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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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

FRED L. EMERSON FOUNDATION, INC.

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

5654 SOUTH STREET ROAD

City or town, state, and ZIP code

AUBURN, NY 13021

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)

► \$ 77,763,001. (Part I, column (d) must be on cash basis)

J Accounting method

Cash

Accrual

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Revenue	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	477,347.	477,347.	Statement 1
	4 Dividends and interest from securities	1,068,867.	1,068,867.	Statement 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	598,048.	598,048.	
	7 Capital gain net income (from Part IV, line 2)			
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income			
	12 Total. Add lines 1 through 11	2,144,262.	2,144,262.	
	13 Compensation of officers, directors, trustees, etc.	161,750.	32,350.	129,400.
	14 Other employee salaries and wages	287,580.	118,790.	118,790.
	15 Pension plans, employee benefits	21,856.	7,650.	14,206.
	16a Legal fees			
	b Accounting fees Stmt 3	22,364.	16,023.	6,341.
	c Other professional fees Stmt 4	409,542.	308,330.	101,212.
	17 Interest Stmt 5	8,060.	8,060.	0.
	18 Taxes	-11,749.	7,586.	8,618.
	19 Depreciation and depletion	15,715.	0.	
	20 Occupancy			
	21 Travel, conferences, and meetings	19,402.	5,821.	13,581.
	22 Printing and publications			
	23 Other expenses Stmt 6	119,147.	38,331.	80,817.
	24 Total operating and administrative expenses Add lines 13 through 23	1,003,667.	542,941.	472,965.
	25 Contributions, gifts, grants paid	3,702,707.		3,702,707.
	26 Total expenses and disbursements Add lines 24 and 25	4,706,374.	542,941.	4,175,672.
	27 Subtract line 26 from line 12	-2,562,112.		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		1,601,321.	
	c Adjusted net income (if negative, enter -0-)			N/A

SCANNED SEP 06 2013
Operating and Administrative Expenses

9/4/15 14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	95,466.	103,096.	103,096.
	2 Savings and temporary cash investments	2,776,022.	2,756,437.	2,756,437.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 7	5,070,747.	3,804,266.	3,827,221.
	b Investments - corporate stock Stmt 8	34,525,655.	25,301,388.	32,559,675.
	c Investments - corporate bonds Stmt 9	19,399,023.	18,936,103.	20,426,583.
Liabilities	11 Investments - land, buildings and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	7,610,195.	16,024,287.	17,903,414.
	14 Land, buildings, and equipment basis ► 397,928.			
	Less accumulated depreciation Stmt 11 ► 211,353.	197,156.	186,575.	186,575.
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	69,674,264.	67,112,152.	77,763,001.
	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			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	69,674,264.	67,112,152.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	69,674,264.	67,112,152.	
	31 Total liabilities and net assets/fund balances	69,674,264.	67,112,152.	

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	69,674,264.
2 Enter amount from Part I, line 27a	2	-2,562,112.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	67,112,152.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67,112,152.

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 Tyco Intl - Class Action			P		02/09/12
b Enron - Class Action			P		07/19/12
c Qwest Communications - Class Action			P		05/09/12
d Maxim Integrated - Class Action			P		11/13/12
e Publicly Traded Securities			P		
(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 15.					15.
b 13,580.					13,580.
c 309.					309.
d 27.					27.
e 21,099,476.		20,515,359.			584,117.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
a					15.
b					13,580.
c					309.
d					27.
e					584,117.
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		598,048.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3		N/A

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

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

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

 Yes No

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

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	3,910,293.	78,830,316.	.049604
2010	2,214,143.	75,283,412.	.029411
2009	2,154,133.	67,690,088.	.031823
2008	6,924,729.	78,069,563.	.088699
2007	3,906,527.	86,885,094.	.044962

2 Total of line 1, column (d)

2 .244499

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 .048900

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 75,837,906.

5 Multiply line 4 by line 3

5 3,708,474.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 16,013.

7 Add lines 5 and 6

7 3,724,487.

8 Enter qualifying distributions from Part XII, line 4

8 4,175,672.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	1 16,013.
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6b 6c 6d
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	7 53,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 36,987. Refunded ► 0.	

Part VII-A Statements Regarding Activities

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

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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) ► NY, DE

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	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"/>	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► EMERSONFOUNDATION.COM	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► DANIEL J. FESSENDEN, EXECUTIVE DIR. Telephone no ► (315) 253-9621 Located at ► 5654 SOUTH STREET ROAD, AUBURN, NY ZIP+4 ► 13021			
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 checked="" type="checkbox"/>	N/A
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 ► Other Country	16	<input checked="" type="checkbox"/>	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.	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 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to	<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)?	<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)?	N/A		5b
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<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		6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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		7b
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		343,450.	17,000.	7,970.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANET HAINES - 5654 SOUTH STREET ROAD, AUBURN, NY 13021	OFFICE MANAGER 40.00	50,380.	4,856.	192.

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

►

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	75,222,556.
b Average of monthly cash balances	1b	1,770,242.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	76,992,798.
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	76,992,798.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,154,892.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,837,906.
6 Minimum investment return. Enter 5% of line 5	6	3,791,895.

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	3,791,895.
2a Tax on investment income for 2012 from Part VI, line 5	2a	16,013.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	16,013.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,775,882.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,775,882.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,775,882.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	4,175,672.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	4,175,672.
b Cash distribution test (attach the required schedule)	5	16,013.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	4,159,659.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				3,775,882.
2 Undistributed income, if any, as of the end of 2012			3,587,507.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 4,175,672.			3,587,507.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				588,165.
e Remaining amount distributed out of corpus	0.			0.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,187,717.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	b 85% of line 2a				
	c Qualifying distributions from Part XII, line 4 for each year listed				
	d Amounts included in line 2c not used directly for active conduct of exempt activities				
	e Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	3 Complete 3a, b, or c for the alternative test relied upon				
	a "Assets" alternative test - enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
	c "Support" alternative test - enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

DANIEL J. FESSENDEN, EXECUTIVE DIRECTOR, (315)253-9621
5654 SOUTH STREET ROAD, AUBURN, NY 13021

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

c Any submission deadlines

SEE STATEMENT 13

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

SEE STATEMENT 13

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	SEE ATTACHED STATEMENT XV	3,702,707.
Total			► 3a	3,702,707.
b Approved for future payment				
CHAPEL HOUSE	NONE	EXEMPT	TOWARD SPRINKLER SYSTEM	18,000.
MUSICAL THEATRE FESTIVAL	NONE	EXEMPT	CONTINUED DEVELOPMENT AND START-UP OF A MUSICAL THEATRE FESTIVAL	1,700,000.
ST LAWRENCE UNIVERSITY	NONE	EXEMPT	COMMUNITY PARTNERSHIP COMPONENT OF SUSTAINABILITY SEMESTER PROJECT	12,500.
Total			► 3b	1,730,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) 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				14 477,347.	
4 Dividends and interest from securities				14 1,068,867.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18 598,048.	
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.	2,144,262.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	2,144,262.

(See worksheet in line 13 instructions to verify calculations)

Relationship of Activities to the Accomplishment of Exempt Purposes

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

3. Performance of services or membership of fundraising solicitations

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

of which preparer has any **EXECUTIVE DIRECTOR**

May the IRS discuss this
return with the preparer
shown below (see instr.)?

