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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE MCMASTER FAMILY FOUNDATION INC

A Employer identification number
03-0577385

Number and street (or P O box number if mail is not delivered to street address)
215 SOUTH OCEAN GRANDE DRIVE Room U
Room/suite

B Telephone number (see instructions)
(904) 825-2110

City or town, state, and ZIP code
PONTE VEDRA, FL 32082

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)* ▶$ 989,806

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)	166,761			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	731	731		
	4	Dividends and interest from securities	16,240	16,240		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	60,155			
	b	Gross sales price for all assets on line 6a 926,086				
	7	Capital gain net income (from Part IV, line 2)		60,155		
	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	243,887	77,126		
Operating and Administrative Expenses	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)	950	950		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	416	416		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,162	1,162		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,528	2,528		0
	25	Contributions, gifts, grants paid	46,800			46,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,328	2,528		46,800
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	194,559			
	b	**Net investment income** (if negative, enter -0-)		74,598		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	200,394	458,219	458,219
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	588,219	466,573	500,782
	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)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	29,392	30,805	30,805
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	818,005	955,597	989,806
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	
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	818,005	955,597	
	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 page 17 of the instructions)	818,005	955,597	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	818,005	955,597	

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	818,005
2	Enter amount from Part I, line 27a	2	194,559
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,012,564
5	Decreases not included in line 2 (itemize) ▶	5	56,967
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	955,597

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
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	60,155
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	-6,823

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 page 18 of 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	44,100	845,372	000 052166
2010	41,350	805,427	000 051339
2009	35,100	714,223	000 049144
2008	44,725	847,517	000 052772
2007	37,850	771,139	000 049083

2	**Total** of line 1, column (d).	2	000 254504
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	000 050901
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	895,709
5	Multiply line 4 by line 3.	5	45,592
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	746
7	Add lines 5 and 6.	7	46,338
8	Enter qualifying distributions from Part XII, line 4.	8	46,800

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	746
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	
3	Add lines 1 and 2	3	746
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	746
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	9
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	755
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 2013 estimated tax** ▶ — **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NA

14 The books are in care of ▶LEE P McMASTER Telephone no ▶(904) 825-2110

Located at ▶215 0CEAN GRANDE DRIVE UNIT 201 PONTE VEDRA FL ZIP+4 ▶32082

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 |

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		No

See 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 page 20 of the instructions)?	1b		
	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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**

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

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

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

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**

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
LEE P McMASTER 215 S OCEAN GRANDE DRIVE UNIT 201 PONTE VEDRA, FL 32082	Dir, Pres, Treas 005 00	0		
LORETTA W McMASTER 215 S OCEAN GRANDE DRIVE UNIT 201 PONTE VEDRA, FL 32082	Dir, Sec 004 00	0		
CRAIG L McMASTER 215 S OCEAN GRANDE DRIVE UNIT 201 PONTE VEDRA, FL 32082	Dir, VP 003 00	0		
BRIAN W McMASTER 215 S OCEAN GRANDE DRIVE UNIT 201 PONTE VEDRA, FL 32082	Dir, VP 003 00	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

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

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
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	0
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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	878,340
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	31,009
d	**Total** (add lines 1a, b, and c)	1d	909,349
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	909,349
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,640
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	895,709
6	**Minimum investment return.** Enter 5% of line 5	6	44,785

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	44,785
2a	Tax on investment income for 2012 from Part VI, line 5	2a	746		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	746
3	Distributable amount before adjustments Subtract line 2c from line 1			3	44,039
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	44,039
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	44,039

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	46,800
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	46,800
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	746
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,054

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					44,039
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.	30,978				
b From 2008.					
c From 2009.					
d From 2010.	1,427				
e From 2011.	2,229				
f **Total** of lines 3a through e.		34,634			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 46,800					
a Applied to 2011, but not more than line 2a					
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.					44,039
e Remaining amount distributed out of corpus		2,761			
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		37,395			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
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) . . .		30,978			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		6,417			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	1,427				
d Excess from 2011. . . .	2,229				
e Excess from 2012. . . .	2,761				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

