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Form **990-PF**
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation PAMPHALON FOUNDATION, INC.		A Employer identification number 14-1876459			
		B Telephone number (see instructions) 352-372-0143			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 13826		C If exemption application is pending, check here ► <input type="checkbox"/>			
City or town, state, and ZIP code GAINESVILLE FL 32604		D 1 Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,353,565		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,120	1,120	1,120	
	4 Dividends and interest from securities	506,463	506,463	506,463	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	507,583	507,583	507,583		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	Stmt 1	1,000	750	250
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	Stmt 2	2,571		
	19 Depreciation (attach schedule) and depletion	Stmt 3	714	357	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)	Stmt 4	539	509	30
	24 Total operating and administrative expenses.		4,824	1,616	0
25 Contributions, gifts, grants paid		586,449		586,449	
26 Total expenses and disbursements. Add lines 24 and 25		591,273	1,616	0	
27 Subtract line 26 from line 12		-83,690			
a Excess of revenue over expenses and disbursements			505,967		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				507,583	

For Paperwork Reduction Act Notice, see instructions.

DAA

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	19,749	114,462	114,462
	2 Savings and temporary cash investments	325,567	146,687	146,687
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ►	0		
	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)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 5	10,529,581	10,529,581	3,091,940
	14 Land, buildings, and equipment basis ►	20,757		
	Less accumulated depreciation (attach sch) ► Stmt 6	20,281	476	476
	15 Other assets (describe ► See Statement 7)	2,928	2,928	
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	10,877,825	10,794,134	3,353,565
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input type="checkbox"/>	
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input checked="" type="checkbox"/>	
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,877,825	10,794,134	
	30 Total net assets or fund balances (see instructions)	10,877,825	10,794,134	
	31 Total liabilities and net assets/fund balances (see instructions)	10,877,825	10,794,134	

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	10,877,825
2 Enter amount from Part I, line 27a	2	-83,690
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	10,794,135
5 Decreases not included in line 2 (itemize) ► See Statement 8	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,794,134

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 N/A				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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				
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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	568,357	3,411,572	0.166597
2010	317,437	3,720,046	0.085331
2009	417,864	3,890,269	0.107413
2008	541,376	3,653,879	0.148165
2007	357,000	3,244,568	0.110030
2 Total of line 1, column (d)		2	0.617536
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	0.123507
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	3,263,424
5 Multiply line 4 by line 3		5	403,056
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	5,060
7 Add lines 5 and 6		7	408,116
8 Enter qualifying distributions from Part XII, line 4		8	586,729

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	5,060
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,060
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	5,060
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,074
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,046
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	10,120
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,060
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	5,060	Refunded ►
		11	

Part VII-A Statements 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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?	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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NOT APPLICABLE	13	<input checked="" type="checkbox"/>
14	The books are in care of ► DR ROLF HUMMEL PO BOX 13826	Telephone no ► 352-372-0143	
Located at ► GAINESVILLE		FL	ZIP+4 ► 32604
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 <input type="checkbox"/>	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
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?	N/A	1c	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	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 ► 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>	<input checked="" type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 (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
ROLF E HUMMEL 1726 NW 6TH AVENUE	GAINESVILLE FL 32603-1213	PRESIDENT 10.00	0	0
DANIEL MAICO 7409 NW 20TH PLACE	GAINESVILLE FL 32605	VICE PRESIDE 10.00	0	0
WALTRAUD E HUMMEL 1726 NW 6TH AVENUE	GAINESVILLE FL 32603-1213	SECRETARY 10.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

► 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 N/A

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 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3► Form **990-PF** (2012)

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	3,009,660
b	Average of monthly cash balances	1b	303,223
c	Fair market value of all other assets (see instructions)	1c	238
d	Total (add lines 1a, b, and c)	1d	3,313,121
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	3,313,121
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	49,697
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,263,424
6	Minimum investment return. Enter 5% of line 5	6	163,171

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	163,171
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,060
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,060
3	Distributable amount before adjustments Subtract line 2c from line 1	3	158,111
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	158,111
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	158,111

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	586,729
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	586,729
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	5,060
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	581,669