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	PAULA D. DECKMAN		08/13/13	PTIN
	Firm's name ► TESTONE, MARSHALL & DISCENZA, LLP			Firm's EIN ► 16-1076996
	Firm's address ► THE FOUNDRY 432 NORTH FRANKLIN ST. SYRACUSE, NY 13204			Phone no 315-476-4004

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CORPORATE AND OTHER INTEREST	477,347.
Total to Form 990-PF, Part I, line 3, Column A	477,347.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
2012 DIVIDENDS	1,068,867.	0.	1,068,867.
Total to Fm 990-PF, Part I, ln 4	1,068,867.	0.	1,068,867.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	21,000.	15,750.		5,250.
LEGAL FEES	1,364.	273.		1,091.
To Form 990-PF, Pg 1, ln 16b	22,364.	16,023.		6,341.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT AND CUSTODIAL FEES	307,777.	307,777.		0.
PROFESSIONAL FEES	101,765.	553.		101,212.
To Form 990-PF, Pg 1, ln 16c	409,542.	308,330.		101,212.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	2,945.	2,945.		0.
PAYROLL & REAL ESTATE TAXES	13,259.	4,641.		8,618.
FEDERAL EXCISE TAX	-27,953.	0.		0.
TO Form 990-PF, Pg 1, ln 18	<u>-11,749.</u>	<u>7,586.</u>		<u>8,618.</u>

Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NEW YORK STATE FILING FEE	2,068.	2,068.		0.
MISCELLANEOUS	725.	0.		725.
REPAIRS AND MAINTENANCE	20,761.	6,228.		14,533.
OFFICE SUPPLIES	18,711.	5,613.		13,098.
CLEANING SERVICE EXPENSE	6,587.	1,976.		4,611.
TELEPHONE	4,802.	3,361.		1,441.
INSURANCE	57,451.	17,235.		40,216.
DUES & SUBSCRIPTIONS	2,225.	1,113.		1,113.
UTILITIES	2,455.	737.		1,718.
ARTWORK CARE & MAINTENANCE	3,362.	0.		3,362.
TO Form 990-PF, Pg 1, ln 23	<u>119,147.</u>	<u>38,331.</u>		<u>80,817.</u>

Form 990-PF

U.S. and State/City Government Obligations

Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
SEE STATEMENT #7 <u>Attached</u>	X		3,804,266.	3,827,221.
Total U.S. Government Obligations			3,804,266.	3,827,221.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			3,804,266.	3,827,221.

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
SEE STATEMENT #8 <u>Attached</u>	25,301,388.	32,559,675.
Total to Form 990-PF, Part II, line 10b	25,301,388.	32,559,675.

Form 990-PF

Corporate Bonds

Statement 9

Description	Book Value	Fair Market Value
SEE STATEMENT #9 <u>Attached</u>	18,936,103.	20,426,583.
Total to Form 990-PF, Part II, line 10c	18,936,103.	20,426,583.

Form 990-PF

Other Investments

Statement 10

Description	Valuation Method	Book Value	Fair Market Value
SEE STATEMENT #10 <u>Attached</u>	COST	16,024,287.	17,903,414.
Total to Form 990-PF, Part II, line 13		16,024,287.	17,903,414.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 11

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Bulding - 5654 South St Rd	95,000.	46,282.	48,718.
Renovations to 5654 South St Rd	102,482.	49,928.	52,554.
Renovations to 5654 South St Rd	11,796.	5,443.	6,353.
Paving of parking lots and driveways at South St location	10,510.	10,510.	0.
New soft lighting and renovations	1,750.	610.	1,140.
Electric Heating Units	1,232.	1,232.	0.
Heavy Duty Door Lock	649.	649.	0.
New siding on building	5,912.	796.	5,116.
Filing Cabinets	3,042.	3,042.	0.
Computer Software (Micro Info Systems)	3,500.	3,500.	0.
Paper Shredder	1,151.	1,151.	0.
Essential Gifts for Windows Software & Additional Users added	8,961.	5,227.	3,734.
Conference Table and Chairs	4,300.	4,300.	0.
Conference Table and Chairs	2,000.	2,000.	0.
Conference Tables and Chairs	2,495.	2,495.	0.
Conference Tables and Chairs	1,200.	1,200.	0.
Desk	1,000.	1,000.	0.
Desk	995.	995.	0.
Bookcases	21,000.	21,000.	0.
Sinage	552.	552.	0.
Coffee Table	425.	425.	0.
2 File Cabinets	491.	491.	0.
Conf Table and Chairs	1,740.	1,740.	0.
Refinish Conference Table	3,200.	3,200.	0.
Desk	2,985.	2,985.	0.
Credenza	2,037.	2,037.	0.
Office Chair	1,040.	1,040.	0.
Computer Tables	2,106.	2,106.	0.
Refrigerator	480.	480.	0.
Land	10,000.	0.	10,000.
Carpet	14,024.	5,843.	8,181.
Telephone	6,714.	4,316.	2,398.
New Heat System	36,887.	3,861.	33,026.
Tables & Cabinets	6,000.	3,643.	2,357.
Plasma Television	4,523.	3,844.	679.
Countertop	5,790.	3,515.	2,275.
Window Blinds	3,000.	1,750.	1,250.
Dell Studio Hybrid	1,188.	1,085.	103.
Dell Latitude E5510	1,910.	1,379.	531.
Wide screen computer monitors (2)	360.	260.	100.

Dell OptiPlex 780	1,355.	979.	376.
Dell Computer	3,506.	2,017.	1,489.
Dell Computer	3,506.	2,017.	1,489.
Konica Copier Bizhub C284	5,134.	428.	4,706.
Total To Fm 990-PF, Part II, ln 14	397,928.	211,353.	186,575.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
ANTHONY D. FRANCESCHELLI 5654 SOUTH STREET ROAD AUBURN, NY 13021	PRESIDENT 6.00	23,250.	0.	0.
KRISTEN E. RUBACKA 5654 SOUTH STREET ROAD AUBURN, NY 13021	VICE PRESIDENT 4.00	16,000.	0.	0.
W. GARY EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	TREASURER 4.00	17,750.	0.	0.
DANIEL J. FESSENDEN 5654 SOUTH STREET ROAD AUBURN, NY 13021	EXECUTIVE DIRECTOR/SECRETA 40.00	187,200.	17,000.	2,538.
PETER J. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	21,000.	0.	0.
LORI E. ROBINSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	12,250.	0.	803.
HEATHER A. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	11,500.	0.	894.
CHRISTOPHER S. EMERSON 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	11,750.	0.	0.
SALLY E. WAGNER 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	18,000.	0.	0.

FRED L. EMERSON FOUNDATION, INC.

15-6017650

ANN M. DUGAN 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 2.00	11,250.	0.	1,993.
DANIEL M. MEYERS 5654 SOUTH STREET ROAD AUBURN, NY 13021	DIRECTOR 4.00	13,500.	0.	1,742.
Totals included on 990-PF, Page 6, Part VIII		343,450.	17,000.	7,970.

Fred L. Emerson Foundation, Inc.
Federal ID#: 15-6017650
December 31, 2012

Attachment to Form 990-PF

Statement #: 7

Part II, Balance Sheet

Investments - US Government Obligations; Line 10a:

Description	Cost	Value	Quantity
FANNIE MAE SER 2006-109 CL HA 4.5% MAY 25 2024 DTD 10/01/2006	1,859.73	1,796.62	1,798.06
FEDERAL HOME LOAN MORTGAGE CORP GOLD PARTIC CTF 4.50% JUN 1 2021 DTD 9/1/2006 POOL NO G12379	86,502.63	87,276.15	81,920.21
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 889735 5.50% DUE 07/01/2023	96,597.78	95,295.52	88,393.74
FHLMC GOLD PARTIC CTF 4% OCT 01 2021 DTD 11/01/2006 POOL NO G12456	78,591.09	79,718.00	75,625.17
FHLMC GOLD PARTIC CTF 4.5% APR 01 2020 DTD 04/01/2005 POOL NO B18276	93,480.73	95,376.41	88,515.57
FHLMC GOLD PARTIC CTF 5% JUL 01 2020 DTD 06/01/2005 POOL NO G11722	85,895.07	86,232.68	79,809.61
FHLMC GOLD PARTIC CTF 5% JUN 01 2021 DTD 08/01/2006 POOL NO G12319	98,607.53	98,403.22	90,908.71
FHLMC GOLD PARTIC CTF 5.5% FEB 01 2020 DTD 06/01/2005 POOL NO G11728	69,223.45	71,342.35	65,362.95
FHLMC GOLD PARTIC CTF 5.5% JUL 01 2021 DTD 07/01/2006 POOL NO G12255	76,369.55	76,708.67	70,063.82
FHLMC GOLD PARTIC CTF 5.5% SEP 01 2019 DTD 09/01/2004 POOL NO G11605	79,460.78	79,706.77	73,046.40
FHLMC GOLD PARTIC CTF 5.5% SEP 01 2024 DTD 01/01/2010 POOL NO G13757	116,116.72	116,793.96	106,651.41
FHLMC GOLD POOL B18942 5% 03/01/2020 DTD 03/01/2005	109,165.67	110,148.41	101,313.84
FHLMC SER 2695 CL 2695-DG 4.00% 10/15/2018 DTD	130,232.92	131,414.03	124,327.37
FNMA 5.375% 07/15/2016 DTD 06/15/2006	135,383.20	133,949.70	115,000.00
FNMA POOL 889327 5.500% 02/01/2023 DTD 03/01/2008	123,778.73	123,303.60	114,213.36
FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015 DTD 12/12/2008	28,931.90	29,835.75	25,000.00
FREDDIE MAC GOLD PARTIC CTF 5% OCT 01 2020 DTD 09/01/2005 POOL NO G11769	31,759.64	32,479.49	30,068.31
FREDDIE MAC GOLD PARTIC CTF SEP 01 2023 DTD 09/01/2003 POOL NO C90706	45,887.20	46,399.69	42,822.71
FREDDIE MAC SER 2924 CL EH 5.25% MAR 15 2024 DTD 01/01/2005	42,416.88	42,297.02	40,871.43
GEORGIA POWER COMPANY 6% NOV 01 2013 DTD 11/19/2008	43,916.40	41,867.60	40,000.00
GREATER ORLANDO AVIATION AUTHORITY FLORIDA REV SPL PURP FACS 3.66% OCT 01 2013 DTD 10/07/2009 FED TAXABLE HELD BY DTC BOOK ENTRY ONLY	45,000.00	45,802.80	45,000.00
INDIANA BOND BANK REVENUE COMMON SCH FD ADV PUR 3.95% FEB 01 2013 DTD 04/01/2009 FED TAXABLE HELD BY DTC BOOK ENTRY	75,000.00	75,228.00	75,000.00

