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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 , and ending

Name of foundation
PIERCE FAMILY CHARITABLE FOUNDATION
C/O FREDERICK G. PIERCE II

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
70 WEST CHIPPEWA ST, SUITE 609

City or town, state, and ZIP code
BUFFALO, NY 14202

A Employer identification number
13-3914726

B Telephone number
716-566-2950

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,271,023.

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))	(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	52,943.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	11,861.	11,861.		STATEMENT 1
	4	Dividends and interest from securities	28,628.	28,628.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,017.			
	b	Gross sales price for all assets on line 6a 57,688.				
	7	Capital gain net income (from Part IV, line 2)		3,017.		
	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)				
	11	Other income	965.	4,117.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	97,414.	47,623.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	8,158.	4,079.		4,079.
	c	Other professional fees STMT 5	14,487.	14,487.		0.
	17	Interest				
	18	Taxes STMT 6	4,019.	519.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	11,607.	11,342.		265.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,271.	30,427.		4,344.
	25	Contributions, gifts, grants paid	82,630.			82,630.
	26	**Total expenses and disbursements.** Add lines 24 and 25	120,901.	30,427.		86,974.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-23,487.			
	b	**Net investment income** (if negative, enter -0-)		17,196.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3,204.	2,008.	2,008.
	2	Savings and temporary cash investments	425,772.	568,750.	568,750.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 10	620,862.	801,672.	1,043,906.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	665,693.	322,417.	656,359.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,715,531.	1,694,847.	2,271,023.
Liabilities	17	Accounts payable and accrued expenses	808.	808.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	808.	808.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	1,239,919.	1,239,919.	
	29	Retained earnings, accumulated income, endowment, or other funds	474,804.	454,120.	
	30	**Total net assets or fund balances**	1,714,723.	1,694,039.	
	31	**Total liabilities and net assets/fund balances**	1,715,531.	1,694,847.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,714,723.
2	Enter amount from Part I, line 27a	2	-23,487.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	13,312.
4	Add lines 1, 2, and 3	4	1,704,548.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	10,509.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,694,039.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	57,688.		51,299.	3,017.

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				
b				
c				
d				
e				3,017.

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 3,017.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	79,823.	2,034,140.	.039242
2010	91,690.	1,778,423.	.051557
2009	100,576.	1,521,864.	.066087
2008	73,752.	1,731,378.	.042597
2007	107,668.	1,787,252.	.060242

2	Total of line 1, column (d)	2	.259725
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	.051945
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,199,033.
5	Multiply line 4 by line 3	5	114,229.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	172.
7	Add lines 5 and 6	7	114,401.
8	Enter qualifying distributions from Part XII, line 4	8	86,974.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	344.
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	344.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	344.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,488.		
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	3,488.
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	3,144.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	3,144.	**Refunded** ▶	11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶716-566-2950

Located at ▶70 W. CHIPPEWA, SUITE 609, BUFFALO, NY ZIP+4 ▶14202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
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.) N/A	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. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
FREDERICK G. PIERCE II 70 WEST CHIPPEWA ST, SUITE 609 BUFFALO, NY 14202	PRES, TRES 0.50	0.	0.	0.
LISA N. PIERCE 70 WEST CHIPPEWA ST, SUITE 609 BUFFALO, NY 14202	VP, SEC 0.10	0.	0.	0.
SEYMOUR H. KNOX IV 250 MIDDLESEX ROAD BUFFALO, NY 14216	DIRECTOR 0.10	0.	0.	0.
ALAN GORDON 9330 SEARS TOWER CHICAGO, IL 60606	DIRECTOR 0.10	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,285,692.
b	Average of monthly cash balances		1b	739,929.
c	Fair market value of all other assets		1c	206,900.
d	**Total** (add lines 1a, b, and c)		1d	2,232,521.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,232,521.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	33,488.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,199,033.
6	**Minimum investment return.** Enter 5% of line 5		6	109,952.

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	109,952.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 344.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	344.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	109,608.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	109,608.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	109,608.

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	86,974.
b	Program-related investments - total from Part IX-B	1b	0.
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	86,974.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	86,974.

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				109,608.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 16,568.				
d From 2010 5,125.				
e From 2011				
f **Total** of lines 3a through e	21,693.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 86,974.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				86,974.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	21,693.			21,693.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				941.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

MR. FREDERICK G. PIERCE II, 716-566-2950
70 W. CHIPPEWA ST, SUITE 609, BUFFALO, NY 14202

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

c Any submission deadlines:

N/A

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

N/A

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*				82,630.
Total			▶ 3a	82,630.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	11,861.	
4 Dividends and interest from securities			14	28,628.	
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	900000	-3,552.	14	4,117.	
8 Gain or (loss) from sales of assets other than inventory			18	3,017.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a GSI 6 LLC					400.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-3,552.		47,623.	400.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 44,471.

(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).
11A	TAX EXEMPT INTEREST

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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

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

Signature of officer or trustee	Date	Title
		PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DIANE M WIKTOROWSKI		10/29/13		P00141361

Firm's name ▶ SZYMKOWIAK & ASSOCIATES CPAS, PC — Firm's EIN ▶ 16-1600045

Firm's address ▶ 6325 MAIN STREET, SUITE 100
WILLIAMSVILLE, NY 14221

Phone no. 716-626-2626

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
PIERCE FAMILY CHARITABLE FOUNDATION C/O FREDERICK G. PIERCE II	13-3914726

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	Employer identification number
PIERCE FAMILY CHARITABLE FOUNDATION C/O FREDERICK G. PIERCE II	13-3914726

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	PHYLLIS W. PIERCE CHARITABLE LEAD ANNUITY TRUST 70 WEST CHIPPEWA ST, SUITE 609 BUFFALO, NY 14202	$ 52,943.	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.)
		$	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	Employer identification number
PIERCE FAMILY CHARITABLE FOUNDATION C/O FREDERICK G. PIERCE II	13-3914726

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

PIERCE FAMILY CHARITABLE FOUNDATION
C/O FREDERICK G. PIERCE II

Employer identification number

13-3914726

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) ▶ $__________

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

NOTICE OF INSPECTION

The Annual Report of The Pierce Family Charitable Foundation for the year ended December 31, 2012 is available for public inspection through Mrs. Patricia Emmi, Suite 609, Root Building, 70 West Chippewa St., Buffalo, NY 14202 (716) 566-2950, during regular business hours by any citizen who requests inspection within 180 days of publication thereof.

The Pierce Family Foundation

13-1100 oct28

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WHERE THE REQUEST IS FOR A SUM IN EXCESS OF $250, THE APPLICANT SHOULD SUBMIT A LETTER DESCRIBING THE PROPOSED PROJECT. THE LETTER SHOULD INCLUDE THE FOLLOWING:

- * A ONE-PAGE SUMMARY OF THE PROPOSAL
- * NAME, ADDRESS AND TELEPHONE NUMBER OF THE APPLICANT
- * TITLE OF THE PERSON SUBMITTING THE APPLICATION
- * A BRIEF HISTORY OF THE ORGANIZATION, INCLUDING A DESCRIPTION OF PRINCIPAL PROGRAMS AND ACCOMPLISHMENTS
- * EVIDENCE OF 501(C)(3) STATUS
- * QUALIFICATIONS OF KEY STAFF MEMBERS
- * A CONCISE DESCRIPTION OF THE PROJECT, STATING ITS OBJECTIVES, PROPOSED OUTCOME, AND PLANS FOR EVALUATION.

