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

2012

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 **, 2012, and ending**, 20

Name of foundation

GAYLORD HJ, CHARITABLE T/A

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

Room/suite

ONE M & T PLAZA, 8TH FLOOR

City or town, state, and ZIP code

BUFFALO, NY 14203**G** Check all that apply: Initial return Final return Address change Initial return of a former public charity Amended return 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) ► \$ **3,431,227.****J** Accounting method: Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents	86,401.	86,184.		STMT 1
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	40,434.			
b Gross sales price for all assets on line 6a	1,385,054.			
7 Capital gain net income (from Part IV, line 2)		40,434.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	4,624.	4,338.		STMT 2
12 Total. Add lines 1 through 11	131,459.	130,956.		
13 Compensation of officers, directors, trustees, etc	18,292.	18,292.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see Instructions)	1,727.	1,539.		STMT 3
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	1,020.	1,020.		STMT 4
24 Total operating and administrative expenses.	21,039.	20,851.		
Add lines 13 through 23				
25 Contributions, gifts, grants paid	145,728.			145,728.
26 Total expenses and disbursements. Add lines 24 and 25	166,767.	20,851.		145,728.
27 Subtract line 26 from line 12:	-35,308.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		110,105.		
c Adjusted net income (if negative, enter -0-)				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			10,231.	10,231.
	2 Savings and temporary cash investments		266,577.	142,686.	142,686.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S. and state government obligations (attach schedule)	STMT 5.	155,293.	125,200.	131,278.
	b Investments - corporate stock (attach schedule)	STMT 6.		194,480.	244,451.
	c Investments - corporate bonds (attach schedule)	STMT 8.	24,438.	24,438.	28,384.
	11 Investments - land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 9.	2,748,474.	2,661,287.	2,874,197.
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,194,782.	3,158,322.	3,431,227.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		3,194,782.	3,158,322.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		3,194,782.	3,158,322.	
	31 Total liabilities and net assets/fund balances (see instructions)		3,194,782.	3,158,322.	

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	3,194,782.
2 Enter amount from Part I, line 27a	2	-35,308.
3 Other increases not included in line 2 (itemize) ► ROUNDING ADJUSTMENT	3	2.
4 Add lines 1, 2, and 3	4	3,159,476.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	1,154.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,158,322.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,385,054.		1,344,620.	40,434.		
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			40,434.		
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	40,434.	
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	92,276.	1,935,318.	0.047680
2010	60,122.	1,586,988.	0.037884
2009	57,354.	1,441,970.	0.039775
2008	58,062.	1,287,509.	0.045096
2007			

- 2 Total of line 1, column (d) 2 0.170435
- 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 0.042609
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 3,324,937.
- 5 Multiply line 4 by line 3 5 141,672.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,101.
- 7 Add lines 5 and 6 7 142,773.
- 8 Enter qualifying distributions from Part XII, line 4 8 145,728.

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	1,101.
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		
3	Add lines 1 and 2	3		1,101.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1,101.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		376.
b	Exempt foreign organizations - tax withheld at source	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		376.
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	9		725.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ► 11	11		

Part VII-A Statements Regarding Activities

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

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

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

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

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

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

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

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

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► All

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► M AND T BANK	Telephone no. ► (716) 842-5506
	Located at ► ONE M&T PLAZA, 8TH FLR, BUFFALO, NY	ZIP+4 ► 14203
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.	► 15
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes 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.		
1a	During the year did the foundation (either directly or indirectly):	Yes No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	► <input type="checkbox"/>
	Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>
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?	
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 ►	
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.)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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.)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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)?		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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?		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?	<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?		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
M AND T BANK ONE M&T PLAZA, 8TH FLR, BUFFALO, NY 14203	TRUSTEE 1	18,292.	-0-	-0-

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

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

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

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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		NONE

Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	

2	

All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3 ►	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	3,249,468.
b Average of monthly cash balances	1b	126,103.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	3,375,571.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	3,375,571.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,634.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,324,937.
6 Minimum investment return. Enter 5% of line 5	6	166,247.

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	166,247.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,101.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,101.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	165,146.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	165,146.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	165,146.

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	145,728.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	145,728.
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	1,101.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,627.