Fred L. Emerson Foundation, Inc.
Federal ID#: 15-6017650
December 31, 2012

Attachment to Form 990-PF

Statement #: 7

Part II, Balance Sheet

Investments - US Government Obligations; Line 10a:

Description	Cost	Value	Quantity
PUBLIC SERVICE COLORADO 3.2% NOV 15 2020 DTD 11/16/2010	4,979.65	5,423.75	5,000.00
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	64,715.38	69,533.75	55,000.00
USA TREAS NOTES 1.000% 10/31/2016 DTD 10/31/2011	347,142.77	351,441.15	345,000.00
USA TREAS NOTES 1.375% 11/30/2015 DTD 11/30/2010	361,169.92	360,255.00	350,000.00
USA TREAS NOTES 2.125% 05/31/2015 DTD 06/01/2010	44,852.34	46,951.20	45,000.00
USA TREAS NOTES 2.250% 03/31/2016 DTD 03/31/2011	292,629.50	301,943.25	285,000.00
USA TREAS NOTES 2.375% 07/31/2017 DTD 07/31/2010	296,126.95	296,419.75	275,000.00
USA TREAS NOTES 2.375% 08/31/2014 DTD 08/31/2009	151,894.82	150,125.75	145,000.00
USA TREAS NOTES 2.375% 09/30/2014 DTD 09/30/2009	109,979.65	108,896.55	105,000.00
USA TREAS NOTES 2.375% 10/31/2014 DTD 11/2/2009	108,346.64	109,044.60	105,000.00
USA TREAS NOTES 2.625% 12/31/2014 DTD 12/31/2009	77,683.85	78,539.25	75,000.00
USA TREAS NOTES 3.125% 10/31/2016 DTD 11/02/2009	250,567.38	247,270.50	225,000.00
 TOTAL	 <u>3,804,266.45</u>	 <u>3,827,220.94</u>	

Attachment to Form 990-PF

Statement #: 8

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Value	Quantity
3M CO	140,292.08	141,596.25	1,525.00
3M CO	60,426.50	96,564.00	1,040.00
ACCENTURE PLC-CL A	107,236.57	111,387.50	1,675.00
ALEXANDER & BALDWIN INC	35,623.95	36,418.80	1,240.00
ALLEGHENY TECHNOLOGIES INC	38,088.73	40,075.20	1,320.00
ALTRIA GROUP INC	55,194.47	105,324.00	3,350.00
AMERCO	23,700.95	50,089.95	395.00
AMERICAN EXPRESS CO	79,044.98	80,472.00	1,400.00
AMERISOURCEBERGEN CORP	86,637.69	92,837.00	2,150.00
ASTRAZENECA PLC SPONS ADR	88,737.92	96,903.50	2,050.00
AT&T INC	80,470.20	94,388.00	2,800.00
ATLAS AIR WORLDWIDE HOLDINGS INC	34,788.39	38,558.40	870.00
AUTOMATIC DATA PROCESSING INC	75,405.46	74,009.00	1,300.00
AVERY DENNISON CORP	18,434.93	18,856.80	540.00
AVNET INC	24,372.74	45,915.00	1,500.00
BANK OF NEW YORK MELLON CORP	141,676.93	148,417.50	5,775.00
BERKSHIRE HATHAWAY INC DEL CL B	134,320.18	136,792.50	1,525.00
BOEING CO	47,890.44	75,360.00	1,000.00
CABOT CORP	36,945.43	45,758.50	1,150.00
CASEYS GENERAL STORES INC	26,101.28	42,480.00	800.00
CHEVRON CORP	61,473.82	108,140.00	1,000.00
CINTAS CORP	76,587.96	74,642.50	1,825.00
CISCO SYSTEMS INC	64,550.97	64,841.70	3,300.00
CIT GROUP INC	52,457.93	51,391.20	1,330.00
COMERICA INC	81,648.00	84,193.50	2,775.00
COMERICA INC	50,647.04	52,488.20	1,730.00
CONOCOPHILLIPS	76,292.63	104,382.00	1,800.00
COVIDIEN PLC NEW	96,710.06	99,601.50	1,725.00
DANONE SPONS ADR	22,349.51	22,370.30	1,700.00
DEVON ENERGY CORP	111,262.96	94,973.00	1,825.00
DIAGEO P L C SPONS ADR NEW	58,103.96	108,419.40	930.00
DISCOVER FINANCIAL SERVICES	23,714.79	58,596.00	1,520.00
DODGE & COX INTERNATIONAL STOCK	1,577,576.92	1,811,401.12	52,292.18
DOMINION RESOURCES INC VA	49,305.44	60,606.00	1,170.00
E I DU PONT DE NEMOURS & CO	70,944.01	94,455.90	2,100.00
ELI LILLY & CO	100,379.39	118,368.00	2,400.00
ENCORE WIRE CORP	27,820.99	41,221.60	1,360.00
EXPEDITORS INTERNATIONAL WASHINGTON INC	73,906.98	83,055.00	2,100.00
FOOT LOCKER INC	17,903.20	54,925.20	1,710.00
GENERAL ELECTRIC CO	109,705.49	95,504.50	4,550.00
GENUINE PARTS CO	60,011.76	98,549.00	1,550.00
GLAXOSMITHKLINE PLC SPONS ADR	83,657.56	80,419.50	1,850.00

Fred L. Emerson Foundation, Inc.