PIERCE FAMILY FOUNDATION
Unallowed Passive Losses Carried Forward to 2013
Other Investments
TIN: 13-3914726

Year	Name	Disallowed Loss	Disallowed Sec 1231 Loss	Utilized Loss 2012	Utilized section 1231 2012	Total Disallowed Loss	Total Disallowed Sec 1231 Loss
2007	GSI 8, LLC	$ 2,426	$ -	$ -	$ -	$ 2,426	$ -
2008	GSI 8, LLC	7,090	2	-	-	7,090	2
2009	GSI 8, LLC	3,653	92	-	-	3,653	92
2010	GSI 8, LLC	-	-	648	28	(648)	(28)
2011	GSI 8, LLC	3,082	18	-	-	3,082	18
2012	GSI 8, LLC	2,963	-	-	-	2,963	-
	TOTAL	$ 19,214	$ 112	$ 648	$ 28	$ 18,566	$ 84

PIERCE FAMILY FOUNDATION
Unallowed Losses Carried Forward to 2013
From Publicly Traded Partnerships
TIN: 13-3914726

Publicly Traded Partnership (PTP) Investments	Prior Period Disallowed Loss	Prior Period Disallowed Sec 1231 Loss	2012 Loss	2012 Sec 1231 Loss	Loss Utilized in 2012	§1231 Utilized in 2012	Total Disallowed Loss	Total Disallowed Sec 1231 Loss
Buckeye Partners, LP*	$ -	$ 123	$ -	$ 186	$ -	$ (309)	$ -	$ -
El Paso	1,962	235	-	272	(1,007)	-	955	507
Enterprise products	2,438	35	1,215	45	-	-	3,653	80
Kinder Morgan Energy Partners, LP	4,949	-	716	-	(44)	-	5,621	-
Magellan Midstream Partners, L.P.	-	-	-	-	-	-	-	-
Oneok partners	6,337	65	1,628	13	-	-	7,965	78
Sunoco logistics	2,901	19	-	-	(2,837)	(19)	64	-
Plains All American Pipeline	476	-	-	-	(239)	-	237	-
Energy Transfer Partners, L. P.	6,094	-	548	5	(6,642)	(5)	-	-
Western Gas Partners, LP	273	-	1,116	-	-	-	1,389	-
Rose Rock Midstream LP	34	-	-	3	(34)	(3)	-	-
Energy Transfer Equity LP	-	-	1,725	74	-	-	1,725	74
TOTAL	$ 25,464	$ 477	$ 6,948	$ 598	$ (10,803)	$ (336)	$ 21,609	$ 739
			$	7,546	$	(11,139)		

*Buckeye Partners, LP includes the prior and current year disallowed loss from Buckeye GP Holdings, LP, which was exchanged in 2010 for Buckeye Partners, LP.

Buckeye GP Holdings, LP:	**Prior Period Disallowed Loss**	**Prior Period Disallowed Sec 1231 Loss**	**CY Disallowed Loss**	**CY Disallowed Sec 1231 Loss**
	$ 2,083	$ 2	$ -	$ 37

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BUCKEYE PARTNERS LP	13.
EL PASO PIPELINE PARTNERS LP	5.
ENERGY TRANSFER EQUITY LP	57.
ENERGY TRANSFER PARTNERS, LP	8.
ENTERPRISE PRODUCTS PARTNERS LP	2.
GOLDMAN SACHS	19.
GSI 6, LLC	11,635.
GSI 8, LLC	4.
KINDER MORGAN ENERGY PARTNERS, LP	26.
ONEOK PARTNERS LP	1.
PLAINS ALL AMERICAN PIPELINE LP	6.
WESTERN GAS PARTNERS LP	85.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,861.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BUCKEYE PARTNERS LP	19.	0.	19.
ENERGY TRANSFER EQUITY LP	438.	0.	438.
ENTERPRISE PRODUCTS PARTNERS,LP	1.	0.	1.
FIRST NIAGARA	6,416.	0.	6,416.
GOLDMAN SACHS - A/C # 43379	17,077.	0.	17,077.
GOLDMAN SACHS - A/C # 60622	384.	0.	384.
GSI 6, LLC	694.	0.	694.
KINDER MORGAN ENERGY PARTNERS LP	14.	0.	14.
PLAINS ALL AMERICAN PIPELINE LP	13.	0.	13.
RUANE CUNNIFF	3,229.	0.	3,229.
SUNOCO LOGISTICS PARTNERS	343.	0.	343.
TOTAL TO FM 990-PF, PART I, LN 4	28,628.	0.	28,628.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS, LP	326.	0.	
BUCKEYE PARTNERS, LP - C/Y	-186.	0.	
BUCKEYE PARTNERS, LP - C/O	-123.	0.	
EL PASO PIPELINE PARTNERS, LP	1,007.	0.	
EL PASO PIPELINE PARTNERS, LP - C/Y	-272.	0.	
EL PASO PIPELINE PARTNERS, LP - C/O	-735.	0.	
KINDER MORGAN ENERGY PARTNERS, LP	44.	0.	
KINDER MORGAN ENERGY PARTNERS, LP - C/O	-44.	0.	
MAGELLAN MIDSTREAM PARTNERS, L.P.	1,797.	0.	
PLAINS ALL AMERICAN PIPELINE, L.P.	239.	0.	
PLAINS ALL AMERICAN PIPELINE, L.P. - C/O	-239.	0.	
ROSE ROCK MIDSTREAM LP	288.	0.	
ROSE ROCK MIDSTREAM LP - C/Y	-3.	0.	
ROSE ROCK MIDSTREAM LP - C/O	-34.	0.	
SUNOCO LOGISTICS PARTNERS LP	2,856.	0.	
SUNOCO LOGISTICS PARTNERS LP - C/O	-2,856.	0.	
ENERGY TRANSFER PARTNER LP	7,762.	0.	
ENERGY TRANSFER PARTNER LP - C/Y	-553.	0.	
ENERGY TRANSFER PARTNER LP - C/O	-6,094.	0.	
GSI 6, LLC	-6,732.	0.	
RUANE, CUNNOFF & GOLDFARB LLC	3.	3.	
GSI 6, LLC	4,114.	4,114.	
GSI 6 LLC	400.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	965.	4,117.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	8,158.	4,079.		4,079.
TO FORM 990-PF, PG 1, LN 16B	8,158.	4,079.		4,079.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADV FEES	14,487.	14,487.		0.
TO FORM 990-PF, PG 1, LN 16C	14,487.	14,487.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	519.	519.		0.
FEDERAL TAXES	3,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,019.	519.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
POSTAGE	30.	15.		15.
MISCELLANEOUS	325.	325.		0.
INVESTMENT INTEREST DEDUCTION - KINDER MORGAN	14.	14.		0.
INVESTMENT INTEREST DEDUCTION - SUNOCO	50.	50.		0.
INVESTMENT INTEREST DEDUCTION - GSI 8, LLC	11.	11.		0.
INVESTMENT INTEREST DEDUCTION - GSI 6, LLC	2,705.	2,705.		0.
INVESTMENT INTEREST DEDUCTION - ENERGY TRANSFER PARTNERS	81.	81.		0.
INVESTMENT INTEREST DEDUCTION - ENERGY TRANSFER EQUITY	398.	398.		0.
OTHER DEDUCTION - GSI 8, LLC	1,707.	1,707.		0.
OTHER DEDUCTION - GSI 6, LLC	4,821.	4,821.		0.