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				165,146.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			42,305.	
b Total for prior years: 20 10, 20 20		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e		NONE		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 145,728.			42,305.	
a Applied to 2011, but not more than line 2a			42,305.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE		
d Applied to 2012 distributable amount				103,423.
e Remaining amount distributed out of corpus		NONE		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 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				61,723.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		NONE		
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

	Tax year	Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(e)(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).)

N/A

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

N/A

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PARK CENTRAL PRESBYTERIAN ATTN: BOARD OF TRU 504 EAST FAYETTE ST SYRACUSE NY 13202	NONE	PUBLIC	RELIGIOUS	72,864.
SCHOOL OF LIBRARY SCIENCE OF SU ATTN: PETER 621 SKYTOP RD, SUITE 120 SYRACUSE NY 13244-5	NONE	PUBLIC	EDUCATIONAL	72,864.
Total			► 3a	145,728.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a
b
c
d
e
f

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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 FEE REBATE
c TAX REFUND
d
e

12 Subtotal. Add columns (b), (d), and (e)

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

(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.)

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Singer 115

05/03/2013

Date

► Asst. V.P.

Title

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

M & T TRUST COMPANY		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name	MICHELE L DORE, EA		05/03/2013	
	Firm's name ►	THOMSON REUTERS (TAX & ACCOUNTING)		Firm's EIN ►	
	Firm's address ►	9711 FARRAR COURT, SUITE 110 RICHMOND, VA		23236	
				Phone no. 804-727-3150	

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

2012

Name of the organization

Employer identification number

GAYLORD HJ, CHARITABLE T/A

15-6014221

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

GAYLORD HJ, CHARITABLE T/A

Employer identification number

15-6014221

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	GAYLORD H J, JUDY ONE M & T PLAZA, 8TH FLOOR BUFFALO, NY 14203	\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	GAYLORD HJ, JUDY ONE M & T PLAZA, 8TH FLOOR BUFFALO, NY 14203	\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	GAYLORD HJ, JUDY2 ONE M & T PLAZA, 8TH FLOOR BUFFALO, NY 14203	\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	GAYLORD HJ, JUDY2 ONE M & T PLAZA, 8TH FLOOR BUFFALO, NY 14203	\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041**2012**

Name of estate or trust

GAYLORD HJ, CHARITABLE T/A

Employer identification number

15-6014221

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

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS					2,980.
b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	7,245.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet				4	()
5	Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►				5	10,225.

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					18,709.
b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	11,500.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9	Capital gain distributions				9	
10	Gain from Form 4797, Part I				10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet				11	()
12	Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►				12	30,209.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		10,225.
14	Net long-term gain or (loss):			
a	Total for year	14a		30,209.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		40,434.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 15, column (3) or b \$3,000

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	27		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
29	Subtract line 28 from line 27			
30	Multiply line 29 by 15% (.15)			
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			
32	Add lines 30 and 31			
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