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				158,111
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	304,569			
c From 2009	232,055			
d From 2010	139,012			
e From 2011	407,926			
f Total of lines 3a through e	1,083,562			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 586,729				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				158,111
e Remaining amount distributed out of corpus	428,618			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	1,512,180			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,512,180			
10 Analysis of line 9:				
a Excess from 2008	304,569			
b Excess from 2009	232,055			
c Excess from 2010	139,012			
d Excess from 2011	407,926			
e Excess from 2012	428,618			

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 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:

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
N/A

b The form in which applications should be submitted and information and materials they should include.
N/A

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	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 SCHEDULE ATTACHED	NONE		SCHEDULE ATTACHED	586,449
Total			► 3a	586,449
b Approved for future payment N/A				
Total			► 3b	

Part XVI A Analysis of Income

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,120	
4 Dividends and interest from securities			14	506,463	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		507,583	0
13 Total. Add line 12, columns (b), (d), and (e)			13		507,583

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

Form **4562**Department of the Treasury
Internal Revenue Service
(99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2012Attachment
Sequence No **179**

Name(s) shown on return

PAMPHALON FOUNDATION, INC.Identifying number
14-1876459

Business or activity to which this form relates

Indirect Depreciation**Part I Election To Expense Certain Property Under Section 179****Note: If you have any listed property, complete Part V before you complete Part I.**

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	595
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property			595	5.0	HY	200DB
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	714
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

16110 PAMPHALON FOUNDATION, INC.
14-1876459
FYE: 12/31/2012

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,000	\$ 750	\$ 0	\$ 250
Total	\$ 1,000	\$ 750	\$ 0	\$ 250

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORM 990PF FYE 12/31/11	\$ 2,571	\$ 0	\$ 0	\$ 0
Total	\$ 2,571	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Laptop & Related Equipment	6/30/12	\$ 1,190	\$ 0	200DB	5	\$ 714	\$ 357	\$ 0
Total		\$ 1,190	\$ 0			\$ 714	\$ 357	\$ 0

16110 PAMPHALON FOUNDATION, INC.
14-1876459
FYE: 12/31/2012

Federal Statements

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Form 990-PF, Part I, Line 23 - Amortization

<u>Description</u>	<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Prior Year Amortization</u>	<u>Life</u>	<u>Current Year Amortization</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>COGS</u>
ORGANIZATIONAL COSTS	3/01/03	\$ 19,567	\$ 19,567	5	\$ 0	\$ 0	\$ 0	
Total		\$ 19,567	\$ 19,567		\$ 0	\$ 0	\$ 0	

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses				
FLORIDA FILING FEES	61	31		
POSTAGE, PO BOX & OFFICE EXPENSES	465	465		
WIRE FEES	13	13		
Total	\$ 539	\$ 509	\$ 0	\$ 30

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MANN & HUMMEL	\$ 10,529,581	\$ 10,529,581	Cost	\$ 3,091,940
Total	\$ 10,529,581	\$ 10,529,581		\$ 3,091,940

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14-1876459
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Federal Statements

Statement 6 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
ORGANIZATIONAL COSTS	\$ 19,567	\$ 19,567	\$ 19,567	\$ 476
COMPUTER EQUIPMENT	1,190	714		
Total	\$ 20,757	\$ 20,281	\$ 20,281	\$ 476

16110 PAMPHALON FOUNDATION, INC.
14-1876459
FYE: 12/31/2012

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Federal Statements

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ADDITIONAL ORGANIZATIONAL COSTS	\$ 2,928	\$ 2,928	\$ _____
Total	\$ 2,928	\$ 2,928	\$ 0

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Rounding	\$ 1
Total	\$ 1

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$ _____
Total	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$ _____
Total	\$ 0

PAMPHALON FOUNDATION, INC.
FORM 990-PF - PART XV
FOR THE YEAR 12.31.2012

EIN 14-1876459

1

Pamphalon Foundation, Inc.