LEE P McMASTER
215 SOUTH OCEAN GRANDE DRIVE
PONTE VEDRA, FL 32082
(904) 825-2110

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

ON ORGANIZATION LETTERHEAD

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . ▶ **3a**				46,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	731	
4 Dividends and interest from securities. . . .			14	16,240	
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	60,155	
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). .				77,126	

13 Total. Add line 12, columns (b), (d), and (e). **13** 77,126

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ROBERT J CREAMER	ROBERT J CREAMER	2013-05-15		

Firm's name ▶ ROBERT J CREAMER PC

Firm's EIN ▶

Firm's address ▶ 412 MAIN STREET RIDGEFIELD, CT 06877

Phone no (203) 438-3033

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Dodge Cox Intl Stock Fund 20 514 shs	P	2011-12-20	2012-05-15
Fairholme Fund 790 222 shs	P	2012-02-24	2012-06-04
Fidelity Contrafund 62 273 shs	P	2012-01-02	2012-11-15
FMI Provident Trust Strat Fd 846 322 shs	P	2012-01-02	2012-05-18
Forester Value Fund 15 593 shs	P	2011-12-22	2012-09-13
Greenhaven Cont Comm Index Fd 2250 shs	P	2012-09-18	2012-11-15
Harbor Bond Inst 1651 564 shs	P	2012-02-02	2012-02-24
IShares Tr Dow Jones US Real Est 70 shs	P	2012-02-24	2012-11-15
Janus Triton Fund 38 701 shs	P	2011-12-20	2012-01-06
Janus Triton Fund 994 318 shs	P	2012-02-02	2012-11-15
Marathon Value Port Fd 58 901 shs	P	2011-12-28	2012-11-15
Neuberger Berman Genesis 89 885 shs	P	2012-01-02	2012-05-18
Neuberger Berman Genesis 454 673 shs	P	2012-07-10	2012-11-15
Nicholas Equity Inc 58 252 shs	P	2012-01-02	2012-06-04
Perkins Mid Cap Value Fd 68 953 shs	P	2011-12-22	2012-05-18
Provident Tr Strategy Fd 3519 276 shs	P	2012-07-10	2012-11-15
SPDR Index Shs SP Intl Mid Cap 430 shs	P	2012-02-24	2012-05-15
Turner Intl Growth Investor 2577 413 shs	P	2012-02-29	2012-05-15
Turner Intl Growth Investor 2595 356 shs	P	2012-07-10	2012-11-15
Vanguard Inflation Protected Sec 1425 884 shs	P	2012-01-02	2012-02-24
Vanguard Intl Eq Index FDS MSCI 770 shs	P	2012-09-26	2012-11-15
CBRE Clarion Global RE Inc 3100 shs	P	2010-08-06	2012-11-15
DCT Indl Tr Inc 1670 shs	P	2007-04-18	2012-02-27
Dodge Cox Intl Stock Fd 377 41 shs	P	2010-08-06	2012-02-24
Dodge Cox Intl Stock Fd 404 511 shs	P	2010-12-31	2012-05-15
Fidelity Contrafund 374 447 shs	P	2011-11-01	2012-11-15
FMI Provident Tr Strat Fd 2739 726 shs	P	2010-10-07	2012-05-18
Forester Value Fund 2700 107 shs	P	2011-09-01	2012-09-13
Greenhaven Cont Comm Index Fd 1875 shs	P	2010-08-06	2012-07-09
Homestead Small Co Stock Fd 170 175 shs	P	2010-08-06	2012-02-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Homestead Small Co Stock Fd 1650 shs	P	2010-08-06	2012-03-09
Indexiq ETF Tr IQ Hedge Multi 1480 shs	P	2010-09-28	2012-01-11
IShares Tr Dow Jones US Real Est 330 shs	P	2010-04-14	2012-11-15
IShares Tr MSCI Eafegrowth Index 385 shs	P	2010-09-07	2012-02-24
IShares Tr MSCI Eafesmall Cap Ind 105 shs	P	2010-08-06	2012-02-24