OTHER PORTFOLIO DEDUCTION - GSI 8, LLC	1,053.	1,053.		0.
MISCELLANEOUS EXPENSES	162.	162.		0.
TO FORM 990-PF, PG 1, LN 23	11,607.	11,342.		265.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR YEAR SUSPENDED PTP LOSSES UTILIZED IN 2012	10,125.
CURRENT YEAR PTP LOSSES UTILIZED IN 2012	1,014.
OTHER ADJUSTMENTS-PASS THROUGH INVESTMENTS	2,173.
TOTAL TO FORM 990-PF, PART III, LINE 3	13,312.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
PTP LOSSES GENERATED IN 2012	7,546.
CURRENT YEAR SUSPENDED LOSSES, GSI 8, LLC	2,963.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,509.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS- STOCKS & MUTUAL FUNDS	801,672.	1,043,906.
TOTAL TO FORM 990-PF, PART II, LINE 10B	801,672.	1,043,906.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GSI 6, LLC PARTNERSHIP	COST	109,564.	110,300.
GSI 8, LLC PARTNERSHIP	COST	58,517.	96,600.
ENTERPRISE PRODUCTS PARTNERS, LP	COST	6,508.	45,072.
MAGELLAN MIDSTREAM PARTNERS LP	COST	18,553.	82,838.
KINDER MORGAN ENERGY PARTNERS, LP	COST	558.	15,160.
ALLIANZ GLOBAL INV	COST	0.	0.
BUCKEYE PARTNERS LP	COST	10,399.	27,019.
EL PASO PIPELINE	COST	11,759.	38,412.
ONEOK PARTNERS LP	COST	6,582.	41,572.
PLAINS ALL AMERICAN PIPELINE	COST	19,751.	49,312.
SUNOCO LOGISTICS PARTNERS LP	COST	14,200.	56,145.
ENERGY TRANSFER PARTNERS, LP	COST	0.	0.
ROSE ROCK MIDSTREAM LP	COST	24,035.	39,338.
WESTERN GAS PARTNERS, LP	COST	13,152.	20,481.
ENERGY TRANSFER EQUITY, LP	COST	28,839.	34,110.
TOTAL TO FORM 990-PF, PART II, LINE 13		322,417.	656,359.

PIERCE FAMILY FOUNDATION
Unrelated Business Taxable Income (UBTI) from Partnerships
Form 990-T, Part 1, Line 5-Income (loss) from Partnerships:
TIN: 13-3914726
For the year ended December 31, 2012

Name of Partnership	Federal ID #	Total	Foundation's Share of UBTI Ordinary Income	Foundation's Share of UBTI Capital Gain (Loss)
PTP's disposed of in 2012				
Sunoco Logistics Partners, L.P.	23-3096839	$ 2,624	$ 2,624	$ -
prior period disallowed losses / current period		(2,856)	(2,856)	-
ordinary gain on partial disposition		232	232	-
Energy Transfer Partners, L.P.	73-1493906	$ (553)	$ (553)	$ -
prior period disallowed losses / current period		(6,094)	(6,094)	-
ordinary gain on full disposition		7,762	7,762	-
Other PTP's				
Buckeye Partners, L.P.	23-2432497	326	326	-
prior period disallowed losses / current period		(309)	(309)	-
El Paso Pipeline Partners, L.P.	26-0789784	1,007	1,007	-
prior period disallowed losses / current period		(1,007)	(1,007)	-
Kinder Morgan Energy Partners, L.P.	76-0380342	44	44	-
prior period disallowed losses / current period		(44)	(44)	-
Magellan Midstream Partners, LP	73-1599053	1,797	1,797	-
Plains All American Pipeline, L.P.	76-0582150	239	239	-
prior period disallowed losses / current period		(239)	(239)	-
Rose Rock Midstream, L.P.	45-2934823	288	288	-
prior period disallowed losses / current period		(37)	(37)	-
Other Investments				
GSI 6, LLC	16-1614734	(6,732)	5,330	(12,062)
Total		**$ (3,552)**	**$ 8,510**	**$ (12,062)**

PIERCE FAMILY FOUNDATION
Charitable Contributions
Form 990-PF, Part XV
TIN: 13-3914726
For the year ended December 31, 2012

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Adirondack Community Trust P O Box 288 Lake Placid, NY 12946	None General Obigations	501 (c) (3)	$ 5,000
Adirondack Medical Center P O 120 Saranac Lake, NY 12983-9983	None General Obigations	501 (c) (3)	$ 500
Adirondack Museum P O Box 99 Blue Mountain Lake, NY 12812	None General Obigations	501 (c) (3)	$ 200
Albright-Knox Art Gallery P O Box 8000 Buffalo, NY 14267	None General Obigations	501 (c) (3)	$ 24,430
BNMC Innovation Center 640 Ellicott Street Buffalo, NY 14203	None General Obigations	501 (c) (3)	$ 250
Bison Scholarship Fund P O Box 1134 Buffalo, NY 14205	None General Obigations	501 (c) (3)	$ 500
Buffalo City Mission P O Box 1748 Buffalo, NY 14240	None General Obigations	501 (c) (3)	$ 2,500
Buffalo Fine Arts Academy P O Box 8000 Dept 028 Buffalo, NY 14267	None General Obigations	501 (c) (3)	$ 250
Buffalo Olmsted Parks Conservancy 84 Parkside Ave Buffalo, NY 14214	None General Obigations	501 (c) (3)	$ 1,000
Buffalo Philharmonic Orchestra 499 Franklin Street Buffalo, NY 14202	None General Obigations	501 (c) (3)	$ 500
Buffalo Prep 18 Acheson Annes Buffalo, NY 14214	None General Obigations	501 (c) (3)	$ 1,750
Buffalo Zoo 300 Parkside Avenue Buffalo, NY 14214	None General Obigations	501 (c) (3)	$ 500
CEPA Gallery 617 Main St , Ste 201 Buffalo, NY 14203	None General Obigations	501 (c) (3)	$ 1,000
Elmwood Franklin School 104 New Amsterdam Avenue Buffalo, NY 14214	None General Obigations	501 (c) (3)	$ 250
Kaleida Health Foundation 1260 Delaware Ave Buffalo, NY 14209	None General Obigations	501 (c) (3)	$ 1,000
Maria Love Convalescent Fund P O Box 293 Buffalo, NY 14213	None General Obigations	501 (c) (3)	$ 100
Police Athletic League of Buffalo 65 Niagara Square-21st Floor Buffalo, NY 14202	None General Obigations	501 (c) (3)	$ 100

