,316.	1,410,085.	2,106,901.
	c Investments - corporate bonds (attach schedule)	STMT 7.	604,618.	504,506.	507,530.
	11 Investments - land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 8.	2,945,373.	3,519,234.	4,123,452.
	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)		5,635,677.	5,580,920.	6,896,952.
	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)				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		5,635,677.	5,580,920.	
	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)		5,635,677.	5,580,920.	
	31 Total liabilities and net assets/fund balances (see instructions)		5,635,677.	5,580,920.	

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	5,635,677.
2 Enter amount from Part I, line 27a	2	-52,162.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	10.
4 Add lines 1, 2, and 3	4	5,583,525.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	2,605.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,580,920.

Form 990-PF (2011)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(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 2,012,246.		1,880,434.	131,812.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(II) 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			131,812.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	153,141.	
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		

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))
2010	397,843.	6,875,353.	0.057865
2009	380,329.	6,384,606.	0.059570
2008	251,700.	5,617,420.	0.044807
2007	365,835.	7,269,179.	0.050327
2006	380,860.	7,387,061.	0.051558
2 Total of line 1, column (d)		2	0.264127
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	0.052825
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	6,665,553.
5 Multiply line 4 by line 3		5	352,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,708.
7 Add lines 5 and 6		7	354,816.
8 Enter qualifying distributions from Part XII, line 4		8	316,485.
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)

1a	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	5,416.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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	5,416.	
3	Add lines 1 and 2	3	NONE	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE	
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,416.	
Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,948.	
b	Exempt foreign organizations - tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,948.	
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	468.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11			

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

1a 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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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.

1c Did the foundation file Form 1120-POL for this year?

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.

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

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

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

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 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

8a 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

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>MANUFACTURERS & TRADERS TRUST</u> Telephone no. ► <u>(716) 842-5506</u> Located at ► <u>ONE M & T PLAZA, 8TH FLOOR, BUFFALO, NY</u> ZIP + 4 ► <u>14203</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u> and enter the amount of tax-exempt interest received or accrued during the year.	
16	Yes	No X

16 At any time during calendar year 2011, 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 ►

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

	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 type="checkbox"/> Yes	<input checked="" 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	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2011 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 2011.)	3b	
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 2011?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
	<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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
SEE STATEMENT 11		42,120.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► **NONE**

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	6,767,059.
b Average of monthly cash balances	1b	NONE
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	6,767,059.
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	NONE
3 Subtract line 2 from line 1d	3	6,767,059.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,506.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,665,553.
6 Minimum investment return. Enter 5% of line 5	6	333,278.

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	333,278.
2a Tax on investment income for 2011 from Part VI, line 5	2a	5,416.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5,416.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	327,862.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	327,862.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	327,862.

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	316,485.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	316,485.
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	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	316,485.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				327,862.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			8,030.	
b Total for prior years: 20 09, 20 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 316,485.			8,030.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				308,455.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				19,407.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)				
2a 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			
(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed . .				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i),				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income .				

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).)

N/A

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.

N/A

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				
Total				► 3a 316,485.
b Approved for future payment				
Total				► 3b

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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	166,425.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	153,141.	
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)				319,566.	
13 Total. Add line 12, columns (b), (d), and (e)				13	319,566.

(See worksheet in line 13 instructions to verify calculations.)

NOT APPLICABLE

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

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.

Signature of officer or trustee

01/02/2013

Date

► Asst. V.P.