IShares Tr MSCI Eafesmall Cap Ind 305 shs	P	2010-08-06	2012-05-14
Janus Triton Fd Cl T Shs 1036 279 shs	P	2010-12-31	2012-01-06
Marathon Value Port Fd 646 958 shs	P	2010-08-06	2012-02-24
Marathon Value Port Fd 1476 827 shs	P	2011-11-01	2012-11-15
Neuberger Berman Genesis 381 043 shs	P	2010-09-05	2012-05-18
Nicholas Equity Inc 732 294 shs	P	2010-08-06	2012-02-24
Nicholas Equity Inc 477 065 shs	P	2011-06-01	2012-06-04
Perkins Mid Cap Value Fd 103 433 shs	P	2010-10-07	2012-02-24
Perkins Mid Cap Value Fd 668 357 shs	P	2011-05-01	2012-05-18
SPDR Index Shs FDS 415 shs	P	2010-09-07	2012-02-29
Vanguard Intl Eq Index 25 shs	P	2010-09-07	2012-02-24
Vanguard Intl Eq Index 25 shs	P	2010-09-07	2012-02-28
Vanguard Intl Eq Index 150 shs	P	2010-09-07	2012-05-14
Vanguard Intl Eq Index 200 shs	P	2010-09-07	2012-05-14
Vanguard Intl Eq Index 285 shs	P	2010-09-07	2012-05-14
Vanguard Intl Eq Index FDS Msci 70 shs	P	2010-08-06	2012-02-24
Vanguard Intl Eq Index FDS Msci 640 shs	P	2010-08-06	2012-05-14
Ventas Inc 500 shs	P	2007-07-27	2012-06-20
Ventas Inc 500 shs	P	2007-07-27	2012-06-20
Ventas Inc 400 shs	P	2007-07-31	2012-06-20
Short term loss - Form 6781	P	2012-12-01	2012-12-31
Long term loss - Form 6781	P	2011-12-01	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
603		666	-63
20,159		22,865	-2,706
4,610		3,818	792
7,109		7,009	100
188		186	2
65,939		69,195	-3,256
20,595		20,682	-87
4,283		4,239	44
633		537	96
17,202		17,500	-298
1,017		870	147
4,317		4,018	299
22,825		22,620	205
840		809	31
1,393		1,437	-44
31,075		30,125	950
11,082		12,362	-1,280
26,264		28,300	-2,036
27,121		26,265	856
20,504		18,887	1,617
31,200		31,863	-663
24,730		21,341	3,389
9,511		17,773	-8,262
12,530		12,252	278
11,881		13,132	-1,251
27,720		22,960	4,760
23,014		22,690	324
32,563		32,243	320
54,822		49,882	4,940
4,365		3,214	1,151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
42,009		31,066	10,943
40,323		41,296	-973
20,189		17,409	2,780
22,495		20,509	1,986
4,210		3,863	347
11,236		11,220	16
16,943		14,377	2,566
11,270		9,556	1,714
25,505		21,813	3,692
18,301		17,036	1,265
11,270		10,158	1,112
6,875		6,622	253
2,290		2,155	135
13,501		13,925	-424
16,749		16,774	-25
1,115		1,068	47
1,114		1,068	46
6,090		6,411	-321
8,119		8,540	-421
11,570		12,172	-602
3,108		2,966	142
25,329		27,118	-1,789
30,724		16,083	14,641
30,724		16,085	14,639
24,579		13,079	11,500
		1,529	-1,529
		2,293	-2,293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-63
			-2,706
			792
			100
			2
			-3,256
			-87
			44
			96
			-298
			147
			299
			205
			31
			-44
			950
			-1,280
			-2,036
			856
			1,617
			-663
			3,389
			-8,262
			278
			-1,251
			4,760
			324
			320
			4,940
			1,151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			10,943
			-973
			2,780
			1,986
			347
			16
			2,566
			1,714
			3,692
			1,265
			1,112
			253
			135
			-424
			-25
			47
			46
			-321
			-421
			-602
			142
			-1,789
			14,641
			14,639
			11,500
			-1,529
			-2,293