Supporting Charitable Work, Education and Research, the Arts, and the Environment

P.O.Box 13826
Gainesville, FL 32604

12-31-2012

Recipients of Donations in 2012

<u>name of entity</u>	<u>address</u>	<u>type of entity</u>	
Alachua Conservation Trust	12 West University Ave. Suite 201 Gainesville, FL 32601	Organization for land conservation tax exempt under 501(c) (3)	10,000
Amnesty International USA	5 Penn Plaza, New York, NY 10001	International Human Rights Organization	6,000
Arbor House	P.O. Box 12363, Gainesville, FL 32604	Home f.homeless single mothers + children	10,000
Boy Scouts of Alachua County	N.FL Council of Boy Scouts, 521 Edgewood Ave.S, Jacksonville,FL 32205	501(c)(3), cert.#: 85-801 262 0996 C-4	10,000
Boys' + Girls' Club of Alachua County	P.O.Box 112750, Gainesville, FL 32602	Club for underprivileged children 501(c)(3),Fed.TaxID:85-801-262-0996C-4	10,000
Child Advocacy Center	901 NW 8 th Ave, Gainesville, FL 32604	Combination of agencies to assist children in need, 501(c) (3), 31-170 5396	10,000
Chimp Haven	13600 Chimpanzee Place, Keithville, LA 71047	Organiz. to save and house former medical research chimps 501(a),501(c)(3),EI# 74-2766663	8,000

PAMPHALON FOUNDATION, INC.
FORM 990-PF - PART XV
FOR THE YEAR 12.31.2012

EIN 14-1876459

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Christian Community, Chicago	2135 W. Wilson Ave., Chicago, IL 60625	Church, tax exempt # 36-2680174	10,000
Christ.Comm. Seminary, Spring Valley	15 Margetts Rd., Chestnut Ridge, NY 10952	Church Seminary, tax ex. # 35-2181804	20,000
Christian Community, New York	309 W. 74 th Street, New York, NY 10023	Church; tax exempt # 13-6126440	30,000
Christ. Community, Washington-Baltimore, 4221 Metzerott Rd., College Park, MD 20740, Church; tax ID # 52-215 4510			5,000
Christ. Community, Monsey	15 Margetts Rd, Monsey, NY 10952	Church, tax exempt # 20-0733409	10,000
Eurythmy Program Threefold educational Foundation + School	260 Hungry Hollow Rd, Spring Valley Spring Valley, NY 10977	School for performing arts 501c3, tax ex. # 13-619 6291	3,000
Concordia Language Villages	901, 8 th Street, Moorhead, MN 56562	Part of Concordia College, Connected to Lutheran Church of America	570
Consumer Reports	P.O. Box 2109, Harlan, IA 51593-0298	Periodical, member Consumers International a 501(c) 3 organization	50
Doctors Without Borders	P.O. Box 1856, Merrifield, VA 22116	Worldwide medical help organization tax exempt under 501(c)(3)	60,000
Florida Trail Association	5415 SW 13 th St., Gainesville, FL 32608	Development of local bike- + hiking trails 501(c)(3), Fed. Tax ID: 23-7079720	1,000
Gainesville Civic Chorus	PO Box 5205, Gainesville, FL 32627	chorus composed of members of the Community, tax ID 59-1779699 501(c)(3)	1,000
Gainesville Community Ministry	238 SW 4 th Ave., Gainesville, FL 32601	Emergency food, clothing, assistance 501(c), FIN 59-172-4202	58,000

PAMPHALON FOUNDATION,INC.
FORM 990-PF - PART XV
FOR THE YEAR 12.31.2012

EIN 14-1876459

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Girl Scouts of Gateway Council, Inc.	1000 Shearer St., Jacksonville, FL 32205	registration # CH 720	10,000
Grier School	P.O.Box 308, Tyrone, PA 16686	Middle+Highschool, geared towards arts, Tax exempt # 75-08659-2	4,000
Habitat for Humanity, Gainesville	2317 SW 13 th St., Gainesville, FL 32608	Building houses for underprivileged families 501(c)(3), sect.170(b)(1)(A)(vi)+509(a)(1)	40,000
Haven Hospice of N. Ctr. Florida	4200 NW 90 th Blvd, G'ville, FL 32606	Care for terminally ill patients 501 (c)(3), code 170	20,000
Helping Hands Clinic	P.O.Box 1481, Gainesville, FL 32602	Volunteer physicians and nurses caring for the indigent tax exempt # 59-3716775	10,000
Humane Society of Alachua County,	2029 NW 6 th Street, Gainesville, FL 32609	Caring for needy animals 501(c)(3), section 170 of the code	5,000
Hungry Kids International	PO Box 87, Quemado, TX 78877-0087	orphanage Casa del Rey tax exempt 501(c)(3), 509(a) section 170(b)(1)(A)(vi)	10,000
Jungle Friends Primate Sanctuary	13915 N.State Rd 121, G'ville, FL 32653	sanctuary for former lab+pet primates 501(c)(3), cert.: 85-801 537 252 4C-6	2,500
Kids Count in Alachua County, Inc.	PO Box 358272, Gainesville, FL 32635	after-school program for needy children	5,000
Maji Mazuri, USA (Kenya)	4783 Summer Lane, Atlanta, GA 30338	Organization to build schools and provide food for children in Kenya 170(b)(1)(A)(vi) EIN: 20-1871180	5,000