GAYLORD HJ, CHARITABLE T/A

Employer identification number
15-6014221**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 130. ACME PACKET INC	11/22/2011	01/09/2012	3,475.00	5,658.00	-2,183.00
2654.336 LSV VALUE EQUITY STRATEGY	08/02/2011	01/23/2012	36,736.00	38,249.00	-1,513.00
3460.933 DWS FLOATING RATE	11/22/2011	01/23/2012	31,944.00	32,215.00	-271.00
1247.809 DREYFUS INTERNATI I	11/22/2011	01/23/2012	20,676.00	20,605.00	71.00
82.174 GUINNESS ATKINSON C KONG FD	02/25/2011	01/23/2012	2,412.00	3,109.00	-697.00
2023.895 T ROWE PRICE LRG FD INST	02/25/2011	01/23/2012	34,467.00	35,175.00	-708.00
29.002 MTB SM CAP GRWTH-IN	11/22/2011	01/23/2012	470.00	432.00	38.00
5447.471 MTB SH TERM CORP I-#518	11/22/2011	01/23/2012	55,673.00	55,727.00	-54.00
22450.581 MTB SH DURATN GO I-FD #120	11/22/2011	01/23/2012	220,016.00	220,465.00	-449.00
1563.903 MTB LGE CAP VAL-I	08/02/2011	01/23/2012	16,358.00	17,025.00	-667.00
451.987 MTB INTL EQ-INST I	09/30/2011	01/23/2012	3,733.00	3,413.00	320.00
1127.083 MORGAN STANLEY FO FD CL-I	02/25/2011	01/23/2012	41,341.00	43,404.00	-2,063.00
16. ALEXION PHARMACEUTICAL	11/22/2011	01/25/2012	1,196.00	1,043.00	153.00
2. GOOGLE INC CL A	10/19/2011	02/13/2012	1,225.00	1,179.00	46.00
16. LULULEMON ATHLETICA IN	08/16/2011	02/13/2012	1,048.00	887.00	161.00
20. PERRIGO CO COM	11/22/2011	02/13/2012	1,890.00	1,791.00	99.00
98. POLYPORE INTERNATIONAL	11/22/2011	02/13/2012	4,327.00	5,648.00	-1,321.00
20. COGNIZANT TECH SOLUTIO	11/22/2011	02/16/2012	1,424.00	1,296.00	128.00
12. UNION PAC CORP COM COM	02/13/2012	02/16/2012	1,304.00	1,347.00	-43.00
36. EXPEDITORS INTL WASH I	11/22/2011	03/19/2012	1,661.00	1,500.00	161.00
8. CHIPOTLE MEXICAN GRILL-	11/22/2011	04/04/2012	3,304.00	2,444.00	860.00
10. LULULEMON ATHLETICA IN	09/30/2011	04/04/2012	750.00	527.00	223.00
18. ALEXION PHARMACEUTICAL	11/22/2011	04/19/2012	1,643.00	1,173.00	470.00
20. ALLERGAN INC COM	11/22/2011	04/19/2012	1,897.00	1,602.00	295.00

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

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

Schedule D-1 (Form 1041) 2012

JSA

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**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

GAYLORD HJ, CHARITABLE T/A

Employer identification number
15-6014221**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6. APPLE COMPUTER INC COM	11/22/2011	04/19/2012	3,575.00	2,235.00	1,340.00
56. ARM HOLDINGS PLC	11/22/2011	05/10/2012	1,360.00	1,495.00	-135.00
1351. ALPINE GLBL PREMIER FUND	01/23/2012	06/15/2012	8,741.00	7,865.00	876.00
6. GOOGLE INC CL A	11/22/2011	06/19/2012	3,502.00	3,459.00	43.00
6. AMAZON COM INC COM	02/13/2012	06/28/2012	1,315.00	1,337.00	-22.00
32. COGNIZANT TECH SOLUTIONS	11/22/2011	07/09/2012	1,837.00	2,063.00	-226.00
130. BROADCOM CORP CL A	02/13/2012	07/18/2012	3,992.00	4,757.00	-765.00
823. ALPINE GLBL PREMIER FUND	01/23/2012	07/31/2012	5,348.00	4,760.00	588.00
392. ISHARES HIGH DIVIDEND	01/23/2012	07/31/2012	24,100.00	21,721.00	2,379.00
608.431 MFS EMERGING MARKETS - I	01/23/2012	07/31/2012	9,558.00	8,901.00	657.00
200.272 MAINSTAY EPOCH GLB CL-I	01/23/2012	07/31/2012	3,200.00	3,074.00	126.00
378.295 RS GLOBAL NATURAL FUND	11/22/2011	07/31/2012	13,532.00	13,289.00	243.00
572. SPDR S&P DIVIDEND ETF	11/22/2011	07/31/2012	32,310.00	29,372.00	2,938.00
2909.637 WILMINGTON SMALL FUND - I	11/22/2011	07/31/2012	46,060.00	42,860.00	3,200.00
4. PRICELINE.COM INCORPORATED	01/25/2012	08/02/2012	2,606.00	2,080.00	526.00
2. PRICELINE.COM INCORPORATED	11/22/2011	08/13/2012	1,124.00	954.00	170.00
22. OCCIDENTAL PETE CORP CL A	11/22/2011	09/04/2012	1,848.00	2,002.00	-154.00
20. LULULEMON ATHLETICA INC	08/02/2012	09/20/2012	1,509.00	1,077.00	432.00
10. UNION PAC CORP COM COM	10/28/2011	09/21/2012	1,208.00	1,024.00	184.00
36. BAIDU INC-SPON ADR	02/13/2012	10/03/2012	4,025.00	4,972.00	-947.00
48. DOLLAR TREE INC	11/22/2011	10/31/2012	1,902.00	1,848.00	54.00
2. ALEXION PHARMACEUTICALS	11/22/2011	11/05/2012	181.00	130.00	51.00
10. BIOGEN IDEC INC	04/19/2012	11/05/2012	1,390.00	1,137.00	253.00
2. CITRIX SYSTEMS INC COM	11/22/2011	11/05/2012	125.00	136.00	-11.00