Form 990PF Part XV Line 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*				
Christ Episcopal Church Serenata 3175 South Ponte Vedra Blvd Ponte Vedra Beach, FL 32082		501c3	Charitable giving to public charity	5,000
First Congregational Church 103 Main Street Ridgefield, CT 06877		501c3	Charitable giving to public charity	21,500
ALS Association FL Chapter 27001 Agoura Rd Ste 250 Calabasas Hills, CA 91301		501c3	Charitable giving to public charity	500
Mennonite Disaster Service 583 Airport Rd Lititz, PA 17543		501c3	Charitable giving to public charity	1,000
St Nicholas Byzantine Catholic Church 13 Pembroke Rd Danbury, CT 06810		501c3	Charitable giving to public charity	1,000
HDHM for KJFF PO Box 5330 Brookfield, CT 06804		501c3	Charitable giving to public charity	3,000
The MIT Alumni Fund 77 Massachusetts Avenue Cambridge, MA 02139		501c3	Charitable giving to public charity	5,000
National MS Society PO Box 4527 New York, NY 10163		501c3	Charitable giving to public charity	200
Leukemia & Lymphoma Society 1311 Mamaroneck Ave White Plains, NY 10605		501c3	Charitable giving to public charity	200
Sean Robert Marsh Pediatric Heart Foundation PO Box 4820 Stamford, CT 06907		501c3	Charitable giving to public charity	1,000
National Psoriasis Foundation 6600 SW 92nd Ave ste 300 Portland, OR 97223		501c3	Charitable giving to public charity	1,000
Special Olympics Florida 1915 Don Wickham Dr Clermont, FL 34711		501c3	Charitable giving to public charity	200
Womens Center of Greater Danbury 2 West St Danbury, CT 06810		501c3	Charitable giving to public charity	200
Wolfson Children's Hospital 800 Prudential Dr Jacksonville, FL 32207		501c3	Charitable giving to public charity	200
Keeler Tavern Preservation Society 132 Main St Ridgefield, CT 06877		501c3	Charitable giving to public charity	200

Form 990PF Part XV Line 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*				
St Francis House 30 Boylston St Boston, MA 02116		501c3	Charitable giving to public charity	500
Ridgefield Volunteer Fire Dept 6 Catoonah St Ridgefield, CT 06877		501c3	Charitable giving to public charity	500
Regional Hospice of Western CT 405 Main St Danbury, CT 06810		501c3	Charitable giving to public charity	200
Meals on Wheels of Ridgefield 25 Gilbert St 6A Ridgefield, CT 06877		501c3	Charitable giving to public charity	200
Housatonic Habitat for Humanity 51 Sugar Hollow Rd Danbury, CT 06810		501c3	Charitable giving to public charity	250
Mayo Clinic - Good Samaritan 200 First St SW Rochester, MN 55905		501c3	Charitable giving to public charity	250
Friends of GTM Preserve 450 Guana River Rd Ponte Vedra Beach, FL 32082		501c3	Charitable giving to public charity	250
Founder's Hall 193 Danbury Rd Ridgefield, CT 06877		501c3	Charitable giving to public charity	200
Evelyn C Peeler Children's Holiday Fund 54 Danbury Rd Box 218 Ridgefield, CT 06877		501c3	Charitable giving to public charity	250
Betty Griffin House 1375 Arapaho Ave St Augustine, FL 32004		501c3	Charitable giving to public charity	500
Mercy Learning Center 637 Park Avenue Bridgeport, CT 06604		501c3	Charitable giving to public charity	1,000
Pie in the Sky 224 N Main St Hastings, FL 32145		501c3	Charitable giving to public charity	1,000
Council on Aging 180 Marine St St Augustine, FL 32084		501c3	Charitable giving to public charity	200
Project Safe PO Box 7532 Athens, GA 30604		501c3	Charitable giving to public charity	100
St Gerard's Campus 1405 US 1 South St Augustine, FL 32084		501c3	Charitable giving to public charity	100

