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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 M J SURGALA TRUST		A Employer identification number 11-6556638	
Number and street (or P O box number if mail is not delivered to street address) 5966 WYNDEMERE DRIVE		B Telephone number (see instructions) (814) 838-4921	
City or town, state, and ZIP code ERIE, PA 16505		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 16,333,656		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,006	1,006	1,006	
	4 Dividends and interest from securities.	350,875	350,875	350,875	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	125,661			
	b Gross sales price for all assets on line 6a <u>499,721</u>				
	7 Capital gain net income (from Part IV , line 2)		125,661		
	8 Net short-term capital gain			1,695	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	477,542	477,542	353,576	
	13 Compensation of officers, directors, trustees, etc	93,714	93,714	93,714	93,714
	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) 	7,450	7,450	7,450	7,450
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	6,000	6,000	6,000	6,000
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	23,300	750	23,250	23,250
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	130,464	107,914	130,414	130,414
	25 Contributions, gifts, grants paid	648,350			648,350
	26 Total expenses and disbursements. Add lines 24 and 25	778,814	107,914	130,414	778,764
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-301,272			
	b Net investment income (if negative, enter -0-)		369,628		
	c Adjusted net income (if negative, enter -0-) . . .			223,162	

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	2,974,145	2,690,400	2,690,400
	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)	8,538,992	8,511,032	12,153,627
	c	Investments—corporate bonds (attach schedule).	1,344,433	1,354,866	1,489,629
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,857,570	12,556,298	16,333,656
	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	12,857,570	12,556,298	
	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			
	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)	12,857,570	12,556,298	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,857,570	12,556,298	

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	12,857,570
2	Enter amount from Part I, line 27a	2	-301,272
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,556,298
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,556,298

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	125,661
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	1,695

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	659,284	15,618,867	0 042211
2010	555,279	13,314,410	0 041705
2009	588,505	11,816,064	0 049806
2008	587,150	12,977,640	0 045243
2007	542,517	12,724,555	0 042635

2 Total of line 1, column (d).	2	0 221600
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 044320
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	16,370,924
5 Multiply line 4 by line 3.	5	725,559
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,696
7 Add lines 5 and 6.	7	729,255
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	778,764

Part VIExcise 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	3,696	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	3,696	
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	3,696	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,450		
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	7,450	
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,754	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	3,754	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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) ☒ NY _____			
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 N/A				
14	The books are in care of MARY LINCOLN Telephone no (814) 838-4921 Located at 5966 WYNDEMERE DR ERIE PA ZIP+4 16505			
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)? Organizations relying on a current notice regarding disaster assistance check here.	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 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? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
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		No
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
MARY LINCOLN TRUSTEE	EXEC DIR	93,714	0	0
5966 WYNDEMERE DRIVE	8 00			
ERIE,PA 16505				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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	
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	
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	13,761,279
b	Average of monthly cash balances.	1b	2,858,948
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,620,227
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	16,620,227
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	249,303
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,370,924
6	Minimum investment return. Enter 5% of line 5.	6	818,546

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	818,546
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,696
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,696
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	814,850
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	814,850
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	814,850

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	778,764
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	778,764
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	3,696
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	775,068
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				814,850
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			773,600	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				3,378
f Total of lines 3a through e.	3,378			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 778,764				
a Applied to 2011, but not more than line 2a			773,600	
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.				
e Remaining amount distributed out of corpus	5,164			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,378			3,378
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,164			
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.				811,472
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	5,164			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	5,164			

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)

☐ 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			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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

MARY LINCOLN TRUSTEE
5966 WYNDEMERE DRIVE
ERIE, PA 16505
(814) 868-4921

b

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

CONTACT THE TRUSTEE FOR INFORMATION ON SUBMITTING APPLICATIONS

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

AWARDS ARE MADE IN THE FIELDS OF HEALTHCARE, EDUCATION, SOCIAL SERVICES AND THE ARTS

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 Additional Data Table				
Total			3a	648,350
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
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.			

[illegible]

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.		
	*****	2013-11-11	*****
	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
	DAVID M LASTOWSKI CPA	DAVID M LASTOWSKI CPA			
	Firm's name ☐	DAVID M LASTOWSKI CPA 1137 W 38TH ST ERIE, PA 165082457		Firm's EIN ☐	Phone no (814) 868-4802

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)
FACEBOOK, INC	P	2012-05-17	2012-05-18
MOTORS LIQ CO GUC TR UBI	P	2012-06-12	2012-06-12
KRAFT FOOD GROUP INC COM	P	2002-02-05	2012-10-01
USB CAP IX	P	2006-08-23	2012-05-18
WPX ENERGY INC	P	2011-11-22	2012-02-23
APPLE INC	P	2008-11-02	2012-11-08
BARCLAYS BANK IPATH NEW PATH	P	2010-05-20	2012-10-08
INTEL CORP	P	2008-10-23	2012-01-03
INTERNATIONAL BUSINESS MACHINES	P	2005-12-08	2012-01-20
VALERO ENERGY CORP NEW	P	2008-05-21	2012-12-21