Title

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

M & T TRUST COMPANY		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name MICHELE L DORE, EA	<i>Michele L Dore</i>	01/02/2013		
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ►	
	Firm's address ► 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236			Phone no. 804-727-3150	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	11.	
FEDERAL TAXES PRIOR YEAR BALAN	97.	
FEDERAL ESTIMATED TAX DEPOSITS	4,851.	
FOREIGN TAXES ON QUALIFIED FOR	2,208.	2,208.
FOREIGN TAXES ON NONQUALIFIED	152.	152.
TOTALS	7,319.	2,371.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSES - 2%	5,804.	5,804.
TOTALS	5,804.	5,804.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TREAS INFILTRATION SERIES IX 1.875	117,588.	129,562.
TOTALS	117,588.	129,562.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JOHNSON & JOHNSON	23,087.	48,307.
WELLS FARGO & COMPANY	20,491.	53,268.
CHEVRON CORP	12,363.	31,681.
SCHLUMBERGER LIMITED	14,992.	35,474.
INTERNATIONAL BUSINESS MACHINC	34,248.	40,890.
MICROSOFT CORP	16,723.	28,891.
VERIZON COMMUNICATIONS	8,106.	12,193.
THE HERSHEY CO	14,373.	12,751.
MEAD JOHNSON	12,095.	16,299.
LOWES COMPANIES INC	16,668.	26,018.
PFIZER INC W/RTS	26,097.	33,677.
MONSANTO CO	15,145.	17,782.
CHIPOTLE MEXICAN GRILL	25,363.	21,171.
OCCIDENTAL PETE CORP	6,513.	74,716.
APPLE COMPUTER INC	29,919.	44,989.
ALBEMARLE CORP	32,107.	40,312.
EATON VANCE	24,153.	66,796.
FREEPORT-MCMORAN COPPER AND AU		
NEWMARKET CORP		
POTASH CORP OF SASKATCHEWAN		
VULCAN MATERIAL	7,735.	15,828.
ALEX & BALDWIN INC		
EXPEDITORS INTL WASH INC		
FEDEX CORP	12,818.	19,209.
UNION PACIFIC	16,258.	35,729.
AMAZON. COM INC	16,338.	45,015.
CAMERON INT'L CORP	34,919.	31,736.
TRACTOR SUPPLY	20,366.	23,140.
ALTRIA GROUP	19,482.	35,126.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROWN-FORMAN CORP	5,512.	12,724.
COCA COLA	18,411.	31,558.
PHILLIP MORRIS INTL	8,861.	21,136.
WALMART STORES	19,935.	29,520.
CONOCO PHILLIPS	8,095.	14,695.
KINDER MORGAN MGMT	20,510.	42,860.
BERKSHIRE HATHAWAY	26,204.	37,573.
CB RICHARD ELLIS GROUP		
ILLUMINA INC	15,071.	26,323.
LULULEMON ATHETICA	17,679.	16,937.
STARBUCKS	20,395.	42,094.
WHITE MOUNTAINS INSURANCE	20,102.	35,991.
ALLERGAN INC	22,254.	32,229.
BIOGEN IDEC	24,466.	38,475.
BRISTOL MYERS SQUIBB	28,819.	29,676.
STARWOOD HOTELS		
INTUITIVE SURGICAL INC		
DOMINION RESOURCES	22,087.	22,976.
COGNIZANT TECHNOLOGY SOLUTIONS	16,636.	39,278.
DELL INC	25,653.	19,592.
EMC CORP MASS	64,814.	82,410.
GOOGLE INC	15,069.	28,671.
INTEL CORP	26,430.	33,076.
JUNIPER NETWORKS		
QUALCOMM INC	22,886.	34,296.
DUKE ENERGY	13,969.	21,640.
ALEXION PHARMACEUTICAL	18,047.	41,413.
HATTERAS FINANCIAL CORP	15,203.	17,985.
UDR INC	8,945.	22,164.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CARMAX	33,864.	34,979.
ENERGIZER HDLS	34,670.	35,216.
DOLLAR TREE INC	21,105.	26,849.
EXPRESS SCRIPTS INC	19,037.	24,676.
PERRIGO COMPANY	16,624.	32,295.
ARM HOLDINGS PLC	29,858.	32,601.
CITRIX SYSTEMS INC	9,279.	5,965.
ACCO BRANDS	7,648.	11,208.
MATSON	16,041.	34,668.
PRICELINE.COM INC	25,127.	25,582.
MEADWESTVACO CORP		
CATERPILLAR INC		
POLYPORE INT'L		
VISA	49,904.	71,168.
PHILLIPS 66	8,604.	12,613.
AFFILIATED MNGRS GROUP	22,886.	25,338.
VERTEX PHARM	14,755.	19,785.
BAIDU INC	19,992.	15,196.
BROADCOM	17,851.	15,626.
CISCO	45,227.	47,585.
CORNING INC	38,377.	35,084.
TERADATA CORP	12,824.	14,177.
TOTALS	1,410,085.	2,106,901.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CAP CORP 5%	99,894.	100,747.
INTERNATIONAL BUS MACH 4.75%	103,545.	100,148.
CONOCOPHILLIPS 4.75% 10/15/1	102,103.	101,604.
MCDONALDS CORP	99,954.	102,534.
JP MORGAN CHASE 4.75% 5/1/13	99,010.	102,497.
GENERAL DYNAMICS 4.25% 5/15/13		
TOTALS	504,506.	507,530.

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STATEMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
HARBOR INTERNATIONAL FUND	C		
LITMAN GREGORY MASTERS	C		
MTB MID CAP GROWTH #401	C		
CRM MID CAP VALUE FD #32	C		
PIMCO TOTAL RETURN	C	991,596.	1,045,998.
RIDGEWORTH SEIX FLOATING	C	191,228.	204,315.
LAZARD EMERGING MKTS PORT	C	158,548.	223,711.
MFS EMERGING MARKETS	C	177,406.	198,507.
MTB SHORT TERM CORP BD	C		
MTB SM CAP GRWTH #555	C		
ALPINE GLOBAL PREMIER	C	34,632.	54,826.
GUINNESS ATKINSON CHINA & HK	C	85,505.	88,102.
ARTIO GLOBAL HIGH INCOME FUNDD	C	143,177.	141,735.
CBRE CLARION GLOBAL RE FD	C		
ISHARES MSCI EAFE INDEX FD	C	126,126.	133,802.
MAINSTAY EPOCH	C	129,220.	145,343.
MTB INTL EQUITY- INST FD #270	C		
RS GLOBAL NATURAL RESOURCES FD	C	102,570.	132,476.
SPDR S&P DIVIDEND ETF	C		
DREYFUS INT'L BD FD	C	179,331.	194,768.
GUINNESS ATKINSON GLOBAL ENERG	C	50,588.	45,719.
WILMINGTON SHORT TERM CORP	C	198,883.	201,723.
TIAA CREF	C	133,007.	141,573.
WILMINGTON MID CAP GRWTH	C	115,868.	177,602.
WILMINGTON MULTI MNGR	C	152,958.	160,408.
WILMINGTON SMALL CAP GRWTH	C	178,329.	193,533.
WILMINGTON MULTI MNGR INT'L	C	104,497.	110,261.
TOTALS		3,519,234.	4,123,452.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
ROUNDING OF SALES & MUTUAL FDS	10.
TOTAL	10.
=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTED FOR ROC ALPINEGLOBAL	2,605.
TOTAL	2,605.