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

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

JSA

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Schedule D-1 (Form 1041) 2012

2012

- **Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041**

Name of estate or trust

Employer identification number
15-6014221

GAYLORD HJ, CHARITABLE T/A

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

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

7,245.00

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

Schedule D-1 (Form 1041) 2012

JSA

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

Employer identification number

GAYLORD HJ, CHARITABLE T/A

15-6014221

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2659.104 LSV VALUE EQUITY STRATEGY	11/23/2010	01/23/2012	36,802.00	33,469.00	3,333.00
1102. CBRE CLARION GLBL RE INCOME	11/23/2010	01/23/2012	7,989.00	8,018.00	-29.00
472.017 DREYFUS INTERNATIO I	10/16/2009	01/23/2012	7,821.00	7,769.00	52.00
52.949 GUINNESS ATKINSON C KONG FD	01/20/2010	01/23/2012	1,554.00	1,916.00	-362.00
9328.799 HENDERSON GLOBAL A	11/23/2010	01/23/2012	66,141.00	68,984.00	-2,843.00
189.404 MTB SM CAP GRWTH-I #555	11/23/2010	01/23/2012	3,072.00	2,839.00	233.00
3270.755 MTB SH TERM CORP I-#518	10/08/2010	01/23/2012	33,427.00	33,307.00	120.00
4743.056 MTB LGE CAP VAL-I	10/08/2010	01/23/2012	49,612.00	45,080.00	4,532.00
6571.419 MTB INTL EQ-INST	06/17/2010	01/23/2012	54,280.00	55,957.00	-1,677.00
2. EXPRESS SCRIPTS INC COM	06/17/2010	02/13/2012	99.00	106.00	-7.00
2. GOOGLE INC CL A	02/08/2011	02/13/2012	1,225.00	1,239.00	-14.00
20. QUALCOMM INC COM	02/08/2011	02/13/2012	1,230.00	1,117.00	113.00
2. STARWOOD HOTELS & RESOR	12/08/2010	02/13/2012	111.00	119.00	-8.00
2. COGNIZANT TECH SOLUTION	10/07/2010	02/16/2012	142.00	129.00	13.00
96. EXPEDITORS INTL WASH I	11/23/2010	03/19/2012	4,428.00	3,569.00	859.00
4. GOOGLE INC CL A	01/20/2010	04/19/2012	2,429.00	2,314.00	115.00
142. ARM HOLDINGS PLC	06/17/2010	05/10/2012	3,448.00	1,514.00	1,934.00
3250. ALPINE GLBL PREMIER FUND	01/20/2010	06/15/2012	21,028.00	20,437.00	591.00
4. GOOGLE INC CL A	01/20/2010	06/19/2012	2,334.00	2,314.00	20.00
50. STARWOOD HOTELS & RESO WORLDWIDE	12/08/2010	06/19/2012	2,658.00	2,773.00	-115.00
278. ALPINE GLBL PREMIER P FUND	06/17/2010	07/31/2012	1,806.00	1,541.00	265.00
453.102 GUINNESS ATKINSON ENERGY FUND	02/25/2011	07/31/2012	11,522.00	15,179.00	-3,657.00
622.764 LITMAN GREGORY MST CL-INST	02/25/2011	07/31/2012	8,040.00	9,759.00	-1,719.00
490.357 RS GLOBAL NATURAL FUND	02/25/2011	07/31/2012	17,540.00	19,737.00	-2,197.00
708. SPDR S&P DIVIDEND ETF	02/25/2011	07/31/2012	39,992.00	36,014.00	3,978.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

