Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
TAKATS JOSEPH R FOUNDATION - JOSEPH

Number and street (or P O box number if mail is not delivered to street address) Room/suite
JOSEPH R TAKATS, III, 2949 ELMWOOD AVENUE

City or town, state, and ZIP code
KENMORE NY 14217

A Employer identification number
16-1098026

B Telephone number (see instructions)
201-830-4456

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,582,244

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	97,774	97,981		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	12,777			
	b Gross sales price for all assets on line 6a 43,391				
	7 Capital gain net income (from Part IV, line 2)		12,777		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	110,551	110,758		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500	1,500		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	94	94		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,669	11,419		250
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,263	13,013	0	250
	25 Contributions, gifts, grants paid	121,830			121,830
	26 **Total expenses and disbursements** Add lines 24 and 25	135,093	13,013	0	122,080
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-24,542			
	b **Net investment income** (if negative, enter -0-)		97,745		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	235,891	3,787	3,787
	2	Savings and temporary cash investments		103,782	103,782
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,447,334	2,555,694	2,474,675
	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)	2,683,225	2,663,263	2,582,244
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,683,225	2,663,263	
	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)	2,683,225	2,663,263	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,683,225	2,663,263	

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	2,683,225
2	Enter amount from Part I, line 27a	2	-24,542
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,651
4	Add lines 1, 2, and 3	4	2,663,334
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	71
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,663,263

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

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** 12,777

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** 0

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	130,244	2,570,731	0 050664
2010	122,050	2,497,183	0 048875
2009			0 000000
2008			0 000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0 099539
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 049770
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,535,511
5 Multiply line 4 by line 3	5	126,192
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	977
7 Add lines 5 and 6	7	127,169
8 Enter qualifying distributions from Part XII, line 4	8	122,080

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,955
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	1,955
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,955
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,017		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,011		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,028
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	73
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 73 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

14 The books are in care of ▶ JOSEPH R TAKATS III Telephone no ▶ (716) 854-5034
Located at ▶ 726 EXCHANGE STREET SUITE 822 BUFFALO NY ZIP+4 ▶ 14210

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		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 ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A	
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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		X

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
JOSEPH R TAKATS III 2949 ELMWOOD ST KENMORE, NY 14210 0	TRUSTEE			
LEE A TAKATS 963 PARKSIDE AVE BUFFALO, NY 14217	TRUSTEE			
MAURA LYNN LEAVITT 6004 NORTH 4TH ST ARLINGTON, VA 22202	TRUSTEE			

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	2,322,605
b	Average of monthly cash balances			1b	251,518
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,574,123
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	2,574,123
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	38,612
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,535,511
6	**Minimum investment return.** Enter 5% of line 5			6	126,776

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	126,776
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,955		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,955
3	Distributable amount before adjustments Subtract line 2c from line 1			3	124,821
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	124,821
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	124,821

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	122,080
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	122,080
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,080

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				124,821
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			104,072	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 122,080				
a	Applied to 2011, but not more than line 2a			104,072	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				18,008
e	Remaining amount distributed out of corpus				
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:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				106,813
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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	(d) 2009	
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 ▶ [X] 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 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				
Total			▶ 3a	121,830
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	97,774	
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	12,777	
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		110,551	0

13 Total. Add line 12, columns (b), (d), and (e) 13 110,551

(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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 8/21/13 — Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
PricewaterhouseCoopers,LLP		8/13/2013		P00364310

Firm's name ▶

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 Grant Street, Pittsburgh, PA 15219