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Roswell Park Alliance Foundation Elm and Carlton Streets Buffalo, NY 14263	None General Obigations	501 (c) (3)	$ 7,500
SPCA 205 Ensminger Road Tonawanda, NY 14150	None General Obigations	501 (c) (3)	$ 15,000
SUMMIT Educational Resources, Inc 150 Stahl Rd Getzville, NY 14068	None General Obigations	501 (c) (3)	$ 500
The Conservancy of Southwest Florida P O Box 8988 Naples, FL 34101-9978	None General Obigations	501 (c) (3)	$ 500
The Wild Center 45 Museum Drive Tupper Lake, NY 12986-9991	None General Obigations	501 (c) (3)	$ 2,000
Trinity College 300 Summit Street Hartford, CT 06106	None General Obigations	501 (c) (3)	$ 5,000
United Way of Buffalo & Erie County 742 Delaware Avenue Buffalo, NY 14209	None General Obigations	501 (c) (3)	$ 10,000
University of Denver Dept 585 Denver, CO 80291-0585	None General Obigations	501 (c) (3)	$ 1,000
Westminster Presbyterian Church 724 Delaware Avenue Buffalo, NY 14209	None General Obigations	501 (c) (3)	$ 1,000
Young Audiences Western New York 1 Lafayette Square Buffalo, NY 14203	None General Obigations	501 (c) (3)	$ 300
Total			**$ 82,630**

Pierce Family Charitable Foundation
Part II, Line 10a
For the Year Ended Decmeber 31, 2012

Investment	Cost	FMV
Pimco All Asset Fund-A	$ 127,155	$ 142,345
GS Investment Grade Credit Fund Class A Shares	211,952	248,838
Ishares S&P 100 Index Fund ETF	99,721	152,022
Ishares TR-Ishares MSCI EAFE Index Fund ETF	90,647	73,349
MSCI Emerging MKTS ETF	61,331	57,533
The Willaims Companies, Inc. CMN	6,228	6,548
Teekay Offshore Partners L.P.	20,639	19,508
See Attached Ruane, Cunniff & Goldfarb, Inc.	183,999	343,763
Total Part II, Line 10b	**$ 801,672**	**$ 1,043,906**

Ruane, Cunniff & Goldfarb Inc.
PORTFOLIO STATUS REPORT

Beginning Year Value	321,482
Total Account Value	380,661
Net Contributions	0
Cash Available	36,897
Cap Gains YTD- LT	8,779
Cap Gains YTD- ST	73
Account YTD	18.4%
S&P 500 Adjusted (since 1988)	16.0%
Invested in Equity	90.3%

December 31, 2012 **The Pierce Family Charitable Foundation** **RCG698496 pierfn**

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
09-22-09	35		0 7	40 42	72 35	1,415	2,532	8	0 3	
09-23-09	48		0 9	39 25	72 35	1,884	3,473	12	0.3	
09-24-09	30		0 6	38 98	72 35	1,170	2,171	7	0.3	
09-25-09	12		0 2	39.12	72 35	469	868	3	0 3	
11-12-09	5		0 1	38.28	72 35	191	362	1	0 3	
11-13-09	3		0.1	38 21	72 35	115	217	1	0.3	
02-10-11	9		0 2	64 98	72 35	585	651	2	0 3	
04-13-11	5		0 1	64 55	72 35	323	362	1	0 3	
04-14-11	3		0.1	63 56	72 35	191	217	1	0.3	
04-18-11	4		0.1	63 53	72 35	254	289	1	0 3	
05-25-11	8		0 2	62 55	72 35	500	579	2	0 3	
05-26-11	13		0.2	62 51	72 35	813	941	3	0 3	
	175	Advance Auto Parts	3 3	45.19		7,909	12,661	42	0 3	aap
04-09-07	50		0.8	55 81	57 48	2,791	2,874	40	1 4	
08-01-07	18		0 3	58 04	57 48	1,045	1,035	14	1 4	
08-03-07	4		0 1	58 03	57 48	232	230	3	1 4	
08-06-07	27		0 4	56 58	57 48	1,528	1,552	22	1 4	
	99	American Express	1 5	56 51		5,595	5,691	79	1 4	axp
07-23-02	125		2 9	42 36	89 70	5,294	11,213	0	0 0	
07-24-02	150		3 5	39.77	89 70	5,965	13,455	0	0 0	
04-14-11	75		1 8	80 66	89.70	6,049	6,728	0	0 0	
	350	Berkshire Hathaway - Cl B	8 2	49 45		17,309	31,395	0	0 0	brk b
07-22-02	100	Brown & Brown Inc	0 7	12 63	25 46	1,263	2,546	36	1 4	bro
03-03-09	18	Canadian Natural Resources	0.1	13 99	28 87	252	520	9	1 7	cnq
06-01-11	33		0 1	19 90	12 62	657	416	12	2 9	

Please compare the information contained in this statement to that which is provided by your custodian

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
06-02-11	40		0 1	19 71	12 62	788	505	14	2 9	
06-30-11	2		0 0	17 80	12 62	36	25	1	2 9	
07-08-11	5		0 0	17 81	12 62	89	63	2	2 9	
07-11-11	13		0 0	17 65	12 62	229	164	5	2 9	
09-09-11	38		0 1	13 56	12 62	515	480	14	2 9	
	131	Corning	0 4	17 67		2,314	1,653	47	2 9	glw
11-17-10	10		0 1	22 01	38 62	220	386	3	0 9	
11-23-10	6		0 1	23 00	38 62	138	232	2	0.9	
03-11-11	4		0 0	25 20	38 62	101	154	1	0 9	
03-14-11	3		0 0	25 55	38 62	77	116	1	0 9	
03-15-11	5		0 1	25 39	38 62	127	193	2	0.9	
03-16-11	9		0 1	25.37	38 62	228	348	3	0 9	
03-18-11	5		0 1	26 12	38 62	131	193	2	0 9	
03-22-11	6		0 1	26.30	38 62	158	232	2	0 9	
08-08-11	8		0 1	26 32	38 62	211	309	3	0 9	
08-09-11	7		0 1	25 31	38 62	177	270	2	0 9	
09-23-11	5		0 1	25 55	38 62	128	193	2	0 9	
09-29-11	8		0 1	25 82	38 62	207	309	3	0 9	
09-30-11	8		0 1	25 64	38 62	205	309	3	0 9	
10-03-11	8		0 1	25 60	38.62	205	309	3	0 9	
10-04-11	8		0.1	24.78	38 62	198	309	3	0 9	
10-05-11	1		0 0	25 31	38 62	25	39	0	0 9	
11-21-11	6		0 1	25 78	38 62	155	232	2	0 9	
	107	Croda International PLC	1.1	25 13		2,689	4,132	37	0.9	023352
05-23-11	4		0 0	29 65	34.61	119	138	1	0 7	
05-24-11	4		0.0	29 56	34 61	118	138	1	0.7	
06-02-11	3		0 0	29 58	34 61	89	104	1	0 7	
06-03-11	3		0 0	29 32	34 61	88	104	1	0 7	
06-06-11	4		0 0	29 23	34 61	117	138	1	0 7	
06-07-11	4		0 0	29 25	34 61	117	138	1	0 7	
06-08-11	3		0 0	29 06	34 61	87	104	1	0 7	
06-09-11	4		0 0	29 01	34.61	116	138	1	0 7	
06-10-11	3		0 0	28 43	34 61	85	104	1	0 7	
06-13-11	4		0 0	28.39	34 61	114	138	1	0 7	
06-15-11	4		0 0	28 48	34 61	114	138	1	0.7	
06-17-11	2		0 0	28 51	34 61	57	69	0	0 7	
06-23-11	3		0 0	28 36	34.61	85	104	1	0 7	
06-27-11	2		0 0	28 43	34 61	57	69	0	0 7	
09-09-11	4		0 0	20 48	34 61	82	138	1	0 7	
09-20-11	4		0 0	20 45	34 61	82	138	1	0 7	
09-21-11	3		0 0	20 29	34.61	61	104	1	0 7	
	58	Emcor Group Inc	0 5	27 36		1,587	2,007	14	0.7	eme