15-6014221

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2552.311 WILMINGTON SMALL FUND - I	01/20/2010	07/31/2012	40,403.00	34,150.00	6,253.00
696.314 WILMINGTON BROAD M FUND - I	11/23/2010	07/31/2012	7,130.00	7,114.00	16.00
16. OCCIDENTAL PETE CORP C	02/08/2011	08/02/2012	1,379.00	1,555.00	-176.00
30000. US TREAS NOTE 8/15/12	01/18/2006	08/15/2012	30,000.00	30,093.00	-93.00
34. OCCIDENTAL PETE CORP C	01/13/2011	09/04/2012	2,856.00	3,048.00	-192.00
108. DOLLAR TREE INC	09/27/2011	10/31/2012	4,279.00	4,112.00	167.00
4. CAMERON INTERNATIONAL C	03/14/2011	11/05/2012	209.00	234.00	-25.00
4. EMC CORP MASS COM	05/13/2011	11/05/2012	99.00	111.00	-12.00
4. LULULEMON ATHLETICA INC	09/30/2011	11/05/2012	282.00	203.00	79.00
2. SCHLUMBERGER LTD COM	03/14/2011	11/05/2012	139.00	171.00	-32.00
36. STARWOOD HOTELS & RESO WORLDWIDE	10/07/2010	11/05/2012	1,902.00	1,926.00	-24.00
16. STARWOOD HOTELS & RESO WORLDWIDE	08/05/2011	11/05/2012	845.00	748.00	97.00
469.002 ARTIO GLOBAL HIGH CLASS I	02/25/2011	11/13/2012	4,610.00	4,899.00	-289.00
965.446 FEDERATED TOTAL RE I	09/30/2011	11/13/2012	11,257.00	10,987.00	270.00
154.004 GUINNESS ATKINSON KONG FD	01/20/2010	11/13/2012	4,320.00	5,572.00	-1,252.00
584.252 T ROWE PRICE LRG C INST	02/25/2011	11/13/2012	10,517.00	10,154.00	363.00
256.611 LAZARD EMRG MARKET CL-I	02/22/2008	11/13/2012	4,881.00	5,935.00	-1,054.00
112.972 MORGAN STANLEY FOC CL-I	02/25/2011	11/13/2012	4,186.00	4,351.00	-165.00
628.293 RS GLOBAL NATURAL FUND	09/30/2011	11/13/2012	22,983.00	19,782.00	3,201.00
1242.004 WILMINGTON MID CA FUND - I	08/01/2001	11/13/2012	18,059.00	18,623.00	-564.00
3365.482 WILMINGTON BROAD FUND - I	02/25/2011	11/13/2012	34,564.00	34,153.00	411.00
10. ALLERGAN INC COM	01/20/2010	12/20/2012	926.00	612.00	314.00
18. ALLERGAN INC COM	11/22/2011	12/20/2012	1,666.00	1,442.00	224.00
8. PERRIGO CO COM	11/22/2011	12/20/2012	828.00	716.00	112.00
10. PERRIGO CO COM	01/24/2011	12/20/2012	1,035.00	694.00	341.00

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

11,500.00

Schedule D-1 (Form 1041) 2012

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	86,401.	86,184.
TOTAL	86,401.	86,184.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	4,624.	4,338.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	188. 934. 605. ----- TOTALS	934. 605. ----- 1,727. =====
		1,539. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE - OTHER ALLOCABLE EXPENSES - 2%	267. 753.	267. 753.
TOTALS	1,020. =====	1,020. =====