Phone no 412-355-6000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	43,391	30,614	12,777
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	FNMA REM TR 1991 7 000% 0	31358F4E6			7/30/2007		10/25/2012	2	2				0	0
2	X	FNMA REM TR 1991 7 000% 0	31358F4E6			7/30/2007		11/25/2012	2	2				0	0
3	X	FNMA REM TR 1991 7 000% 0	31358F4E6			7/30/2007		12/26/2012	2	2				0	0
4	X	FNR 1993 199H	31359BZL4			7/30/2007		1/25/2012	38	38				0	0
5	X	FNR 1993 199H	31359BZL4			7/30/2007		2/27/2012	40	40				0	0
6	X	CITIGROUP INC 8 500% 05/22/	17299AFD8			2/19/2010		9/18/2012	2,566	2,339				0	227
7	X	FNR 2002 57 BP	31392D4U3			8/23/2004		1/25/2012	82	85				0	-3
8	X	FNR 2002 57 BP	31392D4U3			8/27/2002		1/25/2012	82	84				0	-2
9	X	FNR 2002 57 BP	31392D4U3			8/23/2004		1/25/2012	82	85				0	-3
10	X	FNR 2002 57 BP	31392D4U3			8/23/2004		1/25/2012	82	85				0	-3
11	X	FNR 2002 57 BP	31392D4U3			8/27/2002		2/27/2012	76	77				0	-1
12	X	FNR 2002 57 BP	31392D4U3			8/23/2004		2/27/2012	76	79				0	-3
13	X	FNR 2002 57 BP	31392D4U3			8/23/2004		2/27/2012	76	79				0	-3
14	X	FNR 2002 57 BP	31392D4U3			8/23/2004		2/27/2012	76	79				0	-3
15	X	FNR 2002 57 BP	31392D4U3			8/23/2004		3/25/2012	108	112				0	-4
16	X	FNR 2002 57 BP	31392D4U3			8/27/2002		3/25/2012	108	110				0	-2
17	X	FNR 2002 57 BP	31392D4U3			8/23/2004		3/25/2012	108	112				0	-4
18	X	FNR 2002 57 BP	31392D4U3			8/23/2004		3/25/2012	108	112				0	-4
19	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		4/25/2012	96	99				0	-3
20	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		11/25/2012	106	110				0	-4
21	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		12/26/2012	51	53				0	-2
22	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		12/26/2012	51	52				0	-1
23	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		12/26/2012	51	53				0	-2
24	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		12/26/2012	51	53				0	-2
25	X	FHR 2503 JV	31392UP57			8/13/2003		1/13/2012	54	54				0	0
26	X	FHR 2503 JV	31392UP57			8/13/2003		2/15/2012	170	171				0	-1
27	X	FHR 2503 JV	31392UP57			8/13/2003		3/15/2012	588	592				0	-4
28	X	FHR 2503 JV	31392UP57			8/13/2003		4/15/2012	404	407				0	-3
29	X	FHR 2503 JV	31392UP57			8/13/2003		5/15/2012	774	779				0	-5
30	X	FHR 2503 JV	31392UP57			8/13/2003		6/15/2012	517	521				0	-4
31	X	FHR 2503 JV	31392UP57			8/13/2003		7/15/2012	409	412				0	-3
32	X	FHR 2503 JV	31392UP57			8/13/2003		8/15/2012	673	677				0	-4
33	X	FHR 2503 JV	31392UP57			8/13/2003		9/15/2012	761	766				0	-5
34	X	FHR 2503 JV	31392UP57			8/13/2003		10/15/2012	588	592				0	-4
35	X	FHR 2503 JV	31392UP57			8/13/2003		11/15/2012	724	729				0	-5
36	X	FHR 2503 JV	31392UP57			8/13/2003		12/17/2012	414	417				0	-3
37	X	FREDDIE MAC 2690 CC	31394KB86			9/26/2003		2/10/2012	2,000	2,000				0	0
38	X	FREDDIE MAC 2690 CC	31394KB86			9/26/2003		3/9/2012	3,000	3,000				0	0
39	X	FREDDIE MAC 2690 CC	31394KB86			9/26/2003		4/11/2012	4,000	4,000				0	0
40	X	FREDDIE MAC 2690 CC	31394KB86			9/26/2003		5/11/2012	2,000	2,000				0	0
41	X	FREDDIE MAC 2690 CC	31394KB86			9/26/2003		6/15/2012	1,000	1,000				0	0
42	X	FNR 2005-110 PN	31394UW73			12/25/1941		1/25/2012	110	112				0	-2
43	X	FNR 2005-110 PN	31394UW73			8/1/2007		1/25/2012	110	110				0	0
44	X	FNR 2005-110 PN	31394UW73			7/30/2007		1/25/2012	110	110				0	0
45	X	FNR 2005-110 PN	31394UW73			12/25/1941		2/27/2012	0	0				0	0
46	X	FNR 2005-110 PN	31394UW73			8/1/2007		2/27/2012	0	0				0	0
47	X	FNR 2005-110 PN	31394UW73			7/30/2007		2/27/2012	0	0				0	0
48	X	FNR 2005-110 PN	31394UW73			12/25/1941		3/25/2012	32	32				0	0
49	X	FNR 2005-110 PN	31394UW73			8/1/2007		3/25/2012	32	32				0	0
50	X	FNR 2005-110 PN	31394UW73			7/30/2007		3/25/2012	32	32				0	0
51	X	FNR 2005-110 PN	31394UW73			12/25/1941		4/25/2012	110	112				0	-2
52	X	FNR 2005-110 PN	31394UW73			8/1/2007		4/25/2012	110	110				0	0
53	X	FNR 2005-110 PN	31394UW73			7/30/2007		4/25/2012	110	110				0	0
54	X	FNR 2005-110 PN	31394UW73			12/25/1941		5/25/2012	4	4				0	0
55	X	FHLMC SERIES 1286	312910DY5			12/25/1941		1/13/2012	1	4				0	-3
56	X	FHLMC SERIES 1286	312910DY5			12/25/1941		2/15/2012	1	8				0	-7
57	X	FHLMC SERIES 1286	312910DY5			12/25/1941		3/15/2012	1	7				0	-6
58	X	FHLMC SERIES 1286	312910DY5			12/25/1941		4/15/2012	0	3				0	-3
59	X	FHLMC SERIES 1286	312910DY5			12/25/1941		5/15/2012	0	3				0	-3
60	X	FHLMC SERIES 1286	312910DY5			12/25/1941		6/15/2012	0	3				0	-3
61	X	FHLMC SERIES 1286	312910DY5			12/25/1941		7/15/2012	1	4				0	-3
62	X	FHLMC SERIES 1286 6 000% 0	312910DY5			12/25/1941		8/15/2012	1	6				0	-5
63	X	FHLMC SERIES 1286 6 000% 0	312910DY5			12/25/1941		9/15/2012	0	3				0	-3
64	X	FHLMC SERIES 1286 6 000% 0	312910DY5			12/25/1941		10/15/2012	1	5				0	-4
65	X	FHLMC SERIES 1286 6 000% 0	312910DY5			12/25/1941		11/15/2012	0	3				0	-3
66	X	FHLMC SERIES 1286 6 000% 0	312910DY5			12/25/1941		12/17/2012	1	5				0	-4
67	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		1/25/2012	4	6				0	-2
68	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		2/27/2012	1	1				0	0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	43,391	30,614	12,777
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		3/25/2012	1	1				0	0
70	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		4/25/2012	1	1				0	0
71	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		5/25/2012	1	1				0	0
72	X	FNMA REMIC TRUST 1990 51-	31358ECT7			12/25/1941		6/25/2012	1	2				0	-1
73	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		7/25/2012	1	2				0	-1
74	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		8/25/2012	9	12				0	-3
75	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		9/25/2012	1	1				0	0
76	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		10/25/2012	1	1				0	0
77	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		11/25/2012	1	1				0	0
78	X	FNMA REM 51-CLASS H 7 500	31358ECT7			12/25/1941		12/26/2012	1	1				0	0
79	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		1/25/2012	3	3				0	0
80	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		2/27/2012	19	19				0	0
81	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		3/25/2012	2	2				0	0
82	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		4/25/2012	3	3				0	0
83	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		5/25/2012	2	2				0	0
84	X	FNMA REMIC TRUST 1991	31358F4E6			7/30/2007		6/25/2012	3	3				0	0
85	X	FNMA REM TR 1991 7 000% 03	31358F4E6			7/30/2007		7/25/2012	2	2				0	0
86	X	FNMA REM TR 1991 7 000% 03	31358F4E6			7/30/2007		8/25/2012	2	2				0	0
87	X	FNMA REM TR 1991 7 000% 03	31358F4E6			7/30/2007		9/25/2012	6	6				0	0
88	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		4/25/2012	96	99				0	-3
89	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		4/25/2012	96	99				0	-3
90	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		4/25/2012	96	98				0	-2
91	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		5/25/2012	64	66				0	-2
92	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		5/25/2012	64	67				0	-3
93	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		5/25/2012	64	67				0	-3
94	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		5/25/2012	64	67				0	-3
95	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		6/25/2012	80	83				0	-3
96	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		6/25/2012	80	82				0	-2
97	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		6/25/2012	80	83				0	-3
98	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		6/25/2012	80	83				0	-3
99	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		7/25/2012	71	73				0	-2
100	X	FNR 1993 199H	31359BZL4			7/30/2007		3/25/2012	29	29				0	0
101	X	FNR 1993 199H	31359BZL4			7/30/2007		4/25/2012	42	42				0	0
102	X	FNR 1993 199H	31359BZL4			7/30/2007		5/25/2012	55	55				0	0
103	X	FNR 1993 199H	31359BZL4			7/30/2007		6/25/2012	30	30				0	0
104	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		7/25/2012	28	28				0	0
105	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		8/25/2012	47	47				0	0
106	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		9/25/2012	47	47				0	0
107	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		10/25/2012	56	56				0	0
108	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		10/25/2012	67	69				0	-2
109	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		10/25/2012	67	69				0	-2
110	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		10/25/2012	67	68				0	-1
111	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		11/25/2012	106	110				0	-4
112	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		11/25/2012	106	108				0	-2
113	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		11/25/2012	106	110				0	-4
114	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		12/26/2012	36	36				0	0
115	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		8/25/2012	86	88				0	-2
116	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		9/25/2012	72	75				0	-3
117	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		9/25/2012	72	75				0	-3
118	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		9/25/2012	72	74				0	-2
119	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		9/25/2012	72	75				0	-3
120	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		10/25/2012	67	69				0	-2
121	X	FNR 2005-110 PN	31394UW73			8/1/2007		5/25/2012	4	4				0	0
122	X	FNR 2005-110 PN	31394UW73			7/30/2007		5/25/2012	4	4				0	0
123	X	FNR 2005-110 PN	31394UW73			12/25/1941		6/25/2012	113	116				0	-3
124	X	FNR 2005-110 PN	31394UW73			8/1/2007		6/25/2012	113	113				0	0
125	X	FNR 2005-110 PN	31394UW73			7/30/2007		6/25/2012	113	113				0	0
126	X	FNR 2005-110 PN	31394UW73			12/25/1941		7/25/2012	133	136				0	-3
127	X	FNR 2005-110 PN	31394UW73			8/1/2007		7/25/2012	133	133				0	0
128	X	FNR 2005-110 PN	31394UW73			7/30/2007		7/25/2012	133	133				0	0
129	X	FNR 2005-110 PN	31394UW73			12/25/1941		8/25/2012	240	245				0	-5
130	X	FNR 2005-110 PN	31394UW73			8/1/2007		8/25/2012	240	240				0	0
131	X	FNR 2005-110 PN	31394UW73			7/30/2007		8/25/2012	240	240				0	0
132	X	FNR 2005-110 PN	31394UW73			12/25/1941		9/25/2012	81	83				0	-2
133	X	FNR 2005-110 PN	31394UW73			8/1/2007		9/25/2012	81	81				0	0
134	X	FNR 2005-110 PN	31394UW73			7/30/2007		9/25/2012	81	81				0	0
135	X	FNR 2005-110 PN	31394UW73			12/25/1941		10/25/2012	129	132				0	-3
136	X	FNR 2005-110 PN	31394UW73			8/1/2007		10/25/2012	129	129				0	0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	43,391	30,614	12,777
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	FNR 2005-110 PN	31394UW73			7/30/2007		10/25/2012	129	129				0	0
138	X	FNR 2005-110 PN	31394UW73			12/25/1941		11/25/2012	154	157				0	-3
139	X	FNR 2005-110 PN	31394UW73			8/1/2007		11/25/2012	154	154				0	0
140	X	FNR 2005-110 PN	31394UW73			7/30/2007		11/25/2012	154	154				0	0
141	X	FNR 2005-110 PN	31394UW73			12/25/1941		12/26/2012	313	320				0	-7
142	X	FNR 2005-110 PN	31394UW73			8/1/2007		12/26/2012	313	313				0	0
143	X	FNR 2005-110 PN	31394UW73			7/30/2007		12/26/2012	313	313				0	0
144	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		1/20/2012	96	100				0	-4
145	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		2/21/2012	86	89				0	-3
146	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		3/20/2012	97	101				0	-4
147	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		4/20/2012	137	143				0	-6
148	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		5/20/2012	124	129				0	-5
149	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		6/20/2012	100	104				0	-4
150	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		7/20/2012	90	93				0	-3
151	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		8/20/2012	104	108				0	-4
152	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		9/20/2012	106	110				0	-4
153	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		10/20/2012	105	109				0	-4
154	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		11/20/2012	92	96				0	-4
155	X	GNMA REMIC TRUST 2001-52	38373RZH5			1/19/2006		12/20/2012	91	94				0	-3
156	X	PAINE WEBBER	69573WAE1			7/30/2007		1/1/2012	2	2				0	0
157	X	PAINE WEBBER	69573WAE1			7/30/2007		1/3/2012	2	2				0	0
158	X	PAINE WEBBER	69573WAE1			7/30/2007		2/1/2012	2	2				0	0
159	X	PAINE WEBBER	69573WAE1			7/30/2007		3/1/2012	2	2				0	0
160	X	PAINE WEBBER	69573WAE1			7/30/2007		5/1/2012	2	2				0	0
161	X	PAINE WEBBER	69573WAE1			7/30/2007		6/1/2012	2	2				0	0
162	X	PAINE WEBBER	69573WAE1			7/30/2007		7/1/2012	2	2				0	0
163	X	PAINE WEBBER 8 625% 09/01/	69573WAE1			7/30/2007		8/1/2012	2	2				0	0
164	X	PAINE WEBBER 8 625% 09/01/	69573WAE1			7/30/2007		9/1/2012	2	2				0	0
165	X	PAINE WEBBER 8 625% 09/01/	69573WAE1			7/30/2007		10/1/2012	2	2				0	0
166	X	PAINE WEBBER 8 625% 09/01/	69573WAE1			7/30/2007		11/1/2012	3	3				0	0
167	X	PAINE WEBBER 8 625% 09/01/	69573WAE1			7/30/2007		12/1/2012	3	3				0	0
168	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		7/25/2012	71	73				0	-2
169	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/27/2002		7/25/2012	71	72				0	-1
170	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		7/25/2012	71	73				0	-2
171	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		8/25/2012	86	89				0	-3
172	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		8/25/2012	86	89				0	-3
173	X	FNR 2002 57 6 000% 9/25/32	31392D4U3			8/23/2004		8/25/2012	86	89				0	-3
174	X	FNR 1993 199H 6 500% 07/25/	31359BZL4			7/30/2007		11/25/2012	28	28				0	0