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)
20,630	0	19,000	1,630
12	0	0	12
16	0	6	10
100,000	0	100,000	0
602	0	549	53
108,969	0	67,163	41,806
26	0	405	-379
61,615	0	36,652	24,963
183,571	0	114,845	68,726
24,280	0	35,440	-11,160

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	
0	0	0	1,630
0	0	0	12
0	0	0	10
0	0	0	0
0	0	0	53
0	0	0	41,806
0	0	0	-379
0	0	0	24,963
0	0	0	68,726
0	0	0	-11,160

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST JOSEPH'S MEDICAL CENTER FDN 703 MAIN STREET PATERSON,NJ 07503		501(c)(3)	FACILITY SERVING RESI- REGIONAL HEALTH CAREENTS OF PATERSON NJ	25,000
DEPARTMENT OF COMMUNITY MEDICINE MT SINAI MEDICAL CENTER NEWYORK,NY 10011		509(a)(1)	HOMEBOUND AND HOMELESSCOMMUNITY HEALTH CARE FOR	50,000
CLEVELAND CLINIC 9500 EUCLID AVENUE CLEVELAND,OH 44195		501(c)(3)	HEALTH CARE FACILITYACADEMIC AND RESEARCH	5,000
COMMUNITY SHELTER SERVICES 655 WEST 16TH STREET ERIE,PA 16503		501(c)(3)	FOR THE HOMELESSPROVIDES RESIDENCE	10,000
HAMOT HEALTH FOUNDATION 2 EAST 2ND STREET ERIE,PA 16507		501(c)(3)	OF THE WOMEN'S ANDFOR THE CONSTRUCTIONCHILDREN'S HOSPITAL	8,000
UNITARIAN UNIVERSALIST CONGREGATION 7180 PERRY HIGHWAY ERIE,PA 16509		501(c)(3)	RELIGIOUS	15,000
NEIGHBORHOOD ART HOUSE 201 EAST 10TH STREET ERIE,PA 16503		501(c)(3)	TION AND SUPPORT TOPROVIDES ART EDUCA- INNER CITY YOUTH	10,000
ERIE PHILHARMONIC ORCHESTRA 1006 STATE STREET ERIE,PA 16501		501(c)(3)	ORCHESTRA TO THE REGIONSUPPORTS A SYMPHONY	12,500
ERIE CITY MISSION 1023 FRENCH STREET ERIE,PA 16501		501(c)(3)	AND POOR WITH SHELTERASSISTS THE HOMELESSAND HOT MEALS	130,000
ST CASMIR'S CHURCH 147 MONTGOMERY STREET PATERSON,NJ 07501		501(c)(3)	RELIGIOUS	2,000
ERIE ART MUSEUM 417 STATE STREET ERIE,PA 16507		501(c)(3)	ART EXHIBITS ANDPROVIDES A MUSEUM FORART EDUCATION	1,000
BOCA RATON REGIONAL HOSPITAL 800 MEADOWS ROAD BOCA RATON,FL 33486		501(c)(3)	HEALTH CARE SERVICESPROVIDES COMMUNITY	5,000
SALVATION ARMY 1209 SASSAFRAS STREET ERIE,PA 16502		501(c)(3)	SERVICES TO THEPROVIDES SOCIALPOOR AND HOMELESS	5,000
MERCY CENTER FOR WOMEN 1039 EAST 27TH STREET ERIE,PA 16504		501(c)(3)	SERVICES TO WOMEN INPROVIDES SUPPORTIVENEED	11,000
ERIE HOMES FOR CHILDREN AND ADULTS 226 EAST 27TH STREET ERIE,PA 16504		501(c)(3)	SUPPORTIVE CARE TOPROVIDES HOUSING ANDINDIVIDUALS WITH DISABILITIES	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
ERIE PLAYHOUSE 13 WEST 10TH STREET ERIE,PA 16501		501(c)(3)	THEATRE AND PROMOTESPROVIDES A COMMUNITYEDUCATION IN THEATRE	20,000
BOCA RATON MUSEUM OF ART 501 PLAZA REAL BOCA RATON,FL 33432		501(C)(3)	ART EXHIBITS ANDPROVIDES A MUSEUM FORART EDUCATION	4,600
EMMAUS MINISTRIES 310 EAST 10TH STREET ERIE,PA 16503		501(C)(3)	SHELTER TO THEPROVIDES MEALS ANDHOMELESS	10,000
ERIE ZOOLOGICAL SOCIETY 423 WEST 38TH STREET ERIE,PA 16508		501(C)(3)	RECREATIONAL ACTIVITIESPROVIDES EDUCATIONAL ANDTHROUGH A COMMUNITY ZOO	3,500
UNITED WAY OF ERIE 420 WEST 6TH STREET ERIE,PA 16507		501(C)(3)	SOCIAL SERVICE ORGANIZATIONSPROVIDES ASSISTANCE TOIN THE ERIE AREA	10,000
VISITING NURSE ASSOCIATION 2253 W GRANDVIEW BLVD ERIE,PA 16508		501(C)(3)	PORTIVE CARE TO TERMIN- PROVIDES HEALTH AND SUP- ALLY ILL INDIVIDUALS	5,000
MARCH OF DIMES 1407 PENINSULA DRIVE ERIE,PA 16505		501(C)(3)	OF PREGNANT WOMENPROMOTES HEALTHAND THEIR BABIES	850
FLAGSHIP NIAGARA LEAGUE 150 EAST FRONT STREET ERIE,PA 16507		501(C)(3)	PRESERVATION OF THEWORKS TO PROMOTEFLAGSHIP NIAGARA	26,200
SAFE NET PO BOX 1436 ERIE,PA 16512		501(C)(3)	WOMEN SUFFERINGASSISTANCE TOFROM DOMESTIC ABUSE	10,250