Form 990PF Part XV Line 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*				
St Jude's Children's Hospital 262 Danny Thomas Place Memphis, TN 38105		501c3	Charitable giving to public charity	200
Ridgefield Operation for Animal Rescue 45 South Street Ridgefield, CT 06877		501c3	Charitable giving to public charity	100
Salvation Army 15 Foster St PO Box 826 Danbury, CT 06810		501c3	Charitable giving to public charity	500
Ann's Place 80 Saw Mill Road Danbury, CT 06810		501c3	Charitable giving to public charity	150
HOME US Route 1 PO BOX 10 Orland, ME 04472		501c3	Charitable giving to public charity	150
Total . . . . ▶ **3a**				46,800

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135011243

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE MCMASTER FAMILY FOUNDATION INC

Employer identification number
03-0577385

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE MCMASTER FAMILY FOUNDATION INC

Employer identification number
03-0577385

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lorlee LLC 215 S Ocean Grande Dr Unit 201 Ponte Vedra, FL 32082	$ 41,481	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
2	Lorlee LLC 215 S Ocean Grande Dr Unit 201 Ponte Vedra, FL 32082	$ 61,160	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
3	Lorlee LLC 215 S Ocean Grande Dr Unit 201 Ponte Vedra, FL 32082	$ 64,120	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE MCMASTER FAMILY FOUNDATION INC

Employer identification number
03-0577385

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1650 shs HSCSX Homestead Small Co Stock Fund	$ 41,481	2012-03-12
2	1000 shs VTR Ventas Corp	$ 61,160	2012-06-19
3	1000 shs VTR Ventas Corp	$ 64,120	2012-11-07
		$	
		$	
		$	