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,500	1,500	0	0
	Description				
1	TAX PREP FEES	1,500	1,500		

Part I, Line 18 (990-PF) - Taxes

		94	94	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	94	94		
2					

Part I, Line 23 (990-PF) - Other Expenses

		11,669	11,419	0	250
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT MANAGEMENT FEES	10,935	10,935		
2	PRIOR YEAR AG FEE	250			250
3	TRUSTEE FEES	484	484		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,447,334	2,555,694	2,474,675
1				0	2,474,675
2	FNR 2002 57 BP		0	2,253	0
3	AMERICAN CENTURY STR ALLOC CONS F		0	29,363	0
4	FHR 2503 JV		0	2,858	0
5	FEDERATED KAUFMANN CL C		0	17,749	0
6	FEDERATED CAPITAL INCOME FUND		0	53,552	0
7	FIDELITY ADVISOR STR DIV & INC FUND		0	56,255	0
8	FRANKLIN INCOME FUND CL C		0	133,774	0
9	GOLDMAN SACHS GROUP INC		0	14,273	0
10	GOLDMAN SACHS GW STRATEGY C		0	18,866	0
11	GOLDMAN SACHS GRW & INC STR PF		0	49,084	0
12	GNMA REMIC TRUST 2001-52 E		0	4,569	0
13	GNMA REMIC TRUST 2002-44 JC		0	10,380	0
14	AMERICAN INCOME FUND OF AMERICA		0	165,370	0
15	ING GROEP NV		0	50,000	0
16	ING GROEP 8 5% PFD		0	25,000	0
17	IVY ASSET STRATEGY C		0	16,580	0
18	JPMORGAN CHASE 8 625% SER-J		0	20,000	0
19	JP MORGAN VALUE ADVANTAGE C		0	27,285	0
20	JPMORGAN GROWTH ADVANTAGE FUND		0	25,092	0
21	JP MORGAN CORE PLUS BOND FUND C		0	52,814	0
22	KINETICS PARADIGM ADV C		0	15,276	0
23	M&T CAPITAL TRUST IV 8 500 1/31/68		0	25,000	0
24	NEW JERSEY BELL DEB 7 85% 11/15/29		0	16,505	0
25	NUVEEN NWQ MULTI-CAP VALUE FD		0	26,004	0
26	NUVEEN STRATEGY BAL ALL FD C		0	61,772	0
27	PAINEWEBBER CMO TR M2 8 625% 9/01/1		0	0	0
28	PUTNAM ABSOLUTE RETURN 500C		0	52,206	0
29	WELLS FARGO CAP XII 7 875% 3/15/68		0	25,000	0
30	AMERICAN CENTURY STR ALLOC CONS F		0	29,362	0
31	CITIGROUP INC 8 500% 5/22/19		0	5,852	0
32	CITIGROUP CAP VII PFD STK		0	8,490	0
33	DAVIS NY VENTURE FUND INC CL C 735		0	5,245	0
34	DAVIS APPRECIATION AND INCOME FUN[		0	18,180	0
35	DEUTSCHE BANK CAP TRUST III 7.6%		0	10,000	0
36	DONNELLEY R R & SONS CO		0	4,649	0
37	FNR 2002 57 BP		0	2,288	0
38	FNR 2005-110 PN		0	2,197	0
39	FEDERATED CAPITAL INCOME FUND		0	18,521	0
40	FIDELITY ADVISOR STR DIV & INC FUND		0	28,127	0
41	FRANKLIN INCOME FUND CL C		0	50,610	0
42	GOLDMAN SACHS GROUP INC		0	4,761	0
43	GOLDMAN SACHS GRW & INC STR PF		0	8,942	0
44	HSBC HLDGS PLC 8 125%		0	25,000	0
45	ING GROEP NV		0	25,000	0
46	JPMORGAN CHASE 8 625% SER-J		0	5,000	0