ST PAUL'S NEIGHBORHOOD FREE CLINIC 1608 WALNUT STREET ERIE,PA 16502		501(C)(3)	CLINIC FOR LOWFREE MEDICALINCOME INDIVIDUALS	5,000
ASBURY WOODS PARTNERSHIP 4105 ASBURY ROAD ERIE,PA 16506		501(C)(3)	AND NATURECOMMUNITY PARKCENTER	2,000
BAYFRONT CTR FOR MARITIME STUDIES 40 HOLLAND STREET ERIE,PA 16507		501(C)(3)	MARITIME EDUCATIONALUNIQUE HANDS ON& RECREATIONAL	5,000
ST MARY'S HIGH SCHOOL 1300 NORTHERN BLVD MANHASSET,NY 11030		501(C)(3)	ORGANIZATIONRELIGIOUS	20,000
CROHN'S AND COLITIS FOUNDATION 300 PENN CENTER BLVD PITTSBURGH,PA 15235		501(C)(3)	ASSISTANCE TORESEARCH ANDINDIVIDUALS	3,000
JUNIOR ACHIEVEMENT OF WESTERM PA 5101 JORDAN ROAD BURKE ERIE,PA 16563		501(C)(3)	PREPARE YOUNG PEOPLE TOPROGRAMS TO INSPIRE ANDSUCCEED IN A GLOBAL ECONOMY	2,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SECOND HARVEST FOOD BANK OF NWPA 1507 GRIMM DRIVE ERIE,PA 16502		501(C)(3)	FOOD TO THE POORPROVIDES LOW COSTIN NW PA	10,000
PRESQUE ISLE PARTNERSHIP 301 PENINSULA DRIVE ERIE,PA 16505		501(C)(3)	IN THE OPERATION OFSUPPORTS THE PA DNRPRESQUE ISLE STATE PARK	2,500
EXPERIENCE CHILDREN'S MUSEUM 420 FRENCH STREET ERIE,PA 16507		501(C)(3)	MUSEUMOPERATES A CHILDREN'S	1,500
YMCA OF ERIE 3727 CHERRY STREET ERIE,PA 16508		501(C)(3)	TEEN PROGRAMSUPPORT OF THE	5,000
UNITARIAN UNIVERSALIST CHURCH OF GIRARD MYRTLE STREET GIRARD,PA 16417		501(C)(3)	RELIGIOUS	2,000
ERIE SUMMER FESTIVAL OF THE ARTS 1001 STATE STREET ERIE,PA 16501		501(C)(3)	ARTS FESTIVALMULTI MEDIA	5,000
SISTERS OF ST JOSEPH NEIGHBORHOOD NETWORK 425 WEST 18TH STREET ERIE,PA 16502		501(C)(3)	ORGANIZATIONSOCIAL SERVICE	5,000
PUBLIC BROADCASTING OF NW PA 8425 PEACH STREET ERIE,PA 16509		501(C)(3)	AND RADIOPUBLIC TELEVISION	200
REGIONAL CANCER CENTER 2500 WEST 12TH STREET ERIE,PA 16505		501(C)(3)	CANCER TREATMENT	5,500
AMERICAN CANCER SOCIETY 2115 WEST 38TH STREET ERIE,PA 16508		501(C)(3)	AND RESEARCHCANCER TREATMENT	5,000
AMERICAN RED CROSS - ERIE 4961 PITTSBURGH AVENUE ERIE,PA 16509		501(C)(3)	DISASTER ASSISTANCE	5,250
AMERICAN RED CROSS - PALM BEACH 825 FERN STREET PALM BEACH,FL 33487		501(C)(3)	ASSISTANCEDISASTER	1,500
ERIE WOMEN'S FUND OF ECF 459 WEST 6TH STREET ERIE,PA 16507		501(C)(3)	OF INTEREST TOSUPPORTS CAUSES WOMEN	1,000
ST VINCENT HOSPITAL FOUNDATION 252 WEST 25TH STREET ERIE,PA 16502		501(C)(3)	HOSPITAL	2,000
GANNON UNIVERSITY UNIVERSITY SQUARE ERIE,PA 16501		501(C)(3)	UNIVERSITYACCREDITED	30,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PENN STATE ERIE - BEHREND COLLEGE 4701 COLLEGE DRIVE ERIE,PA 16563		501(C)(3)	COLLEGEACCREDITED	5,000
ARTS ERIE 3 EAST 4TH STREET ERIE,PA 16507		501(C)(3)	AGENCYLOCAL ARTS	5,000
ACHIEVEMENT CENTER 2420 WEST 23 STREET ERIE,PA 16505		501(C)(3)	DISABLED CHILDRENASSISTANCE TO	1,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS,TX 75231		501(C)(3)	TREATMENT OFRESEARCH ANDHEART DESEASE	1,000
BETHESDA FOUNDATION FOR CHILDREN 15667 HIGHWAY 86 MEADVILLE,PA 16335		501(C)(3)	AND MENTAL HEALTHPROVIDES BEHAVIORALSERVICES TO CHILDREN	10,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2115 WEST 8TH STREET ERIE,PA 16505		501(C)(3)	THE CHALLANGES OF LIVINGASSIST INDIVIDUALS WITHWITH MULTIPLE SCLEROSIS	1,000
GREAT LAKES HOSPICE 1700 PEACH STREET ERIE,PA 16501		501(C)(3)	HOSPICE CARE	1,000
ERIE COUNTY DIABETES ASSOC 1128 STATE STREET ERIE,PA 16501		501(C)(3)	DIABETES EDUCATION	1,000
PENNSYLVANIA STATE UNIVESRITY UNIVERSITY PARK STATE COLLEGE,PA 16802		501(C)(3)	FUNDSCHOLARSHIP	100,000
STAIRWAYS BEHAVIORIAL HEALTH 2185 WEST 8TH STREET ERIE,PA 16505		501(C)(3)	MENTAL HEALTH SERVICESPROVIDES OUTPATIENT	5,000
Total  3a				648,350