STATEMENT 10

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

M & T TRUST CO

ADDRESS:

ONE M & T PLAZA, 8TH FLOOR
BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 42,120.

TOTAL COMPENSATION:

42,120.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	6,659,317.		
FEBRUARY	6,589,303.		
MARCH	6,485,892.		
APRIL	6,762,845.		
MAY	6,937,943.		
JUNE	6,921,971.		
JULY	6,942,973.		
AUGUST	6,642,985.		
SEPTEMBER	6,726,114.		
OCTOBER	6,786,830.		
NOVEMBER	6,851,581.		
DECEMBER	6,896,952.		
TOTAL	81,204,706.		
AVERAGE FMV	6,767,059.		

RECIPIENT NAME:

THE SALVATION ARMY
C/O RICHARD D. ALLEN, ASST CORP SECR

ADDRESS:

440 WEST NYACK ROAD
WEST NYACK, NY 10994

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 63,297.

RECIPIENT NAME:

ST MARKS LUTHERAN CHURCH

ADDRESS:

700 E. MARKET ST.
YORK, PA 17402

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 63,297.

RECIPIENT NAME:

YOUNG MENS CHRISTIAN ASSOCIATION

ATTN: JOHN CAMPBELL

ADDRESS:

ATTN: JOHN CAMPBELL
YORK, PA 17401-1008

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 63,297.

=====

RECIPIENT NAME:

YORK COLLEGE OF PA

ADDRESS:

COUNTRY CLUB RD

YORK, PA 17403-3426

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 63,297.

RECIPIENT NAME:

VISITING NURSE ASSOC OF YORK COUNTY

ATTN: JOE MCCOY; WELLSPAN HEALTH

ADDRESS:

3350 WHITEFORD ROAD

YORK, PA 17402

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL FUNDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 63,297.

TOTAL GRANTS PAID:

316,485.

=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Note: Form 5227 filers need to complete only Parts I and II.