Please compare the information contained in this statement to that which is provided by your custodian

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
04-26-11	5		0 0	34 41	25 05	172	125	0	0 0	
04-27-11	6		0 0	35 14	25.05	211	150	0	0 0	
04-28-11	4		0 0	35 55	25 05	142	100	0	0 0	
05-06-11	2		0 0	34 82	25.05	70	50	0	0 0	
05-17-11	6		0 0	33 88	25 05	203	150	0	0 0	
	23	Exor S P A Shs	0 2	34 69		798	576	0	0 0	b06hzc
04-26-11	1		0.0	28 24	21 86	28	22	0	0.0	
04-27-11	1		0 0	28 93	21 86	29	22	0	0 0	
	2	Exor S P A Shs PFD	0 0	28 59		57	44	0	0 0	573310
07-18-06	150		1 8	16 97	46.65	2,546	6,998	60	0 9	
01-25-07	166		2 0	17 77	46 65	2,950	7,744	66	0 9	
03-05-07	132		1 6	17 17	46 65	2,267	6,158	53	0.9	
03-06-07	36		0 4	17.05	46 65	614	1,679	14	0 9	
01-08-08	49		0 6	18 54	46.65	909	2,286	20	0 9	
	533	Fastenal Co	6 5	17 42		9,285	24,864	213	0 9	fast
05-23-11	5		0 0	124 17	30 86	621	154	0	0 0	
05-24-11	5		0 0	124 05	30 86	620	154	0	0 0	
05-25-11	15		0 1	122 37	30.86	1,836	463	0	0 0	
	25	First Solar Inc	0 2	123 07		3,077	771	0	0 0	fslr
11-16-07	75	General Electric	0 4	38.10	20.99	2,858	1,574	57	3 6	ge
04-30-10	18		0 6	145 28	127.56	2,615	2,296	36	1 6	
05-03-10	9		0 3	148 24	127 56	1,334	1,148	18	1 6	
05-05-10	4		0 1	147 45	127 56	590	510	8	1 6	
05-06-10	5		0 2	147 25	127.56	736	638	10	1 6	
	36	Goldman Sachs Group Inc	1.2	146 54		5,275	4,592	72	1 6	gs
06-07-10	5		0 9	493 79	707 38	2,469	3,537	0	0 0	
07-16-10	6		1 1	469.73	707 38	2,818	4,244	0	0.0	
	11	Google Inc Cl A	2 0	480 67		5,287	7,781	0	0 0	goog
04-28-10	10		0 0	5 07	7.39	51	74	3	3 7	
04-29-10	233		0 5	5.09	7.39	1,187	1,721	63	3 7	
04-30-10	13		0 0	5 09	7.39	66	96	4	3 7	
05-05-10	16		0.0	5 06	7 39	81	118	4	3.7	
05-07-10	17		0 0	4 84	7 39	82	126	5	3 7	
05-11-10	17		0 0	4 99	7 39	85	126	5	3 7	
05-26-10	26		0 1	4 85	7 39	126	192	7	3 7	
05-27-10	13		0 0	4 90	7 39	64	96	4	3 7	
06-01-10	23		0 0	4 92	7 39	113	170	6	3 7	
06-04-10	10		0.0	4 88	7 39	49	74	3	3 7	

Please compare the information contained in this statement to that which is provided by your custodian

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
06-08-10	16		0 0	4 84	7 39	77	118	4	3 7	
06-09-10	12		0 0	4 91	7 39	59	89	3	3 7	
06-10-10	11		0 0	4.95	7 39	54	81	3	3 7	
06-29-10	9		0 0	5 09	7 39	46	66	2	3.7	
08-20-10	26		0.1	5.36	7 39	139	192	7	3 7	
08-24-10	27		0 1	5.36	7 39	145	199	7	3 7	
10-21-10	10		0 0	5.47	7 39	55	74	3	3 7	
11-03-10	10		0 0	5 56	7 39	56	74	3	3 7	
11-24-10	9		0 0	5 48	7 39	49	66	2	3 7	
	508	Hiscox Ltd	1 0	5 09		2,583	3,752	137	3 7	b1g4ys
05-12-10	25		1 3	131 58	191 55	3,289	4,789	85	1 8	
05-13-10	15		0 8	131 75	191 55	1,976	2,873	51	1 8	
	40	IBM	2 0	131 64		5,266	7,662	136	1.8	ibm
02-02-11	25		0 1	13 98	17 83	349	446	12	2 6	
02-03-11	14		0 1	14 05	17 83	197	250	6	2 6	
02-23-11	7		0 0	14.10	17.83	99	125	3	2.6	
02-24-11	17		0 1	13 95	17.83	237	303	8	2 6	
02-25-11	10		0.0	14 16	17.83	142	178	5	2 6	
03-08-11	6		0 0	15 38	17 83	92	107	3	2.6	
03-11-11	19		0 1	15 17	17 83	288	339	9	2 6	
03-14-11	14		0 1	15 28	17 83	214	250	6	2 6	
03-15-11	38		0 2	14 56	17 83	553	678	18	2 6	
03-16-11	29		0 1	14 78	17 83	429	517	13	2 6	
03-17-11	14		0 1	15 16	17 83	212	250	6	2 6	
	193	IMI Plc Ord	0 9	14 57		2,812	3,441	89	2 6	045796
09-05-03	140		3 4	20 84	92 80	2,917	12,992	0	0.0	
10-29-04	10		0.2	24 89	92 80	249	928	0	0 0	
	150	Idexx Laboratories Corp	3.7	21 11		3,166	13,920	0	0 0	idxx
11-02-12	14		0 2	38 91	42 57	545	596	0	0 0	
11-08-12	9		0 1	38 98	42 57	351	383	0	0.0	
11-09-12	2		0 0	39 05	42 57	78	85	0	0 0	
11-13-12	2		0.0	39 03	42 57	78	85	0	0 0	
11-14-12	6		0 1	38 89	42 57	233	255	0	0.0	
11-15-12	8		0 1	38.94	42.57	311	341	0	0 0	
11-16-12	7		0 1	38 90	42 57	272	298	0	0 0	
	48	Jacobs Engineering Group Inc	0 5	38 93		1,869	2,043	0	0 0	jec
07-16-02	67		1 6	44 99	90 47	3,014	6,061	0	0 0	
03-17-03	100		2 4	43 77	90 47	4,377	9,047	0	0 0	
	167	Mohawk Industries	4 0	44 26		7,391	15,108	0	0 0	mhk