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,447,334	2,555,694	2,474,675
47	JP MORGAN VALUE ADVANTAGE C		0	5,457	0
48	JP MORGAN CORE PLUS BOND FUND C		0	30,416	0
49	M&T CAPITAL TRUST IV 8 500 1/31/68		0	10,000	0
50	NEW JERSEY BELL DEB 7 85% 11/15/29		0	5,505	0
51	NUVEEN STRATEGY BAL ALL FD C		0	18,531	0
52	OPPENHEIMER STRATEGIC INC FD C 232		0	20,012	0
53	PUTNAM ABSOLUTE RETURN 500C		0	5,220	0
54	WELLS FARGO CAP XII 7 875% 3/15/68		0	5,000	0
55	CITIGROUP INC 8 500% 5/22/19		0	5,847	0
56	CITIGROUP CAP VII PFD STK		0	8,492	0
57	DAVIS NY VENTURE FUND INC CL C 735		0	5,245	0
58	DAVIS APPRECIATION AND INCOME FUNI		0	16,409	0
59	DEUTSCHE BANK CAP TRUST III 7 6%		0	10,000	0
60	DONNELLEY R R & SONS CO		0	4,649	0
61	FNR 2002 57 BP		0	2,288	0
62	FNR 2005-110 PN		0	0	0
63	FEDERATED CAPITAL INCOME FUND		0	22,951	0
64	FIDELITY ADVISOR STR DIV & INC FUND		0	28,128	0
65	FRANKLIN INCOME FUND CL C		0	37,491	0
66	GOLDMAN SACHS GROUP INC		0	4,756	0
67	GOLDMAN SACHS GRW & INC STR PF		0	8,954	0
68	HSBC HLDGS PLC 8 125%		0	25,000	0
69	ING GROEP NV		0	25,000	0
70	JPMORGAN CHASE 8 625% SER-J		0	5,000	
71	JP MORGAN CORE PLUS BOND FUND C		0	30,417	
72	M&T CAPITAL TRUST IV 8 500 1/31/68		0	10,000	
73	NEW JERSEY BELL DEB 7 85% 11/15/29		0	5,500	
74	NUVEEN STRATEGY BAL ALL FD C		0	18,532	
75	OPPENHEIMER STRATEGIC INC FD C 232		0	20,022	
76	PUTNAM ABSOLUTE RETURN 500C		0	5,221	
77	WELLS FARGO CAP XII 7.875% 3/15/68		0	5,000	
78	INVESCO BALANCED-RISK ALLOC C		0	30,000	
79	AMERICAN CENTURY STR ALLOC CONS F		0	29,362	
80	CITIGROUP INC 8 500% 5/22/19		0	5,852	
81	CITIGROUP CAP VII PFD STK		0	8,447	
82	DAVIS NY VENTURE FUND INC CL C 735		0	5,245	
83	DAVIS APPRECIATION AND INCOME FUNI		0	14,306	
84	DEUTSCHE BANK CAP TRUST III 7 6%		0	10,000	
85	DONNELLEY R R & SONS CO		0	4,649	
86	FNR 2002 57 BP		0	2,288	
87	FNR 2005-110 PN		0	0	
88	FEDERATED CAPITAL INCOME FUND		0	18,521	
89	FIDELITY ADVISOR STR DIV & INC FUND		0	28,127	
90	FRANKLIN INCOME FUND CL C		0	47,084	
91	GOLDMAN SACHS GROUP INC		0	4,761	
92	GOLDMAN SACHS GRW & INC STR PF		0	17,203	0

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,447,334	2,555,694	2,474,675
93	ING GROEP NV		0	25,000	
94	JPMORGAN CHASE 8 625% SER-J		0	10,000	
95	JP MORGAN VALUE ADVANTAGE C		0	5,457	
96	JP MORGAN CORE PLUS BOND FUND C		0	30,416	
97	M&T CAPITAL TRUST IV 8 500 1/31/68		0	10,000	
98	NEW JERSEY BELL DEB 7 85% 11/15/29		0	5,505	
99	NUVEEN STRATEGY BAL ALL FD C		0	18,531	
100	OPPENHEIMER STRATEGIC INC FD C 232		0	20,012	0
101	PUTNAM ABSOLUTE RETURN 500C		0	5,220	0
102	WELLS FARGO CAP XII 7 875% 3/15/68		0	5,000	0
103	FNR 1993 199H		0	0	0
104	INVESCO BALANCED-RISK ALLOC C		0	50,000	0
105	AMERICAN CENTURY STR ALLOC CONS F		0	58,725	0
106	AMERICAN CENTY STRAT ALLOC MOD C		0	70,149	0
107	BANK AMERICA CORP		0	78,839	0
108	BANK OF AMERICA CORPORATION		0	21,161	0
109	AMERICAN CAP WORLD G&I FD CL C		0	32,631	0
110	CITIGROUP INC 8 500% 5/22/19		0	15,206	0
111	CITIGROUP CAP VII PFD STK		0	16,882	0
112	DAVIS APPRECIATION AND INCOME FUNI		0	35,055	0
113	DELAWARE DIVERSIFIED INCOME FUND		0	61,495	0
114	DEUTSCH BK CONTINGENT CAP TR V 8 0		0	10,000	0
115	DEUTSCHE BANK CAP TRUST III 7.6%		0	50,000	0
116	DONNELLEY R R & SONS CO		0	13,936	0
117	FHLMC SERIES 1286		0	142	0
118	FNMA REMIC TRUST 1990 51-CLASS H		0	115	0
119	FNMA REMIC TRUST 1991		0	0	0
120	DAVIS NY VENTURE FUND INC CL C 735		0	26,225	0

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	3,901
2	RETURNED GRANT FOR CATHOLIC CHARITIES	2	750
3	Total	3	4,651