Employer identification number

23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,918.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	-33,756.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►				5	-31,838.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					19,335.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	165,568.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	76.
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►				12	184,979.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-31,838.
14 Net long-term gain or (loss):				
a Total for year	14a			184,979.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			153,141.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:		
a The loss on line 15, column (3) or b \$3,000	16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Continuation Sheet for Schedule D
(Form 1041)► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number
23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 126. ALEXION PHARMACEUTICA	03/09/2011	11/21/2011	8,095.00	6,281.00	1,814.00
578. ALPINE GLBL PREMIER P FUND	01/28/2011	11/21/2011	3,041.00	4,006.00	-965.00
10. BIOGEN IDEC INC	08/30/2011	11/21/2011	1,080.00	931.00	149.00
34. CAMERON INTERNATIONAL	03/09/2011	11/21/2011	1,626.00	2,098.00	-472.00
48. COGNIZANT TECHNOLOGY S CORP	09/16/2011	11/21/2011	3,102.00	3,109.00	-7.00
210. DELL INC	03/30/2011	11/21/2011	3,112.00	3,058.00	54.00
126. EMC CORPORATION COMMO	03/29/2011	11/21/2011	2,850.00	3,438.00	-588.00
252. EATON VANCE CORP COM	09/02/2011	11/21/2011	5,907.00	5,756.00	151.00
2. FEDEX CORPORATION	03/30/2011	11/21/2011	159.00	188.00	-29.00
450. FREEPORT MCMORAN COPP	03/30/2011	11/21/2011	16,236.00	24,313.00	-8,077.00
310. ILLUMINA INC	03/30/2011	11/21/2011	8,763.00	21,182.00	-12,419.00
50. INTL BUSINESS MACHINES	03/30/2011	11/21/2011	9,063.00	8,185.00	878.00
100. JOHNSON & JOHNSON COM	03/30/2011	11/21/2011	6,293.00	5,948.00	345.00
116. MEADWESTVACO CORP COM	05/03/2011	11/21/2011	3,301.00	3,920.00	-619.00
74. OCCIDENTAL PETROLEUM C	03/30/2011	11/21/2011	6,839.00	7,629.00	-790.00
26. PERRIGO COMPANY	03/30/2011	11/21/2011	2,328.00	2,045.00	283.00
158. POTASH CORP OF SASKAT	03/30/2011	11/21/2011	6,674.00	9,140.00	-2,466.00
16. PRICELINE.COM INCORPOR	03/30/2011	11/21/2011	7,658.00	7,954.00	-296.00
8. QUALCOMM INCORPORATED	03/30/2011	11/21/2011	433.00	433.00	
20. SCHLUMBERGER LTD COMMO	03/09/2011	11/21/2011	1,400.00	1,796.00	-396.00
260. VISA INC	03/30/2011	11/21/2011	23,699.00	19,505.00	4,194.00
216. VULCAN MATERIAL COM	03/30/2011	11/21/2011	6,834.00	9,752.00	-2,918.00
38. WAL MART STORES INC CO	03/30/2011	11/21/2011	2,147.00	1,987.00	160.00
41.864 ARTIO GLOBAL HIGH I CLASS I	05/27/2011	11/22/2011	396.00	440.00	-44.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number
23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 158.622 ARTIO GLOBAL HIGH CLASS I	04/28/2011	11/22/2011	1,499.00	1,661.00	-162.00
1105.422 DREYFUS INTERNATI I	05/02/2011	11/22/2011	18,251.00	18,397.00	-146.00
128.22 DREYFUS INTERNATION	11/01/2011	11/22/2011	2,117.00	2,187.00	-70.00
897.602 MFS EMERGING MARKE - I	04/29/2011	11/22/2011	12,970.00	13,049.00	-79.00
225.06 MFS EMERGING MARKET - I	10/31/2011	11/22/2011	3,252.00	3,330.00	-78.00
250.302 MTB INTL EQ-INST I	12/20/2010	11/22/2011	1,902.00	2,233.00	-331.00
528. ACME PACKET INC	11/21/2011	03/27/2012	14,170.00	19,525.00	-5,355.00
166. ALBEMARLE CORPORATION	11/21/2011	03/27/2012	10,740.00	8,211.00	2,529.00
8. ALBEMARLE CORPORATION	03/30/2011	03/27/2012	518.00	474.00	44.00
72. ALEXANDER & BALDWIN CO	11/21/2011	03/27/2012	3,387.00	2,522.00	865.00
240. BERKSHIRE HATHAWAY IN	11/21/2011	03/27/2012	19,729.00	17,937.00	1,792.00
32. BIOGEN IDEC INC	08/30/2011	03/27/2012	4,060.00	2,980.00	1,080.00
222. BRISTOL MYERS SQUIBB	11/21/2011	03/27/2012	7,452.00	6,769.00	683.00
584. CBRE GROUP INC	03/30/2011	03/27/2012	11,853.00	16,235.00	-4,382.00
264. CBRE GROUP INC	11/21/2011	03/27/2012	5,358.00	3,923.00	1,435.00
176. CARMAX INC	11/21/2011	03/27/2012	6,149.00	4,807.00	1,342.00
8. CHIPOTLE MEXICAN GRILL-	11/21/2011	03/27/2012	3,395.00	2,439.00	956.00
54. COGNIZANT TECHNOLOGY S CORP	09/16/2011	03/27/2012	4,191.00	3,498.00	693.00