Federal ID#: 15-6017650

December 31, 2012

Attachment to Form 990-PF

Statement #: 8

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Value	Quantity
GOLDENTREE OFFSHORE LTD (NEW ISSUES INELIGIBLE) CLASS			
SP 1-1 SIDE POCKET	50,145.52	39,982.40	34.72
GOLDENTREE OFFSHORE LTD CLASS G-R SERIES 58	415,453.42	678,684.72	262.94
GOLDENTREE OFFSHORE LTD SP CLASS SP 2-1 SIDE POCKET	651.12	2,206.24	0.75
GOLDENTREE OFFSHORE LTD. CLASS SP 1-4 SIDE POCKET	407.06	1,555.26	0.47
GOLDENTREE OFFSHORE LTD. CLASS SP 1-5 SIDE POCKET	5,330.47	8,976.12	7.15
GOLDENTREE OFFSHORE LTD. CLASS SP 3-1 SIDE POCKET	3,204.86	4,581.22	4.21
GOLDENTREE OFFSHORE LTD. CLASS SP 4-1 SIDE POCKET	10,709.57	7,407.19	14.33
GOLDENTREE OFFSHORE LTD. SP 6-1 SIDE POCKET	9,120.44	7,776.41	13.99
GOLDENTREE OFFSHORE LTD. SP 7-1 SIDE POCKET	2,870.59	6,713.92	4.39
GOLDENTREE OFFSHORE LTD. SP SERIES 1-3 SIDE POCKET	2,105.88	3,806.88	2.38
GRACIE INTERNATIONAL CREDIT OPPORTUNITIES FUND, LTD			
CLASS B - NEW ISSUES INELIGIBLE - SERIES 1	500,000.00	541,460.82	277.70
H J HEINZ CO	78,178.49	104,400.80	1,810.00
HALCYON PARTNERS OFFSHORE FUND LTD. NEW ISSUES			
INELIGIBLE - LEAD SERIES	500,000.00	569,444.01	334.58
HCP, INC	64,148.88	92,126.40	2,040.00
HEALTH CARE REIT INC	56,203.84	99,902.70	1,630.00
HIGHBRIDGE QUANTITATIVE COMMODITIES FUND, LTD CLASS			
A	500,000.00	548,406.52	466.46
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS D			
NEW ISSUES INELIGIBLE (S0108)	1,500,000.00	1,683,129.93	1,130.66
HSBC HOLDINGS PLC SPONS ADR	70,255.30	82,258.50	1,550.00
HYATT HOTELS CORP - CL A	55,036.70	54,383.70	1,410.00
ILLINOIS TOOL WORKS INC	106,889.09	107,937.75	1,775.00
INGERSOLL-RAND PLC	70,494.81	73,139.00	1,525.00
INTEL CORP	74,740.00	76,294.00	3,700.00
INTREPID POTASH INC	33,070.01	35,341.40	1,660.00
INVESTORS BANCORP INC	40,095.00	49,072.80	2,760.00
ISHARES RUSSELL 2000 INDEX FUND	289,468.32	444,271.54	5,269.00
ISHARES RUSSELL MIDCAP INDEX FUND	2,511,076.41	3,540,143.10	31,301.00
JOHNSON & JOHNSON	75,067.77	87,625.00	1,250.00
JP MORGAN CHASE & CO	59,821.94	57,599.39	1,310.00
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567	1,950,000.00	2,999,866.70	299,089.40
JPM US EQUITY FD - SEL FUND 1224	626,754.74	1,013,259.79	90,388.92
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002	2,312,453.44	3,635,469.85	164,352.16

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Statement #: 8

Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Value	Quantity
KAISER ALUMINUM CORP (NEW)	47,335.67	74,028.00	1,200.00
KEYCORP	27,835.10	27,449.20	3,260.00
KIMBERLY-CLARK CORP	61,111.60	92,873.00	1,100.00
KIMBERLY-CLARK CORP	101,271.38	99,205.25	1,175.00
KRAFT FOODS GROUP INC COM	27,007.12	40,150.01	883.00
LEUCADIA NATIONAL CORP	93,481.55	70,894.20	2,980.00
LSB INDUSTRIAL INC	9,565.85	10,165.54	287.00
M D C HOLDINGS INC	32,577.23	43,744.40	1,190.00
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES			
SERIES FUND	1,271,354.10	1,646,130.43	212,403.93
MATTHEWS PACIFIC TIGER INSTL FUND	1,740,267.35	2,586,115.16	105,944.91
MENS WEARHOUSE INC	27,233.31	36,457.20	1,170.00
MERCK AND CO INC	78,362.38	96,618.40	2,360.00
MICROSOFT CORP	60,459.56	66,107.25	2,475.00
MICROSOFT CORP	78,878.75	88,143.00	3,300.00
MOLEX INC CL A NON-VOTING	30,044.87	43,278.48	1,939.00
MONDELEZ INTERNATIONAL-W/I	49,958.16	67,450.45	2,650.00
MONSANTO CO	57,402.28	61,522.50	650.00
NESTLE S A SPONS ADR REPSTG REG SH	82,306.25	81,390.00	1,250.00
NEXTERA ENERGY INC	62,264.25	86,487.50	1,250.00
OMNICOM GROUP INC	86,587.70	88,679.00	1,775.00
OWENS CORNING INC	35,376.91	40,319.10	1,090.00
PACCAR INC	52,624.85	58,773.00	1,300.00
PHILIP MORRIS INTERNATIONAL	41,345.92	85,312.80	1,020.00
PIONEER NATURAL RESOURCES CO	50,227.93	54,360.90	510.00
PLAINS ALL AMERICAN PIPELINE L P UNIT OF LIMITED			
PARTNERSHIP INT	18,162.25	38,906.40	860.00
PLEXUS CORP	27,598.10	25,800.00	1,000.00
PLUM CREEK TIMBER COMPANY INC	54,544.27	70,681.41	1,593.00
RANGE RESOURCES CORP	21,809.82	27,016.90	430.00
RAYMOND JAMES FINANCIAL INC	24,831.60	42,768.30	1,110.00
RAYTHEON CO	90,889.57	99,866.60	1,735.00
ROYAL DUTCH SHELL PLC ADR	81,141.57	78,687.90	1,110.00
SCHLUMBERGER LTD	69,045.72	65,834.05	950.00
SCHNITZER STEEL INDUSTRIES INC	31,803.19	27,297.00	900.00
SEACOR HOLDINGS, INC.	36,247.53	31,844.00	380.00
SPDR S&P 500 ETF TRUST	2,287,132.50	2,324,843.25	16,325.00
SPIRIT AEROSYSTEMS HOLD-CL A	20,480.23	19,685.20	1,160.00
SYSCO CORP	115,120.13	118,725.00	3,750.00
TE CONNECTIVITY LTD	103,317.19	116,000.00	3,125.00
TECH DATA CORP	20,625.08	24,586.20	540.00
THE TRAVELERS COMPANIES INC.	35,842.32	64,638.00	900.00

Fred L. Emerson Foundation, Inc.
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Part II, Balance Sheet

Investments - Stocks; Line 10b:

Description	Cost	Value	Quantity
TIME WARNER INC NEW	76,079.42	81,311.00	1,700.00
TRINITY INDUSTRIES INC	58,706.42	66,625.20	1,860.00
UNILEVER N V	69,063.16	100,346.00	2,620.00
UNIVERSAL AMERICAN CORP	29,994.18	23,193.00	2,700.00
VAIL RESORTS INC	46,823.42	69,235.20	1,280.00
VERIZON COMMUNICATIONS INC	72,439.16	93,463.20	2,160.00
VIRTUS INSIGHT TR VIRTUS EMRG FD I	1,100,000.00	1,215,729.43	117,917.50
VISTEON CORP	42,661.62	57,587.40	1,070.00
VODAFONE GROUP PLC SPONS ADR	69,844.14	78,089.00	3,100.00
W R BERKLEY CORP	27,935.97	42,268.80	1,120.00
WALMART STORES INC	105,477.68	95,522.00	1,400.00
WHITE MOUNTAINS INSURANCE GROUP LTD	47,641.35	69,525.00	135.00
WILLIS GROUP HOLDINGS PLC	55,095.22	51,971.50	1,550.00
Total	<u>25,301,387.74</u>	<u>32,559,674.79</u>	

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Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
ABB FINANCE USA INC 2.875% MAY 08 2022 DTD 05/08/2012	36,227.45	35,940.80	35,000.00
ABBEY NATL TREASURY SERV FLOATING RATE APR 25 2014 DTD 04/27/2011	69,826.88	69,997.20	70,000.00
ACE INA HOLDINGS 5.8% MAR 15 2018 DTD 02/14/2008	24,840.00	32,765.04	27,000.00
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009	14,991.34	16,137.42	13,000.00
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009	71,499.78	74,759.30	55,000.00
AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017 DTD 10/30/2007	51,237.45	53,975.25	45,000.00
AMERICAN EXPRESS CREDIT MTN 2 3/8% MAR 24 2017 DTD 03/26/2012	84,741.58	85,930.26	82,000.00
AMERICREDIT AUTOMOBILE RECEIVABLES TRUST SER 2011- 3 CL A3 1.17% JAN 08 2016 DTD 06/15/2011	59,728.13	60,364.20	60,000.00
AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005	45,864.40	45,270.00	40,000.00
AMGEN INC SR NOTES 5.7% FEB 01 2019 DTD 01/16/2009	44,040.33	48,287.60	40,000.00
ANHEUSER BUSCH INBEV WOR 6 7/8% NOV 15 2019 DTD 11/15/2010	24,652.50	24,836.04	19,000.00
ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011	60,899.40	61,383.78	46,000.00
ANHEUSER-BUSCH INBEV WOR 4 1/8% JAN 15 2015 DTD 10/16/2009	15,493.65	16,017.45	15,000.00
APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003	68,409.30	70,375.50	65,000.00
AT&T INC 0 7/8% FEB 13 2015 DTD 02/13/2012	49,870.00	50,131.00	50,000.00
AT&T INC 5.6% MAY 15 2018 DTD 05/13/2008	35,964.60	36,156.30	30,000.00
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	176,521.90	192,148.50	150,000.00
BANK OF NEW YORK MELLON MTN 2 1/2% JAN 15 2016 DTD 12/09/2010	35,522.55	36,644.30	35,000.00
BANK OF NOVA SCOTIA 3.4% JAN 22 2015 DTD 01/22/2010	42,220.40	42,333.20	40,000.00
BARC BREN SPX 09/26/13 15%BUFFER-2 XLEV- 7.57%CAP 15.14%MAXRTRN INITIAL LEVEL-03/21/12 SPX :1402.89	400,000.00	417,240.00	400,000.00
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011	84,912.95	90,526.70	85,000.00