Line 5 - Decreases not included in Part III, Line 2

1	OID ADJUSTMENT	1	14
2	REMIC ADJUSTMENT	2	57
3	Total	3	71

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						30,543	0	0	30,614	-71	0	0	0	-71
1	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	10/25/2012	2		0	2	0	0	0	0	0
2	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	11/25/2012	2		0	2	0	0	0	0	0
3	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	12/26/2012	2		0	2	0	0	0	0	0
4	FNR 1993 199H	31359BZL4		7/30/2007	1/25/2012	38		0	38	0	0	0	0	0
5	FNR 1993 199H	31359BZL4		7/30/2007	2/27/2012	40		0	40	0	0	0	0	0
6	CITIGROUP INC 8 500% 05/22/19	17299AFD8		2/19/2010	9/18/2012	2,566		0	2,339	227	0	0	0	227
7	FNR 2002 57 BP	31392D4U3		8/23/2004	1/25/2012	82		0	85	-3	0	0	0	-3
8	FNR 2002 57 BP	31392D4U3		8/27/2002	1/25/2012	82		0	84	-2	0	0	0	-2
9	FNR 2002 57 BP	31392D4U3		8/23/2004	1/25/2012	82		0	85	-3	0	0	0	-3
10	FNR 2002 57 BP	31392D4U3		8/23/2004	1/25/2012	82		0	85	-3	0	0	0	-3
11	FNR 2002 57 BP	31392D4U3		8/27/2002	2/27/2012	76		0	77	-1	0	0	0	-1
12	FNR 2002 57 BP	31392D4U3		8/23/2004	2/27/2012	76		0	79	-3	0	0	0	-3
13	FNR 2002 57 BP	31392D4U3		8/23/2004	2/27/2012	76		0	79	-3	0	0	0	-3
14	FNR 2002 57 BP	31392D4U3		8/23/2004	2/27/2012	76		0	79	-3	0	0	0	-3
15	FNR 2002 57 BP	31392D4U3		8/23/2004	3/25/2012	108		0	112	-4	0	0	0	-4
16	FNR 2002 57 BP	31392D4U3		8/27/2002	3/25/2012	108		0	110	-2	0	0	0	-2
17	FNR 2002 57 BP	31392D4U3		8/23/2004	3/25/2012	108		0	112	-4	0	0	0	-4
18	FNR 2002 57 BP	31392D4U3		8/23/2004	3/25/2012	108		0	112	-4	0	0	0	-4
19	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	4/25/2012	96		0	99	-3	0	0	0	-3
20	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	11/25/2012	106		0	110	-4	0	0	0	-4
21	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	12/26/2012	51		0	53	-2	0	0	0	-2
22	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	12/26/2012	51		0	52	-1	0	0	0	-1
23	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	12/26/2012	51		0	53	-2	0	0	0	-2
24	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	12/26/2012	51		0	53	-2	0	0	0	-2
25	FHR 2503 JV	31392UP57		8/13/2003	1/13/2012	54		0	54	0	0	0	0	0
26	FHR 2503 JV	31392UP57		8/13/2003	2/15/2012	170		0	171	-1	0	0	0	-1
27	FHR 2503 JV	31392UP57		8/13/2003	3/15/2012	588		0	592	-4	0	0	0	-4
28	FHR 2503 JV	31392UP57		8/13/2003	4/15/2012	404		0	407	-3	0	0	0	-3
29	FHR 2503 JV	31392UP57		8/13/2003	5/15/2012	774		0	779	-5	0	0	0	-5
30	FHR 2503 JV	31392UP57		8/13/2003	6/15/2012	517		0	521	-4	0	0	0	-4
31	FHR 2503 JV	31392UP57		8/13/2003	7/15/2012	409		0	412	-3	0	0	0	-3
32	FHR 2503 JV	31392UP57		8/13/2003	8/15/2012	673		0	677	-4	0	0	0	-4
33	FHR 2503 JV	31392UP57		8/13/2003	9/15/2012	761		0	766	-5	0	0	0	-5
34	FHR 2503 JV	31392UP57		8/13/2003	10/15/2012	588		0	592	-4	0	0	0	-4
35	FHR 2503 JV	31392UP57		8/13/2003	11/15/2012	724		0	729	-5	0	0	0	-5
36	FHR 2503 JV	31392UP57		8/13/2003	12/17/2012	414		0	417	-3	0	0	0	-3
37	FREDDIE MAC 2690 CC	31394KB86		9/26/2003	2/10/2012	2,000		0	2 000	0	0	0	0	0
38	FREDDIE MAC 2690 CC	31394KB86		9/26/2003	3/9/2012	3,000		0	3,000	0	0	0	0	0
39	FREDDIE MAC 2690 CC	31394KB86		9/26/2003	4/11/2012	4,000		0	4,000	0	0	0	0	0
40	FREDDIE MAC 2690 CC	31394KB86		9/26/2003	5/11/2012	2,000		0	2,000	0	0	0	0	0
41	FREDDIE MAC 2690 CC	31394KB86		9/26/2003	6/15/2012	1,000		0	1 000	0	0	0	0	0
42	FNR 2005-110 PN	31394UW73		12/25/1941	1/25/2012	110		0	112	-2	0	0	0	-2
43	FNR 2005-110 PN	31394UW73		8/1/2007	1/25/2012	110		0	110	0	0	0	0	0
44	FNR 2005-110 PN	31394UW73		7/30/2007	1/25/2012	110		0	110	0	0	0	0	0
45	FNR 2005-110 PN	31394UW73		12/25/1941	2/27/2012	0		0	0	0	0	0	0	0
46	FNR 2005-110 PN	31394UW73		8/1/2007	2/27/2012	0		0	0	0	0	0	0	0
47	FNR 2005-110 PN	31394UW73		7/30/2007	2/27/2012	0		0	0	0	0	0	0	0
48	FNR 2005-110 PN	31394UW73		12/25/1941	3/25/2012	32		0	32	0	0	0	0	0
49	FNR 2005-110 PN	31394UW73		8/1/2007	3/25/2012	32		0	32	0	0	0	0	0
50	FNR 2005-110 PN	31394UW73		7/30/2007	3/25/2012	32		0	32	0	0	0	0	0
51	FNR 2005-110 PN	31394UW73		12/25/1941	4/25/2012	110		0	112	-2	0	0	0	-2
52	FNR 2005-110 PN	31394UW73		8/1/2007	4/25/2012	110		0	110	0	0	0	0	0
53	FNR 2005-110 PN	31394UW73		7/30/2007	4/25/2012	110		0	110	0	0	0	0	0
54	FNR 2005-110 PN	31394UW73		12/25/1941	5/25/2012	4		0	4	0	0	0	0	0
55	FHLMC SERIES 1286	312910DY5		12/25/1941	1/13/2012	1		0	4	-3	0	0	0	-3
56	FHLMC SERIES 1286	312910DY5		12/25/1941	2/15/2012	1		0	8	-7	0	0	0	-7
57	FHLMC SERIES 1286	312910DY5		12/25/1941	3/15/2012	1		0	7	-6	0	0	0	-6
58	FHLMC SERIES 1286	312910DY5		12/25/1941	4/15/2012	0		0	3	-3	0	0	0	-3
59	FHLMC SERIES 1286	312910DY5		12/25/1941	5/15/2012	0		0	3	-3	0	0	0	-3
60	FHLMC SERIES 1286	312910DY5		12/25/1941	6/15/2012	0		0	3	-3	0	0	0	-3
61	FHLMC SERIES 1286	312910DY5		12/25/1941	7/15/2012	1		0	4	-3	0	0	0	-3
62	FHLMC SERIES 1286 6 000% 05/15/2022	312910DY5		12/25/1941	8/15/2012	1		0	6	-5	0	0	0	-5
63	FHLMC SERIES 1286 6 000% 05/15/2022	312910DY5		12/25/1941	9/15/2012	0		0	3	-3	0	0	0	-3
64	FHLMC SERIES 1286 6 000% 05/15/2022	312910DY5		12/25/1941	10/15/2012	1		0	5	-4	0	0	0	-4
65	FHLMC SERIES 1286 6 000% 05/15/2022	312910DY5		12/25/1941	11/15/2012	0		0	3	-3	0	0	0	-3
66	FHLMC SERIES 1286 6 000% 05/15/2022	312910DY5		12/25/1941	12/17/2012	1		0	5	-4	0	0	0	-4
67	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	1/25/2012	4		0	6	-2	0	0	0	-2
68	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	2/27/2012	1		0	1	0	0	0	0	0
69	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	3/25/2012	1		0	1	0	0	0	0	0
70	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	4/25/2012	1		0	1	0	0	0	0	0
71	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	5/25/2012	1		0	1	0	0	0	0	0
72	FNMA REMIC TRUST 1990 51-CLASS H	31358ECT7		12/25/1941	6/25/2012	1		0	2	-1	0	0	0	-1
73	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	7/25/2012	1		0	2	-1	0	0	0	-1
74	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	8/25/2012	9		0	12	-3	0	0	0	-3
75	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	9/25/2012	1		0	1	0	0	0	0	0
76	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	10/25/2012	1		0	1	0	0	0	0	0
77	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	11/25/2012	1		0	1	0	0	0	0	0
78	FNMA REM 51-CLASS H 7 500% 05/25/2	31358ECT7		12/25/1941	12/26/2012	1		0	1	0	0	0	0	0
79	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	1/25/2012	3		0	3	0	0	0	0	0
80	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	2/27/2012	19		0	19	0	0	0	0	0
81	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	3/25/2012	2		0	2	0	0	0	0	0
82	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	4/25/2012	3		0	3	0	0	0	0	0
83	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	5/25/2012	2		0	2	0	0	0	0	0
84	FNMA REMIC TRUST 1991	31358F4E6		7/30/2007	6/25/2012	3		0	3	0	0	0	0	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						30,543	0	0	30,614	-71	0	0	0	-71