26. DOLLAR TREE INC	09/16/2011	03/27/2012	2,490.00	1,978.00	512.00
290.818 DREYFUS INTERNATIO I	03/30/2011	03/27/2012	4,845.00	4,830.00	15.00
206. EMC CORPORATION COMMO	03/29/2011	03/27/2012	6,101.00	5,620.00	481.00
178. EATON VANCE CORP COM	09/02/2011	03/27/2012	5,251.00	4,066.00	1,185.00
2. GOOGLE INC CL A	03/30/2011	03/27/2012	1,297.00	1,169.00	128.00
8. GOOGLE INC CL A	11/21/2011	03/27/2012	5,190.00	4,644.00	546.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number
23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2007.035 GUINNESS ATKINSON ENERGY FUND	03/30/2011	03/27/2012	56,358.00	69,263.00	-12,905.00
82. LULULEMON ATHLETICA INC	11/21/2011	03/27/2012	6,153.00	3,863.00	2,290.00
108. MEADWESTVACO CORP COM	05/03/2011	03/27/2012	3,383.00	3,650.00	-267.00
38. MONSANTO COMPANY NEW	11/21/2011	03/27/2012	3,039.00	2,681.00	358.00
24. OCCIDENTAL PETROLEUM CORP	03/30/2011	03/27/2012	2,376.00	2,474.00	-98.00
246. POLYPORE INTERNATIONAL INC	06/10/2011	03/27/2012	9,202.00	14,519.00	-5,317.00
140. POLYPORE INTERNATIONAL INC	11/21/2011	03/27/2012	5,237.00	7,399.00	-2,162.00
426. POTASH CORP OF SASKATCHEWAN	03/30/2011	03/27/2012	20,102.00	24,644.00	-4,542.00
131.294 RS GLOBAL NATURAL FUND	12/15/2011	03/27/2012	4,830.00	4,587.00	243.00
732. SPDR S&P DIVIDEND ETF	11/21/2011	03/27/2012	41,598.00	37,770.00	3,828.00
4. SPDR S&P DIVIDEND ETF	03/30/2011	03/27/2012	227.00	216.00	11.00
54. STARWOOD HOTELS & RESORTS WORLDWIDE	03/30/2011	03/27/2012	3,163.00	3,130.00	33.00
20. UNION PACIFIC CORP COM	11/21/2011	03/27/2012	2,211.00	1,964.00	247.00
98. WELLS FARGO & COMPANY	03/30/2011	03/27/2012	3,362.00	3,142.00	220.00
562.198 WILMINGTON SMALL CAP FUND - I	03/30/2011	03/27/2012	9,878.00	10,238.00	-360.00
.6156 KINDER MORGAN MANAGEMENT	03/27/2012	05/21/2012	44.00	46.00	-2.00
116. ALTRIA GROUP INC	03/27/2012	06/08/2012	3,795.00	3,567.00	228.00
2. AMAZON.COM INCORPORATED	03/27/2012	06/08/2012	437.00	411.00	26.00
2. AMAZON.COM INCORPORATED	11/21/2011	06/08/2012	437.00	377.00	60.00
77.374 ARTIO GLOBAL HIGH INVESTMENT FUND CLASS I	07/28/2011	06/08/2012	729.00	798.00	-69.00
6. BAIDU INC-SPON ADR	03/27/2012	06/08/2012	727.00	923.00	-196.00
70. BRISTOL MYERS SQUIBB & CO INC	11/21/2011	06/08/2012	2,395.00	2,134.00	261.00
32. BROADCOM CORPORATION	03/27/2012	06/08/2012	1,076.00	1,264.00	-188.00
16. CHIPOTLE MEXICAN GRILL	11/21/2011	06/08/2012	6,421.00	4,878.00	1,543.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number
23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 14. DOLLAR TREE INC	09/16/2011	06/08/2012	1,467.00	1,065.00	402.00
38. DOMINION RESOURCES INC NEW	03/27/2012	06/08/2012	2,005.00	1,934.00	71.00
43.883 DREYFUS INTERNATION	05/01/2012	06/08/2012	727.00	740.00	-13.00
16. ENERGIZER HOLDINGS INC	03/27/2012	06/08/2012	1,163.00	1,175.00	-12.00
134. ISHARES HIGH DIVIDEND	03/27/2012	06/08/2012	7,702.00	7,696.00	6.00
12. LULULEMON ATHLETICA IN	11/21/2011	06/08/2012	757.00	527.00	230.00
675.018 MFS EMERGING MARKE - I	04/30/2012	06/08/2012	10,112.00	10,256.00	-144.00
8. MEAD JOHNSON NUTRITION	03/27/2012	06/08/2012	647.00	661.00	-14.00
10. MONSANTO COMPANY NEW	11/21/2011	06/08/2012	785.00	706.00	79.00
18. NEWMARKET CORPORATION	03/27/2012	06/08/2012	3,771.00	3,424.00	347.00
121.432 PIMCO TOTAL RETURN	07/29/2011	06/08/2012	1,367.00	1,348.00	19.00
1115.806 PIMCO TOTAL RETUR	05/31/2012	06/08/2012	12,564.00	12,475.00	89.00
2. PRICELINE.COM INCORPOR	03/27/2012	06/08/2012	1,266.00	1,468.00	-202.00
266. SPDR S&P DIVIDEND ETF	11/21/2011	06/08/2012	14,563.00	13,725.00	838.00
2. UNION PACIFIC CORP COMM	11/21/2011	06/08/2012	220.00	196.00	24.00
12. VISA INC	03/27/2012	06/08/2012	1,396.00	1,439.00	-43.00
195.507 CRM MID-CAP VALUE	11/22/2011	06/08/2012	5,519.00	4,987.00	532.00
984.567 WILMINGTON SHORT-T BOND - I	04/30/2012	06/08/2012	10,102.00	10,112.00	-10.00
61.484 WILMINGTON SHORT-TE - I	08/31/2011	06/08/2012	631.00	633.00	-2.00
4. WHITE MOUNTAINS INSURAN	03/27/2012	06/08/2012	2,051.00	2,079.00	-28.00
54. CATERPILLAR INC COMMON	11/21/2011	08/17/2012	4,854.00	4,916.00	-62.00
38. CATERPILLAR INC COMMON	03/27/2012	08/17/2012	3,416.00	4,146.00	-730.00
.5941 KINDER MORGAN MANAGE	03/27/2012	08/30/2012	44.00	44.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -33,756.00