Please compare the information contained in this statement to that which is provided by your custodian

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
04-26-12	35		0 3	27 14	27 80	950	973	8	0 8	
04-27-12	35		0.3	26 65	27 80	933	973	8	0 8	
04-30-12	24		0.2	26 10	27 80	626	667	6	0.8	
05-01-12	5		0 0	26 25	27.80	131	139	1	0.8	
05-02-12	18		0 1	26 17	27 80	471	500	4	0 8	
05-03-12	10		0 1	26 86	27 80	269	278	2	0 8	
05-07-12	12		0 1	26 55	27 80	319	334	3	0 8	
	139	Novozymes A/S Shs B	1.0	26 61		3,699	3,864	32	0 8	b798fw
08-25-06	90	O Reilly Automotive Inc	2 1	28.20	89 42	2,538	8,048	0	0 0	orly
01-20-09	22		0 3	24 89	49 96	548	1,099	35	3 2	
01-21-09	9		0 1	24 94	49 96	224	450	14	3 2	
02-19-09	34		0 4	25 29	49 96	860	1,699	54	3 2	
02-20-09	15		0 2	24 92	49.96	374	749	24	3 2	
	80	Omnicom Group	1 0	25 07		2,006	3,997	128	3 2	omc
07-07-10	3		0 1	55 53	104 03	167	312	1	0 3	
07-20-10	15		0 4	55.11	104 03	827	1,560	5	0.3	
07-21-10	16		0 4	55 24	104 03	884	1,664	6	0 3	
07-29-10	8		0 2	55.24	104.03	442	832	3	0 3	
07-30-10	1		0 0	55 14	104 03	55	104	0	0 3	
	43	Perrigo Co	1.2	55 21		2,374	4,473	15	0 3	prgo
05-02-12	43		0 1	12 39	11 51	533	495	11	2 2	
05-03-12	29		0 1	12 66	11 51	367	334	7	2 2	
05-04-12	61		0.2	12.34	11 51	753	702	15	2 2	
05-07-12	20		0 1	12 32	11 51	246	230	5	2 2	
05-08-12	97		0 3	12 23	11 51	1,186	1,116	24	2.2	
05-09-12	45		0.1	12 05	11 51	542	518	11	2 2	
05-10-12	54		0 2	11 14	11 51	602	622	14	2 2	
05-11-12	78		0 2	11 47	11 51	895	898	20	2 2	
05-14-12	48		0.1	11 37	11 51	546	552	12	2.2	
05-15-12	26		0 1	11 43	11 51	297	299	7	2 2	
05-16-12	18		0 1	11 33	11 51	204	207	5	2 2	
05-17-12	22		0 1	11.41	11 51	251	253	6	2 2	
05-18-12	46		0 1	11 07	11.51	509	529	12	2 2	
05-21-12	22		0 1	10 80	11 51	238	253	6	2 2	
07-27-12	26		0 1	9 89	11 51	257	299	7	2 2	
07-30-12	29		0 1	10.13	11 51	294	334	7	2 2	
07-31-12	51		0 2	10 11	11 51	516	587	13	2 2	
08-01-12	14		0 0	10 16	11 51	142	161	4	2 2	
10-16-12	57		0 2	10 87	11 51	619	656	14	2 2	
10-17-12	43		0 1	10.94	11 51	470	495	11	2 2	
10-22-12	20		0 1	10.98	11 51	220	230	5	2.2	

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
10-23-12	7		0 0	10 89	11 51	76	81	2	2 2	
10-24-12	7		0 0	10 79	11 51	76	81	2	2 2	
11-08-12	16		0 0	10 66	11 51	171	184	4	2 2	
11-13-12	8		0 0	10 69	11.51	86	92	2	2 2	
	887	Pirelli & Co SPA	2 7	11 38		10,095	10,209	222	2 2	468980
08-03-09	7		0 2	77.41	109 45	542	766	17	2 2	
08-04-09	14		0.4	78 31	109 45	1,096	1,532	34	2 2	
08-05-09	1		0 0	77 95	109 45	78	109	2	2 2	
08-07-09	8		0 2	78 35	109 45	627	876	19	2 2	
10-03-11	5		0 1	91 91	109 45	460	547	12	2 2	
	35	Praxair	1 0	80 07		2,802	3,831	84	2 2	px
01-12-09	15		0 7	60 73	189 42	911	2,841	2	0 1	
01-13-09	6		0 3	57 40	189.42	344	1,137	1	0 1	
02-20-09	3		0 1	60 02	189 42	180	568	0	0 1	
02-25-09	3		0 1	57 03	189 42	171	568	0	0.1	
02-26-09	7		0 3	57 89	189 42	405	1,326	1	0 1	
04-22-09	5		0 2	66 37	189.42	332	947	1	0 1	
04-23-09	9		0 4	68 29	189 42	615	1,705	1	0 1	
05-05-09	8		0 4	74 90	189 42	599	1,515	1	0 1	
05-06-09	3		0 1	76 86	189 42	231	568	0	0 1	
05-07-09	11		0 5	80 63	189 42	887	2,084	1	0 1	
05-21-09	8		0 4	79.75	189.42	638	1,515	1	0 1	
05-22-09	3		0 1	79 86	189.42	240	568	0	0 1	
	81	Precision Castparts Corp	4.0	68 55		5,553	15,343	10	0 1	pcp
10-29-09	41		0 0	2 75	2.98	113	122	2	1 3	
10-30-09	66		0 1	2 74	2 98	181	197	3	1.3	
11-02-09	32		0.0	2.70	2.98	86	95	1	1 3	
11-03-09	31		0 0	2.67	2 98	83	92	1	1.3	
11-04-09	16		0 0	2 69	2 98	43	48	1	1 3	
11-06-09	36		0 0	2 73	2 98	98	107	1	1 3	
11-09-09	15		0 0	2 82	2 98	42	45	1	1 3	
11-10-09	23		0 0	2 84	2 98	65	69	1	1 3	
11-11-09	15		0 0	2 83	2.98	42	45	1	1 3	
11-25-09	231		0 2	2 78	2 98	642	689	9	1 3	
11-26-09	87		0 1	2 68	2 98	233	259	3	1 3	
11-27-09	35		0 0	2 66	2 98	93	104	1	1 3	
11-30-09	24		0 0	2.64	2 98	63	72	1	1 3	
12-01-09	33		0 0	2 58	2 98	85	98	1	1 3	
12-02-09	24		0 0	2 65	2 98	64	72	1	1.3	
12-03-09	12		0 0	2 71	2 98	32	36	0	1 3	
12-07-09	22		0 0	2 71	2 98	60	66	1	1 3	
12-08-09	26		0 0	2 70	2.98	70	78	1	1 3	