85	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	7/25/2012	2		0	2	0	0	0	0	0
86	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	8/25/2012	2		0	2	0	0	0	0	0
87	FNMA REM TR 1991 7 000% 03/25/2021	31358F4E6		7/30/2007	9/25/2012	6		0	6	0	0	0	0	0
88	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	4/25/2012	96		0	99	-3	0	0	0	-3
89	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	4/25/2012	96		0	99	-3	0	0	0	-3
90	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	4/25/2012	96		0	98	-2	0	0	0	-2
91	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	5/25/2012	64		0	66	-2	0	0	0	-2
92	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	5/25/2012	64		0	67	-3	0	0	0	-3
93	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	5/25/2012	64		0	67	-3	0	0	0	-3
94	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	5/25/2012	64		0	67	-3	0	0	0	-3
95	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	6/25/2012	80		0	83	-3	0	0	0	-3
96	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	6/25/2012	80		0	82	-2	0	0	0	-2
97	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	6/25/2012	80		0	83	-3	0	0	0	-3
98	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	6/25/2012	80		0	83	-3	0	0	0	-3
99	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	7/25/2012	71		0	73	-2	0	0	0	-2
100	FNR 1993 199H	31359BZL4		7/30/2007	3/25/2012	29		0	29	0	0	0	0	0
101	FNR 1993 199H	31359BZL4		7/30/2007	4/25/2012	42		0	42	0	0	0	0	0
102	FNR 1993 199H	31359BZL4		7/30/2007	5/25/2012	55		0	55	0	0	0	0	0
103	FNR 1993 199H	31359BZL4		7/30/2007	6/25/2012	30		0	30	0	0	0	0	0
104	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	7/25/2012	28		0	28	0	0	0	0	0
105	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	8/25/2012	47		0	47	0	0	0	0	0
106	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	9/25/2012	47		0	47	0	0	0	0	0
107	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	10/25/2012	56		0	56	0	0	0	0	0
108	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	10/25/2012	67		0	69	-2	0	0	0	-2
109	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	10/25/2012	67		0	69	-2	0	0	0	-2
110	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	10/25/2012	67		0	68	-1	0	0	0	-1
111	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	11/25/2012	106		0	110	-4	0	0	0	-4
112	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	11/25/2012	106		0	108	-2	0	0	0	-2
113	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	11/25/2012	106		0	110	-4	0	0	0	-4
114	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	12/26/2012	36		0	36	0	0	0	0	0
115	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	8/25/2012	86		0	88	-2	0	0	0	-2
116	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	9/25/2012	72		0	75	-3	0	0	0	-3
117	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	9/25/2012	72		0	75	-3	0	0	0	-3
118	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	9/25/2012	72		0	74	-2	0	0	0	-2
119	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	9/25/2012	72		0	75	-3	0	0	0	-3
120	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	10/25/2012	67		0	69	-2	0	0	0	-2
121	FNR 2005-110 PN	31394UW73		8/1/2007	5/25/2012	4		0	4	0	0	0	0	0
122	FNR 2005-110 PN	31394UW73		7/30/2007	5/25/2012	4		0	4	0	0	0	0	0
123	FNR 2005-110 PN	31394UW73		12/25/1941	6/25/2012	113		0	116	-3	0	0	0	-3
124	FNR 2005-110 PN	31394UW73		8/1/2007	6/25/2012	113		0	113	0	0	0	0	0
125	FNR 2005-110 PN	31394UW73		7/30/2007	6/25/2012	113		0	113	0	0	0	0	0
126	FNR 2005-110 PN	31394UW73		12/25/1941	7/25/2012	133		0	136	-3	0	0	0	-3
127	FNR 2005-110 PN	31394UW73		8/1/2007	7/25/2012	133		0	133	0	0	0	0	0
128	FNR 2005-110 PN	31394UW73		7/30/2007	7/25/2012	133		0	133	0	0	0	0	0
129	FNR 2005-110 PN	31394UW73		12/25/1941	8/25/2012	240		0	245	-5	0	0	0	-5
130	FNR 2005-110 PN	31394UW73		8/1/2007	8/25/2012	240		0	240	0	0	0	0	0
131	FNR 2005-110 PN	31394UW73		7/30/2007	8/25/2012	240		0	240	0	0	0	0	0
132	FNR 2005-110 PN	31394UW73		12/25/1941	9/25/2012	81		0	83	-2	0	0	0	-2
133	FNR 2005-110 PN	31394UW73		8/1/2007	9/25/2012	81		0	81	0	0	0	0	0
134	FNR 2005-110 PN	31394UW73		7/30/2007	9/25/2012	81		0	81	0	0	0	0	0
135	FNR 2005-110 PN	31394UW73		12/25/1941	10/25/2012	129		0	132	-3	0	0	0	-3
136	FNR 2005-110 PN	31394UW73		8/1/2007	10/25/2012	129		0	129	0	0	0	0	0
137	FNR 2005-110 PN	31394UW73		7/30/2007	10/25/2012	129		0	129	0	0	0	0	0
138	FNR 2005-110 PN	31394UW73		12/25/1941	11/25/2012	154		0	157	-3	0	0	0	-3
139	FNR 2005-110 PN	31394UW73		8/1/2007	11/25/2012	154		0	154	0	0	0	0	0
140	FNR 2005-110 PN	31394UW73		7/30/2007	11/25/2012	154		0	154	0	0	0	0	0
141	FNR 2005-110 PN	31394UW73		12/25/1941	12/26/2012	313		0	320	-7	0	0	0	-7
142	FNR 2005-110 PN	31394UW73		8/1/2007	12/26/2012	313		0	313	0	0	0	0	0
143	FNR 2005-110 PN	31394UW73		7/30/2007	12/26/2012	313		0	313	0	0	0	0	0
144	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	1/20/2012	96		0	100	-4	0	0	0	-4
145	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	2/21/2012	86		0	89	-3	0	0	0	-3
146	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	3/20/2012	97		0	101	-4	0	0	0	-4
147	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	4/20/2012	137		0	143	-6	0	0	0	-6
148	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	5/20/2012	124		0	129	-5	0	0	0	-5
149	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	6/20/2012	100		0	104	-4	0	0	0	-4
150	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	7/20/2012	90		0	93	-3	0	0	0	-3
151	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	8/20/2012	104		0	108	-4	0	0	0	-4
152	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	9/20/2012	106		0	110	-4	0	0	0	-4
153	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	10/20/2012	105		0	109	-4	0	0	0	-4
154	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	11/20/2012	92		0	96	-4	0	0	0	-4
155	GNMA REMIC TRUST 2001-52 E	38373RZH5		1/19/2006	12/20/2012	91		0	94	-3	0	0	0	-3
156	PAINE WEBBER	69573WAE1		7/30/2007	1/1/2012	2		0	2	0	0	0	0	0
157	PAINE WEBBER	69573WAE1		7/30/2007	1/3/2012	2		0	2	0	0	0	0	0
158	PAINE WEBBER	69573WAE1		7/30/2007	2/1/2012	2		0	2	0	0	0	0	0
159	PAINE WEBBER	69573WAE1		7/30/2007	3/1/2012	2		0	2	0	0	0	0	0
160	PAINE WEBBER	69573WAE1		7/30/2007	5/1/2012	2		0	2	0	0	0	0	0
161	PAINE WEBBER	69573WAE1		7/30/2007	6/1/2012	2		0	2	0	0	0	0	0
162	PAINE WEBBER	69573WAE1		7/30/2007	7/1/2012	2		0	2	0	0	0	0	0
163	PAINE WEBBER 8 625% 09/01/2018	69573WAE1		7/30/2007	8/1/2012	2		0	2	0	0	0	0	0
164	PAINE WEBBER 8 625% 09/01/2018	69573WAE1		7/30/2007	9/1/2012	2		0	2	0	0	0	0	0
165	PAINE WEBBER 8 625% 09/01/2018	69573WAE1		7/30/2007	10/1/2012	2		0	2	0	0	0	0	0
166	PAINE WEBBER 8 625% 09/01/2018	69573WAE1		7/30/2007	11/1/2012	3		0	3	0	0	0	0	0
167	PAINE WEBBER 8 625% 09/01/2018	69573WAE1		7/30/2007	12/1/2012	3		0	3	0	0	0	0	0
168	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	7/25/2012	71		0	73	-2	0	0	0	-2