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Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. GEN ELEC CAP CORP 11/15/11	03/20/2007	11/15/2011	100,000.00	100,112.00	-112.00
18. ALLERGAN INC COMMON	09/27/2010	11/21/2011	1,461.00	1,198.00	263.00
54. ALPINE GLBL PREMIER PR FUND	02/25/2010	11/21/2011	284.00	317.00	-33.00
284. ALTRIA GROUP INC	02/25/2010	11/21/2011	7,722.00	5,734.00	1,988.00
10. APPLE COMPUTER INC COM	06/21/2006	11/21/2011	3,683.00	582.00	3,101.00
34. ARM HOLDINGS PLC	02/25/2010	11/21/2011	911.00	315.00	596.00
180. BROWN FORMAN CORP CL	02/25/2010	11/21/2011	13,356.00	8,441.00	4,915.00
5950. CBRE CLARION GLBL RE INCOME	02/25/2010	11/21/2011	39,805.00	38,716.00	1,089.00
52. CHEVRONTEXACO CORPORAT	09/18/2009	11/21/2011	4,969.00	3,785.00	1,184.00
20. CITRIX SYSTEMS INCORPO	09/27/2010	11/21/2011	1,369.00	1,402.00	-33.00
188. COCA COLA CO COMMON ~	02/25/2010	11/21/2011	12,350.00	10,063.00	2,287.00
198. CONOCOPHILLIPS	02/25/2010	11/21/2011	13,610.00	9,365.00	4,245.00
140. DELL INC	02/25/2010	11/21/2011	2,075.00	2,010.00	65.00
708. DUKE ENERGY CORP	06/11/2010	11/21/2011	14,153.00	11,526.00	2,627.00
26. EXPEDITORS INTL WASH I	09/27/2010	11/21/2011	1,090.00	1,191.00	-101.00
112. EXPRESS SCRIPTS INC	05/20/2010	11/21/2011	4,762.00	5,658.00	-896.00
18. FEDEX CORPORATION	02/25/2010	11/21/2011	1,426.00	1,461.00	-35.00
114. HATTERAS FINANCIAL CO	02/25/2010	11/21/2011	2,936.00	2,898.00	38.00
160. HERSHEY FOODS CORP CO	05/20/2010	11/21/2011	8,971.00	7,541.00	1,430.00
638. INTEL CORP COMMON~	02/25/2010	11/21/2011	14,974.00	13,002.00	1,972.00
104. INTL BUSINESS MACHINE	02/25/2010	11/21/2011	18,851.00	12,313.00	6,538.00
80. INTUITIVE SURGICAL INC	05/01/2009	11/21/2011	33,548.00	11,519.00	22,029.00
596. ISHARES MSCI EAFE IND	05/20/2010	11/21/2011	28,667.00	30,720.00	-2,053.00
412. JOHNSON & JOHNSON COM	02/25/2010	11/21/2011	25,927.00	13,226.00	12,701.00
988. JUNIPER NETWORKS INCO	10/27/2009	11/21/2011	21,459.00	23,078.00	-1,619.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 180. KINDER MORGAN MANAGEM	02/25/2010	11/21/2011	12,152.00	6,432.00	5,720.00
632. LOWES COS INC COMMON	05/20/2010	11/21/2011	14,511.00	14,859.00	-348.00
596. MICROSOFT CORP COMMON	01/20/2010	11/21/2011	14,870.00	18,195.00	-3,325.00
42. NEWMARKET CORPORATION	11/02/2009	11/21/2011	7,654.00	3,969.00	3,685.00
50. PERRIGO COMPANY	09/27/2010	11/21/2011	4,477.00	3,299.00	1,178.00
862. PFIZER INC COMMON ~	02/25/2010	11/21/2011	16,378.00	19,926.00	-3,548.00
114. PHILIP MORRIS INTL IN	05/20/2010	11/21/2011	8,186.00	5,398.00	2,788.00
12. PRICELINE.COM INCORPOR	08/03/2010	11/21/2011	5,743.00	2,793.00	2,950.00
126. QUALCOMM INCORPORATED	09/27/2010	11/21/2011	6,824.00	5,754.00	1,070.00
250. UDR INC COM	02/25/2010	11/21/2011	5,730.00	4,142.00	1,588.00
152. VERIZON COMMUNICATION	11/02/2009	11/21/2011	5,467.00	4,198.00	1,269.00
685. VULCAN MATERIAL COM	09/27/2010	11/21/2011	21,673.00	27,494.00	-5,821.00
148. WAL MART STORES INC C	02/25/2010	11/21/2011	8,363.00	7,797.00	566.00
32. WHITE MOUNTAINS INSURA LTD	02/25/2010	11/21/2011	13,438.00	10,586.00	2,852.00
124.101 ARTIO GLOBAL HIGH CLASS I	10/28/2010	11/22/2011	1,173.00	1,306.00	-133.00
74.392 DREYFUS INTERNATION	11/01/2010	11/22/2011	1,228.00	1,306.00	-78.00
1397.217 HARBOR INTERNATIO	09/11/2008	11/22/2011	72,013.00	83,958.00	-11,945.00
.4087 KINDER MORGAN MANAGE	02/25/2010	11/22/2011	28.00	21.00	7.00
4038.599 LITMAN GREGORY MS CL-INST	09/08/2008	11/22/2011	49,796.00	74,903.00	-25,107.00
161.089 MFS EMERGING MARKE - I	10/29/2010	11/22/2011	2,328.00	2,413.00	-85.00
6831.213 MTB INTL EQ-INST	02/25/2010	11/22/2011	51,917.00	54,240.00	-2,323.00
1713.232 RIDGEWORTH SEIX F INC FD I	05/01/2008	11/22/2011	14,785.00	15,642.00	-857.00
.1342 KINDER MORGAN MANAGE	05/01/2009	02/21/2012	11.00	4.00	7.00
64. ALEXANDER & BALDWIN CO	02/25/2010	03/27/2012	3,011.00	2,061.00	950.00
118. ALEXION PHARMACEUTICA	03/09/2011	03/27/2012	11,054.00	5,883.00	5,171.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