PAMPHALON FOUNDATION,INC.
 FORM 990-PF - PART XV
 FOR THE YEAR 12.31.2012

EIN 14-1876459

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Marshall University (Student Grant)	1 John Marshall Drive, Huntington, WV 25755-3300	Public Research University	8.200
Morning Meadow School + Heart Pine School	813 NW 6 th Street, Gainesville, FL	Waldorf Style School, N, K-3	11,000
Nature Conservancy	222 S. Westmonte Drive. Suite 300 Altamonte Springs, FL 32714	Organization to save wilderness lands 501(c)(3), Fed.IDN: 53-0242-652	10.000
PACE Center for girls in Alachua Cty.	1010 SE 4 th Ave, Gainesville, FL32601	school for girls 12-18 who have been abused or are otherwise in danger tax ID # 59-2414492	10,000
Planned Parenthood of N.Ctrl.Florida	1240 NW 11 th Avenue, Suite B Gainesville, FL 32601	Organiz. to counsel+treat female patients 501(c)(3) Tax exempt # 85-801262.8487	15,000
Pleasant Place	732 NW 4 th St., Gainesville, FL 32601	Home for teenage mothers + their children 501(c)(3), certificate # 85-8012535884c-9	10,000
Passage Family Church, Prime Time Program	5000 East University Avenue Gainesville, FL 32641	After school program for disadvantaged children tax exempt # 59-6512911	10,000
Ronald Mc Donald House	1600 SW 14 th Street, Gainesville, FL 32608	Accommodates relatives of children under treatment at Shand's Hospital 501(c)(3), tax exempt # 85-801256 0101 C-7	10,000
Rotoplast International, Inc.	3317, 26 th St. San Francisco, CA94110	Organization performs maxillofacial surgery on indigent children around the world 501(c)(3), FIN 94-3247677	10,000
Santa Fé College, Endowment Corp.	3000 NW 83 rd St., Gainesville, FL 32606	College student grants for indigent students from Alachua + Bradford County	40,000

PAMPHALON FOUNDATION, INC.
 FORM 990-PF - PART XV
 FOR THE YEAR 12.31.2012

EIN 14-1876459

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Special Olympics Florida	1105 Citrus Tower Blvd., Clermont Clermont, FL 34711	Handicapped athletic competition TIN 23-7181560	1,000
St. Francis House	413 S. Main Street, Gainesville, FL 32601	Homeless shelter + soup kitchen/ 501(c)(3)	20,000
Suncoast Waldorf School	1857 Curlew Road, Palm Harbor, FL 34683	School K – 8 th Grade tax exempt # 85-801 258 9513 C-3	6,000
Trilogy School	8700 NW 23 rd Ave, G'ville, FL 32606	School, k-12, 501(c) 3	1,500
Trinity United Methodist Church	4000 NW 53 rd Ave., Gainesville, FL 32653	Church, FID # 59-1113259	8,950
University of Florida	UF, Gainesville, FL 32611	501(c)(3)	
UF Center for the Performing Arts	POBox 112750, Gainesville, FL 32611	Arts Center	12,000
UF, FL Museum of Natural History	PO Box 112710, Gainesville, FL 32611	Museum	5,000
UF, Friends of Music	School of Music at the University of Florida, G'ville, FL 32611	group supporting music education	2,000
UF Dept.of Mat. Science + Engin. Student Grants, etc.	Rhines Hall at University of Florida	Dept. of Material Science + Engineering	21,579.11
UNICEF	125 Maiden Lane, New York, NY 10038	International Help Organization	100

Total donations in 2012: \$ 586,449.11