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	12,848
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						30,543	0	0	30,614	-71	0	0	0	-71
169	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/27/2002	7/25/2012	71		0	72	-1	0	0	0	-1
170	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	7/25/2012	71		0	73	-2	0	0	0	-2
171	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	8/25/2012	86		0	89	-3	0	0	0	-3
172	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	8/25/2012	86		0	89	-3	0	0	0	-3
173	FNR 2002 57 6 000% 9/25/32	31392D4U3		8/23/2004	8/25/2012	86		0	89	-3	0	0	0	-3
174	FNR 1993 199H 6 500% 07/25/2023	31359BZL4		7/30/2007	11/25/2012	28		0	28	0	0	0	0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JOSEPH R TAKATS III		2949 ELMWOOD ST	KENMORE	NY	14210		TRUSTEE				
2	LEE A TAKATS		963 PARKSIDE AVE	BUFFALO	NY	14217		TRUSTEE				
3	MAURA LYNN LEAVITT		6004 NORTH 4TH ST	ARLINGTON	VA	22202		TRUSTEE				

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	1,017
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	1,017

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	104,072
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	104,072

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
SEE ATTACHED

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
CHARITABLE/GENERAL	121,830

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

TAKATS JOSEPH R FOUNDATION - JOSEPH EMPLOYER ID 16-1098026

ATTACHMENT FOR PAGE 11, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name		Amount	Foundation Status	Purpose of Grant/Contribution
ALZHEIMER'S DISEASE AND	$	1,000.00	501(C)(3)	Charitable/General
AMERICAN ACTION FOR BLIND CHILDREN	$	380.00	501(C)(3)	Charitable/General
AMERICAN CANCER SOCIETY	$	1,000.00	501(C)(3)	Charitable/General
AMERICAN DIABETES ASSN. OF WNY	$	1,000.00	501(C)(3)	Charitable/General
AMERICAN HEART ASSOCIATION OF WNY	$	2,000.00	501(C)(3)	Charitable/General
AMERICAN LUNG ASSOCIATION	$	500.00	501(C)(3)	Charitable/General
AMERICAN PARKINSON DISEASE ASSOC	$	500.00	501(C)(3)	Charitable/General
AMERICAN RED CROSS	$	1,400.00	501(C)(3)	Charitable/General
ANIMAL WELFARE LEAGUE OF ARLINGTON	$	200.00	501(C)(3)	Charitable/General
ANTARCTIC AND SOUTHERN OCEAN	$	600.00	501(C)(3)	Charitable/General
ANTARCTICA PROJECT	$	200.00	501(C)(3)	Charitable/General
ARLINGTON COMMUNITY FOUNDATION	$	1,000.00	501(C)(3)	Charitable/General
ARLINGTON OUTDOOR EDUCATION	$	200.00	501(C)(3)	Charitable/General
ARLINGTON RETIRED	$	1,000.00	501(C)(3)	Charitable/General
BOYS TOWN	$	500.00	501(C)(3)	Charitable/General
BREAST CANCER FUND	$	200.00	501(C)(3)	Charitable/General
BUFFALO & ERIE COUNTY HISTORICAL	$	1,800.00	501(C)(3)	Charitable/General
BUFFALO ARTS STUDIO	$	750.00	501(C)(3)	Charitable/General
BUFFALO C.A.N. ANIMAL PANTRY	$	500.00	501(C)(3)	Charitable/General
BUFFALO CITY MISSION	$	400.00	501(C)(3)	Charitable/General
BUFFALO FINE ARTS ACADEMY	$	850.00	501(C)(3)	Charitable/General
BUFFALO FIREFIGHTER GUARDIAN	$	500.00	501(C)(3)	Charitable/General
BUFFALO MARITIME CENTER	$	2,000.00	501(C)(3)	Charitable/General
BUFFALO MUSEUM OF SCIENCE	$	850.00	501(C)(3)	Charitable/General
BUFFALO OLMSTED PARKS CONSERVANCY	$	500.00	501(C)(3)	Charitable/General
BUFFALO PHILHARMONIC ORCHESTRA	$	1,000.00	501(C)(3)	Charitable/General
BUFFALO PHILHARMONIC ORCHESTRA	$	500.00	501(C)(3)	Charitable/General
BUFFALO SEMINARY	$	1,000.00	501(C)(3)	Charitable/General
BUFFALO STATE COLLEGE FOUNDATION	$	7,500.00	501(C)(3)	Charitable/General
BUFFALO ZOOLOGICAL GARDENS	$	1,200.00	501(C)(3)	Charitable/General
CAMP GOOD DAYS & SPECIAL TIMES, INC.	$	1,200.00	501(C)(3)	Charitable/General
CAPITAL HOSPICE, DEVELOPMENT OFFICE	$	200.00	501(C)(3)	Charitable/General
CARLY'S CROSSING	$	500.00	501(C)(3)	Charitable/General
CATHOLIC CHARITIES	$	750.00	501(C)(3)	Charitable/General
CEPA	$	500.00	501(C)(3)	Charitable/General
CHATAUQUA COUNTY FALLEN HEROES FUND	$	500.00	501(C)(3)	Charitable/General
CHATAUQUA RAILS TO TRAILS	$	250.00	501(C)(3)	Charitable/General
CHESAPEAKE BAY FOUNDATION	$	500.00	501(C)(3)	Charitable/General
CHILDREN'S HOSPITAL FOUNDATION	$	3,350.00	501(C)(3)	Charitable/General
CHILDREN'S HUNGER RELIEF FUND	$	300.00	501(C)(3)	Charitable/General