Name of organization
THE MCMASTER FAMILY FOUNDATION INC

Employer identification number
03-0577385

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC

EIN: 03-0577385

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Robert J Creamer - Tax Prep Fee	950	950		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC
EIN: 03-0577385
Software ID: 12000057
Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Dodge Cox Intl Stock Fund 20 514 shs	2011-12	P	2012-05		603	666			-63	
Fairholme Fund 790 222 shs	2012-02	P	2012-06		20,159	22,865			-2,706	
Fidelity Contrafund 62 273 shs	2011-01	P	2012-11		4,610	3,818			792	
FMI Provident Trust Strat Fd 846 322 shs	2011-02	P	2012-05		7,109	7,009			100	
Forester Value Fund 15 593 shs	2011-12	P	2012-09		188	186			2	
Greenhaven Cont Comm Index Fd 2250 shs	2012-09	P	2012-11		65,939	69,195			-3,256	
Harbor Bond Inst 1651 564 shs	2012-02	P	2012-02		20,595	20,682			-87	
IShares Tr Dow Jones US Real Est 70 shs	2012-02	P	2012-11		4,283	4,239			44	
Janus Triton Fund 38 701 shs	2011-12	P	2012-01		633	537			96	
Janus Triton Fund 994 318 shs	2012-02	P	2012-11		17,202	17,500			-298	
Marathon Value Port Fd 58 901 shs	2011-12	P	2012-11		1,017	870			147	
Neuberger Berman Genesis 89 885 shs	2011-02	P	2012-05		4,317	4,018			299	
Neuberger Berman Genesis 454 673 shs	2012-07	P	2012-11		22,825	22,620			205	
Nicholas Equity Inc 58 252 shs	2011-02	P	2012-06		840	809			31	
Perkins Mid Cap Value Fd 68 953 shs	2011-12	P	2012-05		1,393	1,437			-44	
Provident Tr Strategy Fd 3519 276 shs	2012-07	P	2012-11		31,075	30,125			950	
SPDR Index Shs SP Intl Mid Cap 430 shs	2012-02	P	2012-05		11,082	12,362			-1,280	
Turner Intl Growth Investor 2577 413 shs	2012-02	P	2012-05		26,264	28,300			-2,036	
Turner Intl Growth Investor 2595 356 shs	2012-07	P	2012-11		27,121	26,265			856	
Vanguard Inflation Protected Sec 1425 884 shs	2011-02	P	2012-02		20,504	18,887			1,617	
Vanguard Intl Eq Index FDS MSCI 770 shs	2012-09	P	2012-11		31,200	31,863			-663	
CBRE Clarion Global RE Inc 3100 shs	2010-08	P	2012-11		24,730	21,341			3,389	
DCT Indl Tr Inc 1670 shs	2007-04	P	2012-02		9,511	17,773			-8,262	
Dodge Cox Intl Stock Fd 377 41 shs	2010-08	P	2012-02		12,530	12,252			278	
Dodge Cox Intl Stock Fd 404 511 shs	2011-02	P	2012-05		11,881	13,132			-1,251	
Fidelity Contrafund 374 447 shs	2011-02	P	2012-11		27,720	22,960			4,760	
FMI Provident Tr Strat Fd 2739 726 shs	2010-10	P	2012-05		23,014	22,690			324	
Forester Value Fund 2700 107 shs	2011-02	P	2012-09		32,563	32,243			320	
Greenhaven Cont Comm Index Fd 1875 shs	2010-08	P	2012-07		54,822	49,882			4,940	
Homestead Small Co Stock Fd 170 175 shs	2010-08	P	2012-02		4,365	3,214			1,151	
Homestead Small Co Stock Fd 1650 shs	2010-08	P	2012-03		42,009	31,066			10,943	
Indexiq ETF Tr IQ Hedge Multi 1480 shs	2010-09	P	2012-01		40,323	41,296			-973	
IShares Tr Dow Jones US Real Est 330 shs	2010-04	P	2012-11		20,189	17,409			2,780	
IShares Tr MSCI Eafegrowth Index 385 shs	2010-09	P	2012-02		22,495	20,509			1,986	
IShares Tr MSCI Eafesmall Cap Ind 105 shs	2010-08	P	2012-02		4,210	3,863			347	
IShares Tr MSCI Eafesmall Cap Ind 305 shs	2010-08	P	2012-05		11,236	11,220			16	
Janus Triton Fd Cl T Shs 1036 279 shs	2011-02	P	2012-01		16,943	14,377			2,566	
Marathon Value Port Fd 646 958 shs	2010-08	P	2012-02		11,270	9,556			1,714	
Marathon Value Port Fd 1476 827 shs	2011-02	P	2012-11		25,505	21,813			3,692	
Neuberger Berman Genesis 381 043 shs	2010-09	P	2012-05		18,301	17,036			1,265	
Nicholas Equity Inc 732 294 shs	2010-08	P	2012-02		11,270	10,158			1,112	
Nicholas Equity Inc 477 065 shs	2011-02	P	2012-06		6,875	6,622			253	
Perkins Mid Cap Value Fd 103 433 shs	2010-10	P	2012-02		2,290	2,155			135	
Perkins Mid Cap Value Fd 668 357 shs	2011-02	P	2012-05		13,501	13,925			-424	
SPDR Index Shs FDS 415 shs	2010-09	P	2012-02		16,749	16,774			-25	
Vanguard Intl Eq Index 25 shs	2010-09	P	2012-02		1,115	1,068			47	
Vanguard Intl Eq Index 25 shs	2010-09	P	2012-02		1,114	1,068			46	
Vanguard Intl Eq Index 150 shs	2010-09	P	2012-05		6,090	6,411			-321	
Vanguard Intl Eq Index 200 shs	2010-09	P	2012-05		8,119	8,540			-421	
Vanguard Intl Eq Index 285 shs	2010-09	P	2012-05		11,570	12,172			-602	
Vanguard Intl Eq Index FDS Msci 70 shs	2010-08	P	2012-02		3,108	2,966			142	
Vanguard Intl Eq Index FDS Msci 640 shs	2010-08	P	2012-05		25,329	27,118			-1,789	
Ventas Inc 500 shs	2007-07	P	2012-06		30,724	16,083			14,641	
Ventas Inc 500 shs	2007-07	P	2012-06		30,724	16,085			14,639	
Ventas Inc 400 shs	2007-07	P	2012-06		24,579	13,079			11,500	
Short term loss - Form 6781	2011-02	P	2012-12			1,529			-1,529	
Long term loss - Form 6781	2011-02	P	2012-12			2,293			-2,293	