Please compare the information contained in this statement to that which is provided by your custodian

Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
12-09-09	30		0 0	2 68	2.98	80	89	1	1.3	
12-10-09	14		0 0	2 69	2 98	38	42	1	1 3	
12-11-09	13		0 0	2 69	2 98	35	39	1	1 3	
12-14-09	8		0 0	2 70	2 98	22	24	0	1.3	
12-15-09	10		0 0	2 68	2 98	27	30	0	1 3	
12-16-09	27		0 0	2 71	2 98	73	81	1	1 3	
12-17-09	89		0 1	2 65	2 98	236	265	4	1 3	
12-18-09	70		0 1	2 61	2 98	183	209	3	1 3	
12-22-09	32		0 0	2 60	2 98	83	95	1	1 3	
12-23-09	44		0 0	2 60	2 98	114	131	2	1 3	
12-30-09	248		0 2	2 64	2 98	656	740	10	1 3	
02-09-10	25		0 0	1 97	2 98	49	75	1	1 3	
02-10-10	32		0 0	1 96	2 98	63	95	1	1 3	
02-11-10	30		0 0	1 96	2 98	59	89	1	1.3	
02-12-10	55		0 0	1 94	2 98	107	164	2	1 3	
02-15-10	16		0 0	1 93	2 98	31	48	1	1.3	
02-19-10	25		0 0	1 98	2 98	49	75	1	1.3	
02-23-10	30		0 0	1 99	2 98	60	89	1	1 3	
02-24-10	35		0 0	1 97	2.98	69	104	1	1 3	
02-25-10	20		0 0	1.92	2 98	38	60	1	1 3	
02-26-10	17		0 0	1.93	2 98	33	51	1	1.3	
03-01-10	17		0.0	1.92	2 98	33	51	1	1 3	
04-28-10	24		0 0	1 94	2 98	47	72	1	1 3	
04-30-10	21		0 0	1 96	2 98	41	63	1	1 3	
05-04-10	26		0 0	1 93	2 98	50	78	1	1 3	
05-05-10	100		0 1	1 88	2 98	188	298	4	1 3	
05-06-10	14		0 0	1 85	2 98	26	42	1	1 3	
05-07-10	39		0 0	1 77	2 98	69	116	2	1 3	
05-10-10	19		0 0	1.89	2 98	36	57	1	1 3	
05-11-10	13		0.0	1 84	2.98	24	39	1	1 3	
05-12-10	25		0 0	1 90	2 98	48	75	1	1 3	
	1,937	Qinetiq Group PLC	1 5	2 46		4,763	5,776	76	1 3	b0wmwd
10-24-08	9		0 0	17 24	20.89	155	188	4	2 3	
10-27-08	4		0 0	17 10	20 89	68	84	2	2 3	
10-28-08	4		0 0	17 31	20 89	69	84	2	2 3	
10-31-08	11		0 1	18 54	20 89	204	230	5	2 3	
11-10-08	9		0 0	18 56	20 89	167	188	4	2.3	
11-11-08	17		0.1	18 21	20 89	310	355	8	2 3	
11-12-08	17		0 1	17.97	20 89	306	355	8	2 3	
11-13-08	9		0 0	17 84	20 89	161	188	4	2.3	
11-14-08	6		0 0	18 50	20 89	111	125	3	2 3	
11-17-08	3		0 0	18 18	20 89	55	63	1	2 3	
11-18-08	7		0 0	17 43	20 89	122	146	3	2 3	
11-19-08	8		0 0	17 33	20 89	139	167	4	2 3	
11-20-08	7		0 0	16 95	20 89	119	146	3	2.3	

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Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
11-21-08	7		0.0	16.66	20.89	117	146	3	2.3	
03-03-09	4		0.0	14.30	20.89	57	84	2	2.3	
03-06-09	6		0.0	14.43	20.89	87	125	3	2.3	
03-09-09	5		0.0	14.21	20.89	71	104	2	2.3	
	133	Ritchie Bros Auctioneers Inc	0.7	17.41		2,316	2,778	65	2.3	rba
07-27-07	62		0.2	10.30	14.20	638	880	16	1.8	
07-30-07	34		0.1	10.30	14.20	350	483	9	1.8	
07-31-07	31		0.1	10.44	14.20	324	440	8	1.8	
08-01-07	28		0.1	10.33	14.20	289	397	7	1.8	
08-02-07	23		0.1	10.46	14.20	241	327	6	1.8	
08-03-07	55		0.2	10.42	14.20	573	781	14	1.8	
08-06-07	44		0.2	10.28	14.20	452	625	11	1.8	
08-07-07	12		0.0	10.24	14.20	123	170	3	1.8	
08-08-07	100		0.4	10.32	14.20	1,032	1,420	25	1.8	
08-09-07	77		0.3	10.18	14.20	784	1,093	19	1.8	
08-10-07	54		0.2	10.05	14.20	543	767	14	1.8	
08-13-07	44		0.2	10.21	14.20	449	625	11	1.8	
05-22-08	102		0.4	8.06	14.20	822	1,448	26	1.8	
05-23-08	107		0.4	7.98	14.20	854	1,519	27	1.8	
05-27-08	80		0.3	7.97	14.20	638	1,136	20	1.8	
05-28-08	77		0.3	8.18	14.20	630	1,093	19	1.8	
	930	Rolls-Royce Holdings PLC	3.5	9.40		8,743	13,202	233	1.8	b63h84
02-04-11	10	SMA Solar Technology AG	0.1	98.55	25.06	986	251	12	5.0	b3b20h
11-15-11	72	Sirona Dental Systems Inc	1.2	43.28	64.46	3,116	4,641	0	0.0	siro
02-25-02	300		3.3	8.59	42.45	2,578	12,735	138	1.1	
07-15-02	102		1.1	9.11	42.45	929	4,330	47	1.1	
07-16-02	150		1.7	8.89	42.45	1,333	6,368	69	1.1	
07-17-02	150		1.7	8.78	42.45	1,317	6,368	69	1.1	
07-22-02	170		1.9	8.20	42.45	1,394	7,217	78	1.1	
	872	TJX Cos - New	9.7	8.66		7,552	37,016	401	1.1	tjx
01-10-12	33		0.5	59.91	57.34	1,977	1,892	42	2.2	
01-11-12	22		0.3	59.99	57.34	1,320	1,261	28	2.2	
	55	Tiffany & Co	0.8	59.94		3,297	3,154	70	2.2	tif
09-22-11	12		0.2	33.55	59.78	403	717	0	0.0	
09-26-11	6		0.1	33.72	59.78	202	359	0	0.0	
09-30-11	8		0.1	33.68	59.78	269	478	0	0.0	
10-03-11	12		0.2	32.85	59.78	394	717	0	0.0	
	38	Trimble Navigation Ltd	0.6	33.38		1,269	2,272	0	0.0	trmb