23-6708045

GEORGE B RUDY JR T/W FIVE CHARITIES

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 42. ALLERGAN INC COMMON	09/27/2010	03/27/2012	4,002.00	2,795.00	1,207.00
7310. ALPINE GLBL PREMIER FUND	02/25/2010	03/27/2012	47,645.00	42,968.00	4,677.00
14. APPLE COMPUTER INC COM	06/21/2006	03/27/2012	8,592.00	814.00	7,778.00
66. ARM HOLDINGS PLC	02/25/2010	03/27/2012	1,894.00	612.00	1,282.00
204. BERKSHIRE HATHAWAY IN	02/25/2010	03/27/2012	16,770.00	15,409.00	1,361.00
78. BROWN FORMAN CORP CL B	07/13/2009	03/27/2012	6,509.00	3,307.00	3,202.00
2816. CBRE CLARION GLBL RE INCOME	02/25/2010	03/27/2012	22,316.00	18,323.00	3,993.00
254. CBRE GROUP INC	03/10/2011	03/27/2012	5,155.00	6,678.00	-1,523.00
58. CAMERON INTERNATIONAL	03/09/2011	03/27/2012	3,019.00	3,578.00	-559.00
8. CHEVRONTEXACO CORPORATI	09/18/2009	03/27/2012	859.00	582.00	277.00
52. CITRIX SYSTEMS INCORPO	09/27/2010	03/27/2012	4,168.00	3,645.00	523.00
44. COCA COLA CO COMMON ~	02/25/2010	03/27/2012	3,159.00	2,348.00	811.00
82. COGNIZANT TECHNOLOGY S CORP	11/02/2009	03/27/2012	6,365.00	3,152.00	3,213.00
24. CONOCOPHILLIPS	05/01/2009	03/27/2012	1,851.00	994.00	857.00
776. DUKE ENERGY CORP	06/11/2010	03/27/2012	16,240.00	12,159.00	4,081.00
533. EXPEDITORS INTL WASH	09/27/2010	03/27/2012	24,964.00	19,141.00	5,823.00
40. EXPRESS SCRIPTS INC	05/20/2010	03/27/2012	2,127.00	2,021.00	106.00
52. FEDEX CORPORATION	02/25/2010	03/27/2012	4,802.00	3,601.00	1,201.00
10. GOOGLE INC CL A	05/01/2009	03/27/2012	6,487.00	3,966.00	2,521.00
81.783 HARBOR INTERNATIONA	09/11/2008	03/27/2012	4,953.00	4,528.00	425.00
170. HATTERAS FINANCIAL CO	02/25/2010	03/27/2012	4,656.00	4,321.00	335.00
100. HERSHEY FOODS CORP CO	05/20/2010	03/27/2012	6,122.00	4,713.00	1,409.00
12. INTL BUSINESS MACHINES	04/23/2003	03/27/2012	2,489.00	1,026.00	1,463.00
174. JOHNSON & JOHNSON COM	06/07/1990	03/27/2012	11,365.00	1,399.00	9,966.00
149.472 LITMAN GREGORY MST CL-INST	09/08/2008	03/27/2012	2,167.00	2,199.00	-32.00

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Schedule D-1 (Form 1041) 2011