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Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
BERKSHIRE HATHAWAY FIN 5.4% MAY 15 2018 DTD 11/15/2008	69,111.25	78,154.70	65,000.00
BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009	66,222.93	65,777.04	62,000.00
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009	41,956.91	47,830.00	40,000.00
BLACKROCK INC 6 1/4% SEP 15 2017 DTD 09/17/2007	24,230.40	24,527.40	20,000.00
BP CAPITAL MARKETS PLC 3.2% MAR 11 2016 DTD 03/11/2011	19,951.00	21,348.40	20,000.00
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011	60,000.00	69,816.00	60,000.00
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009	64,163.65	72,028.00	55,000.00
CATERPILLAR FINL SVCS CRP MEDIUM TERM NOTE 5.45% APR 15 2018 DTD 03/27/2008	23,714.60	23,958.80	20,000.00
CELLCO PART/VERI WIRELSS 8 1/2% NOV 15 2018 DTD 05/15/2009	53,735.20	55,307.60	40,000.00
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006	43,606.03	45,852.80	40,000.00
CITIGROUP INC 6.01% JAN 15 2015 DTD 12/15/2009	16,136.25	16,409.25	15,000.00
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	28,029.25	29,769.50	25,000.00
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005	109,784.40	132,961.20	120,000.00
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	47,839.75	47,583.45	45,000.00
COCA COLA ENTERPRISES NOTES 7 3/8% MAR 03 2014 DTD 11/03/2008	22,648.60	21,606.20	20,000.00
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009	64,659.02	73,758.60	60,000.00
COSTCO WHOLESALE CORP SR NOTES 5 1/2% MAR 15 2017 DTD 2/20/2007	29,619.00	29,488.50	25,000.00
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	141,949.45	145,746.00	135,000.00
DANAHER CORP 3.9% JUN 23 2021 DTD 06/23/2011	22,556.60	22,562.40	20,000.00
DB FX NA CURRENCY BSKT 8/7/13 LNKD TO BRL CAD & MXN VS USD 80% BARRIER, 12.60% CPN; UNCAPPED 02/03/12	350,000.00	372,505.00	350,000.00
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6% CPN, UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56	400,000.00	406,964.00	400,000.00
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6% CPN, UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56	400,000.00	406,964.00	400,000.00

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Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 DTD 08/18/2009	41,297.10	41,971.60	40,000.00
DIAGEO CAPITAL PLC 5 1/2% SEP 30 2016 DTD 09/28/2006	28,711.75	29,029.75	25,000.00
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007	42,603.93	48,286.00	40,000.00
DIRECTV HLDG FIN INC 3 1/2% MAR 01 2016 DTD 03/10/2011	29,943.30	31,811.70	30,000.00
DOMINION RESOURCES INC 2 1/4% SEP 01 2015 DTD 09/02/2010	14,978.10	15,573.30	15,000.00
DREYFUS LAUREL EMG MKT DEBT LOC C-1	986,607.14	1,093,156.76	71,261.85
DUKE ENERGY CAROLINAS 5 3/4% NOV 15 2013 DTD 11/17/2008	44,429.00	41,867.20	40,000.00
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008	44,123.65	49,585.20	40,000.00
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009	44,215.05	50,512.00	40,000.00
EATON VANCE FLOATING RATE I	1,148,343.48	1,185,702.62	130,011.25
EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010	42,348.60	48,493.80	45,000.00
EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007	69,267.80	72,588.00	60,000.00
EUROPEAN INVESTMENT BANK NOTES 3% APR 08 2014 DTD 04/08/2009	45,299.25	46,238.85	45,000.00
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007	245,330.45	277,142.55	235,000.00
GENERAL ELEC CAP CORP NOTES 5.9% MAY 13 2014 DTD 05/13/2009	4,994.44	5,355.85	5,000.00
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 5% JAN 8 2016 DTD 1/9/2006	71,538.50	72,207.20	65,000.00
GOLDMAN SACHS GP GS 3 5/8% FEB 07 2016 DTD 02/07/2011	19,961.00	21,164.80	20,000.00
GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009	190,658.78	201,126.40	160,000.00
GS BREN SPX 05/15/13 10%BUFFER-2 XLEV- 6.52%CAP 13.04%MAXRTRN INITIAL LEVEL-04/27/12 SPX:1403.36	400,000.00	417,104.00	400,000.00
GS BREN SPX 05/15/13 10%BUFFER-2 XLEV- 6.52%CAP 13.04%MAXRTRN INITIAL LEVEL-04/27/12 SPX:1403.36	400,000.00	417,104.00	400,000.00
HALLIBURTON COMPANY NOTES 6.15% SEP 15 2019 DTD 3/13/2009	49,952.31	50,486.00	40,000.00
HARBOR HIGH YIELD BOND FUND - INS	1,850,000.00	1,912,470.47	172,139.56

Fred L. Emerson Foundation, Inc.

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Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
HEWLETT PACKARD CO 3 3/4% DEC 01 2020 DTD 12/02/2010	14,025.90	13,624.94	14,000.00
HEWLETT PACKARD CO SR NOTES 3% SEP 15 2016 DTD 09/19/2011	14,967.60	15,125.70	15,000.00
HEWLETT PACKARD CO SR NOTES 4 3/8% SEP 15 2021 DTD 09/19/2011	56,248.84	55,061.44	56,000.00
HONEYWELL INTL INC SR NT DTD 03/15/2007 5.30% DUE 03/15/2017	40,755.50	41,202.35	35,000.00
HSBC FINANCE CORP 5% JUN 30 2015 DTD 6/27/2005	69,924.10	70,729.10	65,000.00
HSBC HOLDINGS PLC 4.875% JAN 14 2022 DTD 11/17/2011	67,241.80	69,777.00	60,000.00
INTEL CORP 3.3% OCT 01 2021 DTD 09/19/2011	50,484.11	49,824.23	47,000.00
J.P. MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD. INCOME DISTRIBUTION LEAD SERIES 01-12	750,000.00	930,861.02	786.18
JOHN DEERE CAPITAL CORP MTN 2 3/4% MAR 15 2022 DTD 02/27/2012	22,959.75	23,450.80	23,000.00
JP MORGAN LEVERAGED LOANS, LTD LEAD SERIES (1-12)	1,000,000.00	1,360,390.99	1,268.22
JPM CMS FLOATER NOTE 05/24/14 3.52% CPN DD 05/08/09	100,000.00	101,200.00	100,000.00
JPM HIGH YIELD FD - SEL FUND 3580 4.99%	3,290,321.51	3,566,034.04	438,087.72
JPM INTL CURRENCY INCOME FD 1.02%	936,287.31	964,883.28	85,615.20
JPM STR INC OPP FD FUND 3844 2.74%	603,614.04	655,716.62	55,428.29
KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008	19,300.00	20,452.40	20,000.00
KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98	40,167.61	44,020.55	35,000.00
KIMBERLY-CLARK CORP 5% AUG 15 2013 DTD 8/5/2003	6,272.22	6,178.26	6,000.00
LOWE'S COMPANIES INC 3.8% NOV 15 2021 DTD 11/23/2011	20,199.00	22,070.80	20,000.00
MERRILL LYNCH & CO MEDIUM TERM NOTES 6 7/8% APR 25 2018 DTD 04/25/2008	48,908.25	54,571.95	45,000.00
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	191,053.24	194,116.12	178,000.00
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005	73,247.54	75,874.40	70,000.00
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	78,453.45	81,631.55	55,000.00
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	49,165.04	57,165.60	48,000.00
NUCOR CORP 5.85% JUN 01 2018 DTD 06/02/2008	27,214.00	30,610.50	25,000.00