TY 2012 General Explanation Attachment

Name: THE MCMASTER FAMILY FOUNDATION INC

EIN: 03-0577385

Software ID: 12000057

Software Version: 12.15.422.1

TY 2012 Investments Corporate Stock Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC
EIN: 03-0577385
Software ID: 12000057
Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 shares of BP PLC ADR	6,659	4,164
112 shares of BANK OF AMERICA CORP	2,519	1,300
9 shares of CITIGROUP INC	4,491	356
1013 shares of HANCOCK JOHN PFD INCOME FD	23,043	22,195
184 shares of JPMORGAN CHASE CO	5,375	8,090
90 shares of JOHNSON JOHNSON	3,571	6,309
47 shares of NOVARTIS AG ADR	1,768	2,975
150 shares of WELLS FARGO CO	3,563	5,127
720 shares of FAIRHOLME FUND	20,235	22,637
3160 shares of T ROWE PRICE HIGH YLD BD	21,554	22,055
624 shares of FIDELITY CASH RESERVES		624
2830 shares of DCT INDL TR INC	30,233	18,367
1000 shares of VENTAS INC	32,168	64,720
631 shares of HOMESTEAD SMALL COMPANY STK FD	11,878	17,096
4171 shares of DODGE COX INCOME FUND	56,915	57,815
1730 shares of HARBOR BOND INST	21,664	21,594
2611 shares of LOOMIS SAYLES GLOBAL BOND RETAIL	43,895	44,809
1300 shares of INDEXIQ ETF TR IQ HEDGE MULTI STRATEGY	36,026	36,153
650 shares of SPDR SER TR SP DIV ETF	36,505	37,804
460 shares of SECTOR SPDR TR SHS BEN INT UTIL	16,126	16,064
781 shares of VANGUARD SELECTED VALUE INVESTOR FUND	15,307	16,390
1889 shares of DOUBLELINE TOTAL RET BOND FUND	21,194	21,398
5873 shares of RIDGEWORTH FLOATING RATE INC FD	51,884	52,740

TY 2012 Other Assets Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC

EIN: 03-0577385

Software ID: 12000057

Software Version: 12.15.422.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MASS MUTUAL LIFE INSURANCE POLICY	29,392	30,805	30,805

TY 2012 Other Decreases Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC

EIN: 03-0577385

Software ID: 12000057

Software Version: 12.15.422.1

Description	Amount
Timing Differences and Unrealized Appreciation	56,967

TY 2012 Other Expenses Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC

EIN: 03-0577385

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	726	726		
ANNUAL REPORT EXPENSE	70	70		
INVESTMENT EXPENSE PER K-1	366	366		

TY 2012 Taxes Schedule

Name: THE MCMASTER FAMILY FOUNDATION INC
EIN: 03-0577385
Software ID: 12000057
Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Income tax	398	398		
Foreign Tax on Dividends	18	18		

TY 2012 IRS Payment

Name:	THE MCMASTER FAMILY FOUNDATION INC
EIN:	03-0577385
Software ID:	12000057
Software Version:	12.15.422.1
Routing Transit Number:	101205681
Bank Account Number:	39900000744479314
Type of Account:	Checking
Payment Amount in Dollars and Cents:	755
Requested Payment Date:	2013-05-15
Taxpayer's Daytime Phone Number:	(904) 825-2110