GAYLORD HJ, CHARITABLE T/A

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LN BK 5.25% 6/18/14	24,862.	26,839.
FED HOME LN MTG 4.5% 1/15/15	25,149.	27,127.
U S TREAS NOTE 3.125% 4/30/13	50,006.	50,494.
U S TREAS NOTE 4.375% 8/15/12	25,183.	26,818.
FED HOME LN MTG 5.0% 7/15/14		
TOTALS	125,200.	131,278.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MONSANTO CO	8,823.	11,169.
CATERPILLAR INC	7,472.	6,810.
FASTENAL CO	6,468.	6,998.
J B HUNT TRANSPORT SERVICES	4,827.	4,896.
UNION PACIFIC CORP	5,689.	9,052.
AMAZON. COM INC	6,663.	11,038.
CHIPOTLE MEXICAN GRILL INC	5,159.	5,949.
LULULEMON ATHLETICA INC	3,092.	5,489.
PRICELINE. COM INC	4,837.	7,445.
STARBUCKS CORP	8,845.	8,688.
TRACTOR SUPPLY CO	6,581.	6,539.
CAMERON INTERNATIONAL CORP	7,683.	8,921.
SCHLUMBERGER LTD	8,665.	8,454.
AFFILIATED MANAGERS GROUP	6,249.	7,549.
VISA INC	8,132.	11,520.
ALEXION PHARMACEUTICALS INC	5,108.	10,311.
ALLERGAN INC	4,891.	7,338.
BIOGEN IDEC INC	5,167.	7,611.
CERNER CORP	7,159.	7,441.
EXPRESS SCRIPTS	5,297.	5,940.
PERRIGO CO	3,648.	6,242.
VERTEX PHARMACEUTICALS INC	3,799.	3,771.
APPLE INC	8,158.	17,030.
CITRIX SYSTEMS INC	9,246.	9,843.
COGNIZANT TECHNOLOGY SOLUTIONS	6,184.	9,309.
EBAY INC	9,901.	11,219.
EMC CORP	7,855.	7,641.
LINKEDIN CORP	3,782.	3,904.
QUALCOMM INC	7,781.	9,650.

GAYLORD HJ, CHARITABLE T/A

15-6014221

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TERADATA CORP	7,319.	6,684.
TOTALS	194,480.	244,451.

GAYLORD HJ, CHARITABLE T/A

FORM 990PF, PART II - CORPORATE BONDS

15-6014221

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELL'S FARGO BK 5.75% 5/16/16	24,438.	28,384.
TOTALS	24,438.	28,384.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV --
HARBOR INTL FD	C	266,886.	315,910.
LAZARD EMERGING MKTS	C	105,881.	108,039.
DREYFUS INT'L BD FD	C	64,676.	69,199.
MFS EMERGING MARKETS	C	147,379.	166,742.
RIDGEWORTH SEIX	C	98,281.	102,073.
LSV VALUE	C	177,851.	205,678.
GUINNESS ATKINSON - CHINA & HK	C	42,673.	44,939.
HENDERSON GLOBAL EQ	C	24,608.	30,009.
RS GLOBAL NATURAL RESOURCES FD	C	129,794.	133,528.
ARTIO GLOBAL HIGH INCOME	C		
DWS FLOATING RATE PLUS INST	C		
FEDERATED TOTAL RETURN BOND FD	C		
GUINNESS ATKINSON-GLOBAL ENRG	C		
MORGAN STANLEY FOCUS GROWTH	C		
T ROWE PRICE INST LARGE-CAP	C		
CBRE CLARIION GLOBAA RE INCOME	C		
LITMAN GREGORY MASTERS INTL	C		
MAINSTAY EPOCH	C		
SPDR S&P DIVIDEND ETF	C		
FEDERATED ULTRA SHORT BD FD	C		
WILMINGTON BROAD MARKET BD FD	C		
TIAA-CREF MID CAP VALUE FD	C		
WILMINGTON LARGE CAP VALUE FD	C		
WILMINGTON MID CAP GROWTH FD	C		
WILMINGTON MULTI-MANAGER REAL	C		
ISHARES HIGH DIVIDEND EQUITY	C		
ISHARES RUSSELL 2000 GROWTH	C		
TOTALS		2,661,287.	2,874,197.

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

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT DUE TO ROC - ALPINE GLBL PREM PROP FD	1,147.
BASIS ADJUSTMENT DUE TO ROC - ARTIO GLBL HIGH INCOME FD	7.
TOTAL	1,154.

STATEMENT 10

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	3,202,078.	138,279.	
FEBRUARY	3,313,682.	131,161.	
MARCH	3,318,042.	111,366.	
APRIL	3,308,910.	120,980.	
MAY	3,130,239.	127,933.	
JUNE	3,173,082.	137,477.	
JULY	3,204,520.	140,857.	
AUGUST	3,237,355.	118,598.	
SEPTEMBER	3,295,474.	96,677.	
OCTOBER	3,270,114.	97,119.	
NOVEMBER	3,261,807.	139,872.	
DECEMBER	3,278,310.	152,918.	
TOTAL	38,993,613.	1,513,237.	
AVERAGE FMV	3,249,468.	126,103.	