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Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	17,660.55	17,996.40	15,000.00
NYSE EURONEXT 2% OCT 05 2017 DTD 10/05/2012	70,903.40	71,149.40	70,000.00
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008	42,879.54	48,844.00	40,000.00
PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009	42,886.98	42,875.60	40,000.00
PEPSICO INC 7.9% NOV 01 2018 DTD 10/24/2008	10,754.48	10,813.28	8,000.00
PNC FUNDING CORP 5.4% JUN 10 2014 DTD 06/09/2009	8,946.72	9,636.57	9,000.00
PRAXAIR INC 5 1/4% NOV 15 2014 DTD 11/13/2007	8,583.28	8,708.24	8,000.00
PRAXAIR INC NOTES 4 3/8% MAR 31 2014 DTD 03/26/2009	47,378.70	47,222.10	45,000.00
PRINCIPAL FINANCIAL GROU 3.125% 05/15/2023 DTD 11/16/2012	20,970.18	20,843.13	21,000.00
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	116,017.37	121,308.72	118,000.00
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	71,294.66	70,704.40	52,000.00
ROYAL BANK OF CANADA 1.2% SEP 19 2017 DTD 09/19/2012	21,997.80	22,050.60	22,000.00
SIMON PROPERTY GROUP LP SR NOTES 10.35% APR 01 2019 DTD 03/25/2009	76,864.00	79,211.55	55,000.00
SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008	20,848.60	21,178.00	20,000.00
ST PAUL TRAVELERS COS INC SR NT DTD 06/20/2006 6.25% DUE 06/20/2016	23,399.20	23,559.40	20,000.00
STATE STREET CORP SR NOTES 4.3% MAY 30 2014 DTD 05/22/2009	41,347.05	42,207.20	40,000.00
TD AMERITRADE HOLDING CO 5.6% DEC 01 2019 DTD 11/25/2009	29,769.75	29,721.00	25,000.00
TEVA PHARMACEUT FIN BV 2.4% NOV 10 2016 DTD 11/10/2011	40,050.40	41,682.00	40,000.00
TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010	59,310.92	62,942.40	60,000.00
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 DTD 06/17/2010	40,706.56	42,478.80	40,000.00
TRAVELERS COS INC SR NOTES 5.8% MAY 15 2018 DTD 05/13/2008	21,827.12	27,226.32	22,000.00
TRAVELLERS COS INC SR NOTES 5.9% JUN 02 2019 DTD 06/02/2009	20,435.25	22,259.70	18,000.00

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December 31, 2012

Attachment to Form 990-PF

Statement #: 9

Part II, Balance Sheet

Investments - Bonds; Line 10c:

Description	Cost	Value	Quantity
UBS BREN BRENT CRUDE 06/27/13 LNKD TO CO1			
1.76%LEV, 85% BARRIER, 17.6%MAXRTN 6/15/12; INITIAL			
STRIKE: 96.07	375,000.00	407,700.00	375,000.00
UNITED PARCEL SERVICE 3 1/8% JAN 15 2021 DTD			
11/12/2010	10,695.40	10,777.80	10,000.00
UNITED TECHNOLOGIES CORP 6 1/8% FEB 01 2019 DTD			
12/18/2008	50,430.00	49,903.60	40,000.00
UNITEDHEALTH GROUP INC 3 3/8% NOV 15 2021 DTD			
11/10/2011	45,901.35	47,785.50	45,000.00
US BANCORP SR NOTES 4.2% MAY 15 2014 DTD			
05/14/2009	43,300.65	42,053.60	40,000.00
US BANCORP SR NOTES MTN 1.65% MAY 15 2017 DTD			
05/08/2012	26,949.51	27,540.81	27,000.00
VERIZON COMMUNICATIONS SR NOTES 8 3/4% NOV 01			
2018 DTD 11/04/2008	13,990.20	13,902.20	10,000.00
VODAFONE GROUP PLC 5 5/8% FEB 27 2017 DTD			
02/27/2007	52,755.75	53,032.50	45,000.00
WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD			
10/23/2006	14,693.97	14,674.65	15,000.00
WACHOVIA CORPORATION FLOATING RATE NOTE OCT 28			
2015 DTD 10/28/2005	7,902.40	9,849.80	10,000.00
WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1			
2014 DTD 7/22/2004	91,767.58	95,796.00	90,000.00
WAL MART STORES INC SR NOTES 3 1/4% OCT 25 2020			
DTD 10/25/2010	58,432.00	65,221.80	60,000.00
WELLS FARGO & COMPANY 3.676% JUN 15 2016 DTD			
09/15/2010 STEP CPN	52,767.18	54,199.00	50,000.00
WELLS FARGO COMPANY 5 5/8% DEC 11 2017 DTD			
12/10/2007	40,164.95	41,785.10	35,000.00
WELLS FARGO COMPANY SR NOTES 4 3/8% JAN 31 2013			
01/31/2008	9,989.10	10,033.60	10,000.00
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019			
DTD 11/19/2009	41,448.40	46,524.00	40,000.00
WILLIAMS PARTNERS LP 3.8% FEB 15 2015 DTD			
02/09/2010	20,803.40	21,152.60	20,000.00
WORLD OMNI AUTO RECEIVABLES TRUST SER 2011-A CL			
A3 1.11% MAY 15 2015 DTD 03/10/2011	49,275.26	49,231.79	49,062.52
WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005	92,210.05	75,109.50	75,000.00
TOTAL	18,936,102.98	20,426,583.03	

Fred L. Emerson Foundation, Inc.
Federal ID#: 15-6017650
December 31, 2012

Attachment to Form 990-PF

Statement #: 10

Part II, Balance Sheet

Investments - Other; Line 13:

Description	Cost	Value	Quantity
AUBURN COMMUNITY HOTEL LP	250,000.00	121,001.00	1.00
AVENUE INTERNATIONAL, LTD. - NEW ISSUES INELIGIBLE - LEAD	500,000.00	657,293.00	53.05
BCP VI PRIVATE INVESTORS OFFSHORE,LP	97,861.76	111,630.50	500,000.00
BLACKSTONE GSO PRIVATE INVESTORS, L.P. (OFFSHORE)	393,682.78	407,149.00	500,000.00
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 - NEW	1,000,000.00	1,144,124.83	948.01
BLACKSTONE REAL ESTATE CMBS OFFSHORE FUND LTD. 05-09	750,000.00	1,168,900.09	750.00
BLACKSTONE REAL ESTATE VII PRIVATE INVESTORS, LP (BREP	303,735.55	302,499.00	1,000,000.00
BLUEBAY EMERGING MARKET ENHANCED OPPORTUNITY FUND	500,000.00	530,900.00	5,000.00
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A 09-	500,000.00	697,577.50	5,000.00
BROADSTONE NET LEASE INC	525,108.39	588,987.00	1.00
CARLYLE ASIA PARTNERS III PRIVATE INVESTORS OFFSHORE, L.P.	314,928.30	237,235.00	500,000.00
CAYUGA VENTURE FUND III, LP	196,562.94	149,595.00	196,562.94
CAYUGA VENTURE FUND IV, LP	75,231.00	89,212.00	1.00
CHILTON GLOBAL NATURAL RESOURCES PARTNERS LTD - 5%	31,806.45	31,806.45	31,806.45
CLAYTON, DUBILIER & RICE (CD&R) FUND 8, LP (OFFSHORE	372,622.47	391,395.50	500,000.00
COATUE OFFSHORE FUND, LTD. CLASS B SUB-CLASS E TRANCHE 5R	500,000.00	755,371.23	5,459.04
GALLEON OFFSHORE LIQUIDATING TRUST - GALLEON DIVERSIFIED	1,683.35	640.56	0.60
GIF IV PRIVATE INVESTORS OFFSHORE LP CLASS A	275,000.00	244,726.00	500,000.00
GLOBAL ACCESS MACRO LTD CLASS A LEAD SERIES 2010	500,000.00	540,254.37	502.36
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE II L.P CLASS A	212,860.90	214,905.00	1,000,000.00
J.C. FLOWERS III PRIVATE INVESTORS OFFSHORE LP	211,813.30	207,398.50	500,000.00
J.P. MORGAN DIGITAL GROWTH FUND OFFSHORE LP	1,000,000.00	1,171,878.00	1,000,000.00
J.P. MORGAN SECONDARY PRIVATE EQUITY INVESTORS OFFSHORE			
SPECIAL, L.P	298,291.35	379,632.00	500,000.00
JONES LANG LASALLE INCOME PROPERTY FUND	673,520.20	388,202.00	6,616.71
JPMORGAN ASIAN INFRASTRUCTURE & RELATED RESOURCES			
OPPORTUNITY FUND US, LLC (US TAX-EXEMPT INVESTORS)	276,281.11	286,111.00	500,000.00
JPMORGAN INFRASTRUCTURE INVESTMENTS FUND TAX-EXEMPT			
LP (US TAX EXEMPT INVESTORS) UNIT BALANCE AND ESTIMATED			
VALUE PRICED QUARTERLY	1,000,000.00	992,873.47	1,140,434.26
MANIKAY OFFSHORE FUND, LTD. CLASS B SUB-CLASS 1N SHARES -			
NEW ISSUES INELIGIBLE 09-12	750,000.00	783,706.54	750.00
MAVERICK FUND, LTD. CLASS C MONTHLY NEW ISSUES INELIGIBLE			
03-11	500,000.00	462,295.00	500.00