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Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
04-28-10	34		0 5	14 94	59 77	506	2,022	0	0 0	
04-29-10	9		0.1	16.12	59 77	144	532	0	0 0	
04-30-10	28		0 4	16 47	59.77	469	1,703	0	0 0	
05-03-10	41		0 6	17 68	59 77	724	2,448	0	0 0	
05-04-10	112		1 8	18 64	59 77	2,091	6,706	0	0 0	
05-05-10	98		1 5	18 65	59 77	1,827	5,854	0	0 0	
05-06-10	59		0 9	18 09	59 77	1,063	3,513	0	0.0	
05-11-10	50		0 8	18 25	59.77	910	2,980	0	0.0	
05-12-10	41		0 6	18 84	59 77	772	2,448	0	0 0	
05-13-10	7		0 1	19.24	59 77	137	426	0	0.0	
07-13-10	19		0.3	18.27	59.77	347	1,136	0	0 0	
07-14-10	19		0 3	18 35	59.77	349	1,136	0	0 0	
07-15-10	37		0 6	18 93	59.77	701	2,211	0	0 0	
07-16-10	59		0.9	19 53	59 77	1,152	3,526	0	0 0	
07-19-10	55		0.9	20 26	59.77	1,114	3,287	0	0 0	
07-20-10	54		0 8	19.89	59 77	1,074	3,228	0	0 0	
07-21-10	32		0 5	21 26	59 77	679	1,909	0	0 0	
07-21-10	50		0 8	19.74	59.77	987	2,989	0	0 0	
07-22-10	53		0.8	20 13	59 77	1,067	3,168	0	0 0	
07-23-10	17		0 3	20 29	59.77	345	1,016	0	0 0	
10-25-10	6		0 1	26 62	59 77	160	359	0	0 0	
10-26-10	5		0.1	26 67	59.77	133	299	0	0 0	
10-27-10	5		0 1	26 96	59 77	135	299	0	0 0	
11-04-10	12		0 2	27 01	59 77	324	717	0	0 0	
11-05-10	23		0.4	27 48	59.77	632	1,375	0	0 0	
	925	Valeant Pharmaceuticals International Inc	14 5	19.29		17,842	55,287	0	0 0	vrx
05-14-10	34	Visa Inc Class A	1 4	77 30	151 58	2,628	5,154	45	0 9	v
08-31-05	22		0 4	44.99	68 23	990	1,501	41	2 8	
09-19-05	35		0 6	44 05	68.23	1,542	2,388	66	2 8	
09-20-05	10		0 2	44 05	68 23	441	682	19	2 8	
09-21-05	28		0 5	42.99	68 23	1,204	1,910	53	2 8	
	95	Wal-Mart Stores	1 7	43 96		4,176	6,482	179	2 8	wmt
08-22-11	6		0 1	72 92	87 12	438	523	0	0 0	
09-12-11	6		0 1	73 92	87 12	444	523	0	0 0	
09-22-11	10		0.2	74 13	87 12	741	871	0	0 0	
10-03-11	13		0 3	73 89	87 12	961	1,133	0	0 0	
10-04-11	4		0 1	73 35	87 12	293	348	0	0 0	
04-24-12	5		0 1	82.14	87 12	411	436	0	0 0	
05-30-12	6		0.1	80 76	87 12	485	523	0	0 0	
05-31-12	4		0 1	80 46	87 12	322	348	0	0 0	
	54	Waters Corp	1 2	75 80		4,093	4,704	0	0 0	wat

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Date	Quantity	Security	Pct.to Equity	Unit Cost	Price	Total Cost	Market Value	Annual Income	Current Yield	Symbol
11-19-10	4		0 0	28 92	41 17	116	165	1	0 4	
11-22-10	6		0 1	28 95	41.17	174	247	1	0 4	
11-23-10	6		0 1	29 07	41 17	174	247	1	0 4	
05-05-11	6		0 1	34 74	41.17	208	247	1	0 4	
05-06-11	2		0 0	35 03	41 17	70	82	0	0 4	
05-11-11	2		0 0	35 05	41 17	70	82	0	0 4	
05-13-11	2		0 0	35 05	41.17	70	82	0	0 4	
05-16-11	5		0.1	34.90	41.17	174	206	1	0 4	
05-17-11	7		0 1	34 97	41 17	245	288	1	0 4	
05-24-11	4		0 0	34 98	41 17	140	165	1	0 4	
06-02-11	3		0 0	35.04	41 17	105	124	0	0 4	
06-03-11	6		0 1	34 59	41 17	208	247	1	0 4	
06-06-11	6		0 1	34 10	41 17	205	247	1	0 4	
06-07-11	3		0 0	34 37	41 17	103	124	0	0 4	
06-08-11	6		0 1	33 57	41 17	201	247	1	0 4	
06-09-11	3		0 0	33 49	41 17	100	124	0	0 4	
06-10-11	3		0 0	33.45	41.17	100	124	0	0 4	
06-13-11	5		0.1	33 26	41 17	166	206	1	0 4	
06-15-11	4		0.0	33 44	41 17	134	165	1	0 4	
06-16-11	1		0.0	33.57	41 17	34	41	0	0.4	
06-17-11	1		0.0	34 06	41.17	34	41	0	0 4	
06-24-11	5		0.1	34.36	41 17	172	206	1	0 4	
05-02-12	27		0 3	39 52	41.17	1,067	1,112	4	0 4	
10-22-12	5		0 1	34 81	41 17	174	206	1	0.4	
10-23-12	8		0 1	34 01	41.17	272	329	1	0.4	
10-23-12	18		0 2	34 24	41 17	616	741	3	0 4	
10-24-12	2		0 0	34.26	41 17	69	82	0	0 4	
10-24-12	9		0 1	34 31	41 17	309	371	1	0 4	
	159	World Fuel Services Corp	1 7	34 66		5,511	6,546	24	0 4	int
			90 3			183,999	343,763	2,565	0 7	

PIERCE FAMILY CHARITABLE FOUNDATION
C/O FREDERICK G. PIERCE II

CONTINUATION FOR 990-PF, PART IV
13-3914726 PAGE 1 OF 1

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	GOLDMANS SACHS A/C 43379			
b	GOLDMANS SACHS A/C 60622	P		
c	RUANE CUNNIFF	P		
d	RUANE CUNNIFF	P		
e	ENTERPRISE ENERGY PARTNERS, LP			
f	GSI 6, LLC			
g	GSI 6, LLC			
h	ENERGY TRANSFER PARTNERS LP FULL DISPOSITION			
i	SUNOCO LOGITICS PARTNERS LP PARTIAL DISPOSITON			
j	WESTERN GAS PARTNERS, LP			
k	GSI 6, LLC - SECTION 1256			
l				
m				
n				
o				

	(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				5,986.
b	33,491.		35,954.	-2,463.
c	4,220.		4,147.	73.
d	19,977.		11,198.	8,779.
e				769.
f				-866.
g				-11,002.
h				1,999.
i				-104.
j				10.
k				-164.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				5,986.
b				-2,463.
c				73.
d				8,779.
e				769.
f				-866.
g				-11,002.
h				1,999.
i				-104.
j				10.
k				-164.
l				
m				
n				
o				

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	3,017.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A