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Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 212. LOWES COS INC COMMON	01/07/2010	03/27/2012	6,603.00	4,901.00	1,702.00
244. MICROSOFT CORP COMMON	01/20/2010	03/27/2012	7,944.00	7,375.00	569.00
102. PERRIGO COMPANY	09/27/2010	03/27/2012	10,560.00	6,532.00	4,028.00
54. PFIZER INC COMMON ~	02/25/2010	03/27/2012	1,222.00	953.00	269.00
72. PHILIP MORRIS INTL INC	05/01/2009	03/27/2012	6,322.00	2,629.00	3,693.00
132. QUALCOMM INCORPORATED	09/27/2010	03/27/2012	9,072.00	5,943.00	3,129.00
163.38 RS GLOBAL NATURAL R FUND	02/25/2010	03/27/2012	6,011.00	4,812.00	1,199.00
30. SCHLUMBERGER LTD COMMOM	03/09/2011	03/27/2012	2,128.00	2,694.00	-566.00
248. UDR INC COM	02/25/2010	03/27/2012	6,368.00	3,637.00	2,731.00
210. VERIZON COMMUNICATION	11/02/2009	03/27/2012	8,198.00	5,770.00	2,428.00
184.727 CRM MID-CAP VALUE	12/18/2006	03/27/2012	5,538.00	5,489.00	49.00
90. WAL MART STORES INC CO	09/18/2009	03/27/2012	5,494.00	4,506.00	988.00
370. WELLS FARGO & COMPANY	02/25/2010	03/27/2012	12,694.00	10,071.00	2,623.00
314.163 WILMINGTON MID CAP -I	12/04/2006	03/27/2012	4,998.00	4,461.00	537.00
384.579 WILMINGTON MULTI-M INTERNATIONAL-I	02/25/2010	03/27/2012	2,661.00	2,410.00	251.00
146. PHILLIPS 66	05/01/2009	05/07/2012	4,402.00	2,900.00	1,502.00
.5 PHILLIPS 66	05/01/2009	05/18/2012	16.00	10.00	6.00
72. ALEXANDER & BALDWIN HO	02/25/2010	06/08/2012	3,684.00	2,319.00	1,365.00
86. ALEXION PHARMACEUTICAL	03/09/2011	06/08/2012	7,759.00	4,287.00	3,472.00
80. ALLERGAN INC COMMON	09/27/2010	06/08/2012	7,250.00	4,922.00	2,328.00
24. APPLE COMPUTER INC COM	06/21/2006	06/08/2012	13,706.00	1,396.00	12,310.00
726. ARM HOLDINGS PLC	02/25/2010	06/08/2012	16,979.00	6,730.00	10,249.00
490.829 ARTIO GLOBAL HIGH CLASS I	03/30/2011	06/08/2012	4,624.00	5,019.00	-395.00
8. BERKSHIRE HATHAWAY INC	05/01/2009	06/08/2012	645.00	492.00	153.00
12. BROWN FORMAN CORP CL B	07/13/2009	06/08/2012	1,061.00	509.00	552.00

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GEORGE B RUDY JR T/W FIVE CHARITIES

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 18. CAMERON INTERNATIONAL	03/09/2011	06/08/2012	824.00	1,111.00	-287.00
10. CATERPILLAR INC COMMON	03/29/2011	06/08/2012	865.00	1,092.00	-227.00
8. CHIPOTLE MEXICAN GRILL	03/30/2011	06/08/2012	3,210.00	2,164.00	1,046.00
20. CITRIX SYSTEMS INCORPORATED	09/27/2010	06/08/2012	1,510.00	1,402.00	108.00
32. COCA COLA CO COMMON ~	02/25/2010	06/08/2012	2,374.00	1,604.00	770.00
22. COGNIZANT TECHNOLOGY S CORP	09/18/2009	06/08/2012	1,297.00	845.00	452.00
36. CONOCOPHILLIPS	05/01/2009	06/08/2012	1,932.00	1,134.00	798.00
523.541 DREYFUS INTERNATIONAL	03/30/2011	06/08/2012	8,670.00	8,696.00	-26.00
136. DUKE ENERGY CORP	05/01/2009	06/08/2012	3,106.00	1,896.00	1,210.00
14. EXPRESS SCRIPTS HOLDING	05/20/2010	06/08/2012	738.00	707.00	31.00
16. GOOGLE INC CL A	05/01/2009	06/08/2012	9,213.00	6,345.00	2,868.00
42. HATTERAS FINANCIAL CORP	02/25/2010	06/08/2012	1,208.00	1,068.00	140.00
22. HERSHEY FOODS CORP COMMON	05/20/2010	06/08/2012	1,465.00	1,037.00	428.00
194. MEADWESTVACO CORP COMMON	05/03/2011	06/08/2012	5,323.00	5,831.00	-508.00
28. NEWMARKET CORPORATION	11/02/2009	06/08/2012	5,865.00	2,646.00	3,219.00
20. OCCIDENTAL PETROLEUM CORP	03/30/2011	06/08/2012	1,686.00	2,062.00	-376.00
2383.284 PIMCO TOTAL RETURN FUND	11/30/2010	06/08/2012	26,836.00	26,665.00	171.00
12. PERRIGO COMPANY	06/11/2010	06/08/2012	1,252.00	718.00	534.00
30. PFIZER INC COMMON ~	02/25/2010	06/08/2012	657.00	529.00	128.00
20. QUALCOMM INCORPORATED	09/27/2010	06/08/2012	1,156.00	840.00	316.00
8957.694 RIDGEWORTH SEIX FUND INC FD I	05/01/2008	06/08/2012	78,111.00	81,784.00	-3,673.00
1588. SPDR S&P DIVIDEND ETF	05/20/2010	06/08/2012	86,937.00	74,930.00	12,007.00
28. SCHLUMBERGER LTD COMMON	03/09/2011	06/08/2012	1,779.00	2,514.00	-735.00
22. STARWOOD HOTELS & RESORTS WORLDWIDE	03/30/2011	06/08/2012	1,129.00	1,275.00	-146.00
36. UDR INC COMMON	05/01/2009	06/08/2012	925.00	361.00	564.00

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23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 165,568.00

165,568.00

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