Fred L. Emerson Foundation, Inc.
Federal ID#: 15-6017650
December 31, 2012

Attachment to Form 990-PF

Statement #: 10

Part II, Balance Sheet

Investments - Other; Line 13:

Description	Cost	Value	Quantity
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. CLASS G			
PRIME - NEW ISSUES INELIGIBLE	1,500,000.00	1,901,314.40	13,442.04
QUANTUM PARALLEL PARTNERS V, LP	165,976.85	134,555.50	500,000.00
RIVERSTONE GLOBAL ENERGY AND POWER PRIVATE INVESTORS V, LP (OFFSHORE) CLASS A	401,799.50	401,896.50	1,500,000.00
S L GREEN REALTY CORP	19,693.16	34,492.50	450.00
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD. CLASS A SERIES D (NEW ISSUES INELIGIBLE)	500,000.00	472,522.42	4,981.26
STARWOOD SOF VIII PRIVATE INVESTORS TE LLC (ONSHORE) THIRD POINT OFFSHORE FUND, LTD. CLASS F - NEW ISSUES INELIGIBLE 02-11	425,827.36	548,532.50	500,000.00
YORK CREDIT OPPORTUNITIES UNIT TRUST CLASS A LEAD SERIES (MAY 31ST LIQUIDITY)	500,000.00	560,719.10	5,000.00
	<u>500,000.00</u>	<u>792,081.70</u>	<u>12,658.27</u>
TOTAL	<u>16,024,286.72</u>	<u>17,903,414.16</u>	

FRED L. EMERSON FOUNDATION, INC.

5654 South Street Road
Auburn, New York 13021

315.253.9621

GRANT GUIDELINES**Background:**

Since 1932, the Fred L. Emerson Foundation has provided support to the core community organizations of Auburn, New York and the surrounding central New York area where its founder, Fred L. Emerson, lived and worked.

Mr. Emerson served as president of Dunn & McCarthy, Inc., a manufacturer of fine women's shoes based in Auburn. In 1932, Fred Emerson established a foundation to institutionalize what had become a personal tradition of quietly investing in individuals and his community.

The Foundation's mission is: *To continue the work of Fred L. Emerson, who invested in individuals and the community with such humility that very few people knew how many lives were impacted by his generosity. As a family foundation controlled by his descendants, we continue his work by being especially vigilant investors in selected organizations where we believe we can make a critical and significant difference.*

Today, 3rd, 4th and 5th generation descendants of F.L. Emerson are actively engaged in setting the grantmaking priorities of the Foundation.

Priorities:

The philanthropic focus of the Foundation has remained true to the interests and values of its founder. Today, the Foundation's grantmaking is focused on Upstate New York with a concentration in the founder's community of Auburn, Cayuga County and the surrounding region.

We offer the following guidance to organization's seeking our support:

- While the Foundation maintains a strong interest in our local community, we also take interest in selected projects from throughout the region that typically have a connection to the founder's community.
- The Foundation provides support to a wide array of qualified organizations. We do not allocate our funding based upon predetermined categories (e.g. education, youth, etc.). Rather, our grantmaking is responsive to those opportunities that present as the most compelling and impactful and, at any given point in time, the most sustainable investment.

- We are particularly interested in innovative projects and initiatives that address an identified need and which have the potential to achieve outcomes that can be replicated.
- We believe strongly in the value of challenge grants as a way to motivate other funders and build stronger relationships.
- We prefer to support projects that involve other funders. From our perspective, multiple funding partners help validate the worthiness of a project and reduce risk.
- We are interested in projects that can be shown to maintain or improve the sustainability of an organization.
- We seek proposals that address the highest priority of an organization and where it can be shown our investment will make a critical and significant difference.
- We do not make grants to individuals or for-profit organizations and we do not sponsor fundraising events or political activities.
- Proposals seeking support solely for recurring operating expenses of an organization are strongly discouraged.
- The Foundation has a long tradition of supporting private higher education in Upstate New York. This continues to be an area of interest to the Foundation. Institutions are encouraged to contact the Foundation prior to submitting a proposal.

To Submit a Proposal for Our Consideration:

Proposals are accepted and considered on an ongoing basis.

All organizations submitting a proposal must complete the Emerson Foundation Grant Application Form.

Submit proposals to: Daniel J. Fessenden, Executive Director
Fred L. Emerson Foundation, Inc.
5654 South Street Road
Auburn NY 13021

The Foundation does not publish an annual report. A copy of our annual 990-PF can be viewed online at:
www.guidestar.org

Attachment to Form 990-PF
Part XV-Supplementary Information
Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
Al Sigl Community of Agencies <i>Bovinity Fund in support of the Celebrating Abilities Capital Campaign \$5,000 50th Anniversary Celebration \$1,000</i>	None	Public	\$6,000.00
The Antique Boat Museum <i>2013 Annual Operating Appeal</i>	None	Public	\$1,000.00
Auburn Education Foundation, Inc. <i>Graduation expenses</i>	None	Public	\$500.00
<i>In memory of Anne Marie Cosentino toward Julie Anne Cosentino Scholarship Fund</i>			\$1,000.00
<i>Auburn Orchestra Boosters</i>			\$1,000.00
<i>Total Auburn Education Foundation, Inc</i>			<hr/> \$2,500.00
Auburn Enlarged City School District <i>AHS Athletic Dept.: wind screens/equipment, boys & girls tennis teams</i>	None	Public	\$6,000.00
Auburn, City of <i>Auburn Community Baseball</i>	None	Public	\$1,500.00
<i>Auburn Doubledays kitchen</i>			\$1,500.00
<i>Auburn Doubledays operating</i>			\$300,000.00
<i>Total Auburn, City of</i>			<hr/> \$303,000.00
Aurora Free Library <i>Unrestricted - Library needs</i>	None	Public	\$1,000.00
Cayuga Centers <i>Toward development of a fundraising roadmap</i>	None	Public	\$11,000.00
Cayuga Co Emerson Park	None	Public	

Attachment to Form 990-PF
Part XV-Supplementary Information
Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>Emerson Park Pavilion Project</i>			\$1,821,573.32
Cayuga County Community College Foundation <i>Annual Fund</i>	None	Public	\$2,500.00
<i>Annual Fund</i>			\$1,000.00
<i>Total Cayuga County Community College Foundation</i>			<u>\$3,500.00</u>
Cayuga County Community Health Network, Inc. <i>Senior citizen transportation to the farmers market</i>	None	Public	\$1,000.00
Cayuga County Convention & Visitors Bureau <i>Consulting services of Judy Randall</i>	None	Public	\$4,000.00
<i>Wayfinding Design Project</i>			\$17,650.00
<i>Total Cayuga County Convention & Visitors Bureau</i>			<u>\$21,650.00</u>
Cayuga Museum of History and Art <i>Purchase of 20 Orchard Avenue and the demolition and removal</i>	None	Public	\$75,000.00
Champions for Life <i>Everest Park</i>	None	Public	\$1,000.00
<i>Everest Park Fund Drive</i>			\$1,000.00
<i>Brian Bisgrove - Home for Courage</i>			\$1,000.00
<i>Total Champions for Life</i>			<u>\$3,000.00</u>
Chapel House, Inc. <i>Toward sprinkler system</i>	None	Public	\$10,000.00
Cornell University <i>Cornell Annual Fund for CALS</i>	None	Public	\$7,500.00
Council on Foundations	None	Public	