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: M J SURGALA TRUST

EIN: 11-6556638

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ALL SALES		Purchased		VARIOUS	499,721	374,060	Cost		125,661	

TY 2012 General Explanation Attachment**Name:** M J SURGALA TRUST**EIN:** 11-6556638

Identifier	Return Reference	Explanation
PART XII LINE 3b		AMOUNTS SET ASIDE FOR SPECIFIC PROJECTS SATISFYING THE CASH DISTRIBUTION TEST CONTRIBUTION TO BE PAID TO ERIE CITY MISSION 1023 STATE STREET ERIE, PA 16501 CONTRIBUTION AMOUNT \$110,000 TO BE PAID AS FOLLOWS YEAR 2012 \$27,500 YEAR 2013 \$27,500 YEAR 2014 \$27,500 TEAR 2015 \$27,500

TY 2012 Investments Corporate Bonds Schedule

Name: M J SURGALA TRUST

EIN: 11-6556638

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY DW INC. 684-032215-020	835,238	918,689
CHARLES SCHWAB & CO	519,628	570,940

**TY 2012 Investments Corporate
Stock Schedule****Name:** M J SURGALA TRUST**EIN:** 11-6556638

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB & CO	1,578,625	2,181,251
IBM CORPORATION (DIVIDEND REINVESTMENT PROGRAM)	3,944,779	6,555,557
MORGAN STANLEY DW INC. 684-032215-020	2,987,628	3,416,819

TY 2012 Other Expenses Schedule

Name: M J SURGALA TRUST

EIN: 11-6556638

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGISTRATION FEES	750	750	750	750
ADMINISTRATIVE EXPENSE	22,550		22,500	22,500

TY 2012 Taxes Schedule

Name: M J SURGALA TRUST

EIN: 11-6556638

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX ON NET INVESTMENT INCOME	7,450	7,450	7,450	7,450