Attachment to Form 990-PF
Part XV-Supplementary Information
Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>2012 programs and services</i>			\$8,050.00
Family Firm Institute <i>The Legacy Fund</i>	None	Public	\$5,000.00
Fayetteville-Manlius ABC Program, Inc. <i>unrestricted</i>	None	Public	\$10,000.00
Finger Lakes SPCA of Central New York <i>unrestricted</i>	None	Public	\$2,500.00
Fort Hill Cemetery Association <i>Unrestricted</i>	None	Public	\$2,500.00
The Foundation Center <i>2012 philanthropic programs and services</i>	None	Public	\$3,750.00
Frontenac Historical Society and Museum <i>Toward ceiling repairs</i>	None	Public	\$3,500.00
George Eastman House <i>Support of Legacy Assistant position: \$4,000 Tribute Gala for Tony Bannon: \$1,000</i>	None	Public	\$5,000.00
Grantmakers Forum of New York <i>2012 - 2013 programs and services</i>	None	Public	\$4,600.00
Greenwich Hospital <i>Oncology Department</i>	None	Public	\$5,000.00
GuideStar USA Inc. <i>2012 Honorary Membership Program</i>	None	Public	\$1,250.00
The Gunnery	None	Public	

Attachment to Form 990-PF
 Part XV-Supplementary Information
 Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>Annual Fund Challenge</i>			\$2,000.00
Hamilton College <i>Joseph F. Anderson Intern Fund</i>	None	Public	\$5,000.00
<i>Bicentennial Initiatives Campaign</i>			\$500,000.00
<i>Total Hamilton College</i>			\$505,000.00
Indian Mound Cemetery Association <i>2012 Annual Campaign</i>	None	Public	\$1,000.00
<i>unrestricted</i>			\$4,000.00
<i>Toward accounting/financial system</i>			\$5,000.00
<i>Total Indian Mound Cemetery Association</i>			\$10,000.00
Kids in Crisis, Inc. <i>Safe Haven for Kids</i>	None	Public	\$10,000.00
Literacy Volunteers of Cayuga County <i>Resource Library materials</i>	None	Public	\$1,000.00
Matthew House <i>Operating Fund</i>	None	Public	\$1,000.00
Merry-Go-Round Playhouse, Inc. <i>Synthesizer Equipment</i>	None	Public	\$2,500.00
<i>Apartment repairs</i>			\$6,500.00
<i>Holiday Party Expenses</i>			\$2,000.00
<i>Total Merry-Go-Round Playhouse, Inc</i>			\$11,000.00
Musical Theatre Festival, Inc. <i>MTF & MGR Strategic Plan</i>	None	Public	\$18,683.33
<i>Toward continued development and start-up of a musical theatre festival in Auburn, NY</i>			\$250,000.00

Attachment to Form 990-PF
 Part XV-Supplementary Information
 Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>Campaign</i>			\$2,500.00
<i>Unrestricted</i>			\$32,500.00
<i>Toward legal fees to convert to a supporting organization</i>			\$5,000.00
<i>Toward 2013 operating expenses</i>			\$10,000.00
			\$318,683.33
National Center for Family Philanthropy <i>Programs and services</i>	None	Public	\$2,400.00
Newark Wayne Community Hospital Foundation <i>Emergency Room Capital Campaign</i>	None	Public	\$2,000.00
NY Farm Bureau Foundation for Agricultural Education, Inc.	None	Public	
<i>unrestricted</i>			\$1,000.00
Owasco Volunteer Fire Department <i>LED Lighting. \$1,000</i> <i>Unrestricted: \$1,000</i>	None	Public	\$2,000.00
Palmer Home for Children <i>unrestricted</i>	None	Public	\$1,000.00
Rochester General Hospital Foundation <i>Lipson Cancer Center Capital Campaign</i>	None	Public	\$3,000.00
Sacred Heart Church <i>Toward installation of air conditioning for the Parish Hall and adjacent classrooms</i>	None	Public	\$10,000.00
Seward House Museum <i>Web-site cost & maintenance</i>	None	Public	\$1,500.00

Attachment to Form 990-PF
 Part XV-Supplementary Information
 Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>Advertising for use by Marketing/PR Committee</i>			\$2,500.00
<i>Summer Garden Event</i>			\$2,000.00
<i>Annual Trustee Appeal</i>			\$2,500.00
<i>In honor of the friendship between Mr Emerson and Mr. Seward</i>			\$5,000.00
<i>2013 Operational Expenses</i>			\$225,000.00
<i>Total Seward House Museum</i>			\$238,500.00
Southern Cayuga Instant Aid <i>unrestricted</i>	None	Public	\$1,000.00
St. Bernard's School of Theology and Ministry <i>Bishop Matthew H Clark Scholarship Fund</i>	None	Public	\$1,500.00
St. John Fisher College <i>Unrestricted to School of Education</i>	None	Public	\$7,500.00
St. Joseph School <i>February 2013 Parent to Parent fundraising event</i>	None	Public	\$1,000.00
St. Lawrence University <i>Toward community partnership component of Sustainability Semester project</i>	None	Public	\$12,500.00
St. Mary's Church <i>In memory of Anne Marie Cosentino</i>	None	Public	\$1,000.00
Syracuse University <i>Toward Denise E Micek memorial Scholarship Fund at School of Education</i>	None	Public	\$1,000.00
Throop Fire Department <i>Toward OSHA required turn-out gear</i>	None	Public	\$3,000.00
Tyburn Academy <i>Multi-sports field at Clymer Street location</i>	None	Public	\$5,000.00

Attachment to Form 990-PF
 Part XV-Supplementary Information
 Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
Union Springs Fire Department <i>unrestricted</i>	None	Public	\$2,500 00
United Way of Cayuga County <i>2012 Campaign</i>	None	Public	\$100,000.00
University of Rochester <i>College of Arts & Sciences Annual Fund</i>	None	Public	\$2,500.00
<i>River Campus Libraries</i>			\$2,500.00
			\$5,000.00
University of Virginia Darden School Foundation <i>2012 Darden Annual Fund</i>	None	Public	\$2,000 00
Warm the Children, Inc. <i>Annual Fund Drive</i>	None	Public	\$1,500.00
Wells College <i>Annual Fund</i>	None	Public	\$2,500.00
WNYC Radio <i>Radio Rookies Program</i>	None	Public	\$5,000.00
YMCA-WEIU of Auburn, NY <i>Toward support for Wednesday Morning Roundtable</i>	None	Public	\$2,500.00
<i>Annual Support Campaign</i>			\$3,000.00
<i>Auburn Little League team sponsorship</i>			\$250 00
<i>2012 Annual Campaign</i>			\$1,000.00
<i>Annual Fund Drive</i>			\$1,000.00

Attachment to Form 990-PF
Part XV-Supplementary Information
Grants and Contributions Paid During the Year

<u>Recipient/Purpose</u>	<u>Relationship</u>	<u>Status of Recipient</u>	<u>Grant Amount</u>
<i>Camp Rotary septic system and bathhouse</i>			\$100,000.00
<i>Total YMCA-WEIU of Auburn, NY</i>			\$107,750.00
Grand Total			<u>\$3,703,206.65</u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

► ***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

►

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. FRED L. EMERSON FOUNDATION, INC.	Employer identification number (EIN) or 15-6017650
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 5654 SOUTH STREET ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. AUBURN, NY 13021	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DANIEL J. FESSENDEN, EXECUTIVE DIR.

- The books are in the care of ► **5654 SOUTH STREET ROAD - AUBURN, NY 13021**

Telephone No. ► **(315) 253-9621** FAX No. ►►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

August 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2012** or► tax year beginning , and ending 2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	16,151.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	53,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions FRED L. EMERSON FOUNDATION, INC.	Employer identification number (EIN) or 15-6017650
	Number, street, and room or suite no. If a P.O. box, see instructions. 5654 SOUTH STREET ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUBURN, NY 13021	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DANIEL J. FESSENDEN, EXECUTIVE DIR.

- The books are in the care of ► **5654 SOUTH STREET ROAD – AUBURN, NY 13021**

Telephone No. ► **(315) 253-9621**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2013**.

5 For calendar year **2012**, or other tax year beginning and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **Awaiting additional third party information in order to file a complete accurate return. Taxpayer respectfully requests additional extension.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 16,013.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 53,000.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Taylor D. Decker Title ► CPA

Date ► **8/13/13**

Form 8868 (Rev. 1-2013)