ATTACHMENT FOR PAGE 11, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

CROHN'S & COLITIS FOUNDATION	$	700.00	501(C)(3) Charitable/General
DIOCESE OF BUFFALO, NY	$	400.00	501(C)(3) Charitable/General
DISABLED AMERICAN VETERANS	$	200.00	501(C)(3) Charitable/General
DOCTORS WITHOUT BORDERS USA, INC.	$	600.00	501(C)(3) Charitable/General
EASTER SEALS OF NEW YORK	$	50.00	501(C)(3) Charitable/General
ELMIRA COLLEGE	$	2,000.00	501(C)(3) Charitable/General
ERIE COUNTY SPCA	$	400.00	501(C)(3) Charitable/General
ERIE COUNTY SPCA / THOMAS FUND	$	1,000.00	501(C)(3) Charitable/General
FISHER CENTER FOR ALZHEIMERS	$	1,000.00	501(C)(3) Charitable/General
FOOD BANK OF WNY	$	800.00	501(C)(3) Charitable/General
FOOD FOR OTHERS	$	500.00	501(C)(3) Charitable/General
FRANCISCAN MISSIONS, INC.	$	100.00	501(C)(3) Charitable/General
FRANKLIN & MARSHALL COLLEGE	$	5,000.00	501(C)(3) Charitable/General
GREYSTONE NATURE PRESERVE	$	500.00	501(C)(3) Charitable/General
HABITAT FOR HUMANITY INTERNATIONAL	$	1,000.00	501(C)(3) Charitable/General
HEBREW HOME OF GREATER WASHINGTON	$	800.00	501(C)(3) Charitable/General
HEIFER INTERNATIONAL	$	500.00	501(C)(3) Charitable/General
HOLE IN THE WALL GANG	$	500.00	501(C)(3) Charitable/General
HOPE FOR CATS INC	$	500.00	501(C)(3) Charitable/General
HOPE LODGE	$	300.00	501(C)(3) Charitable/General
HOSPICE FOUNDATION OF WNY	$	1,700.00	501(C)(3) Charitable/General
HUMANITY INTERNATIONAL	$	1,000.00	501(C)(3) Charitable/General
JAMES V. RYAN PARAMEDIC FOUNDATION	$	1,000.00	501(C)(3) Charitable/General
JEWISH SOCIAL SERVICE AGENCY	$	1,000.00	501(C)(3) Charitable/General
KANSAS CITY UNIVERSITY OF MEDICINE &	$	10,000.00	501(C)(3) Charitable/General
KENMORE WEST ALUMNI	$	1,000.00	501(C)(3) Charitable/General
KEVIN GUEST HOUSE	$	300.00	501(C)(3) Charitable/General
LEUKEMIA SOCIETY OF AMERICA	$	600.00	501(C)(3) Charitable/General
MADD	$	500.00	501(C)(3) Charitable/General
MAKE A WISH FOUNDATION OF WNY INC.	$	1,500.00	501(C)(3) Charitable/General
MARCH OF DIMES	$	100.00	501(C)(3) Charitable/General
MARINE TOYS FOR TOTS FOUNDATION	$	300.00	501(C)(3) Charitable/General
MCKINLEY PTA	$	1,000.00	501(C)(3) Charitable/General
MEALS ON WHEELS FOUNDATION OF WNY	$	900.00	501(C)(3) Charitable/General
MIRACLE FLIGHTS FOR KIDS	$	700.00	501(C)(3) Charitable/General
MSAA	$	600.00	501(C)(3) Charitable/General
NARDIN ACADEMY	$	875.00	501(C)(3) Charitable/General
NATIONAL MULTIPLE SCLEROSIS SOCIETY	$	1,000.00	501(C)(3) Charitable/General
NIAGARA COUNTY SPCA	$	500.00	501(C)(3) Charitable/General
NIAGARA HOSPICE INC.	$	750.00	501(C)(3) Charitable/General
NIAGARA UNIVERSITY/ENDOWMENT	$	500.00	501(C)(3) Charitable/General
NICHOLS SCHOOL	$	5,750.00	501(C)(3) Charitable/General
OLV HOMES OF CHARITY	$	750.00	501(C)(3) Charitable/General
PARADISE HOUSE	$	750.00	501(C)(3) Charitable/General

ATTACHMENT FOR PAGE 11, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

PEOPLE INC. FOUNDATION	$ 500.00	501(C)(3) Charitable/General
PLATTSBURGH COLLEGE FOUNDATION	$ 1,000.00	501(C)(3) Charitable/General
PORTLAND VOLUNTEER FIRE DEPARTMENT	$ 500.00	501(C)(3) Charitable/General
RENSSELAER POLYTECHNIC INSTITUTE	$ 4,000.00	501(C)(3) Charitable/General
RMHC OF WNY, INC.	$ 750.00	501(C)(3) Charitable/General
ROSWELL PARK ALLIANCE FOUNDATION	$ 4,000.00	501(C)(3) Charitable/General
SALVATION ARMY	$ 1,000.00	501(C)(3) Charitable/General
SOUTHERN POVERTY LAW CENTER	$ 200.00	501(C)(3) Charitable/General
SPECIAL OLYMPICS VA, INC.	$ 500.00	501(C)(3) Charitable/General
ST JUDE'S RESEARCH HOSPITAL,	$ 300.00	501(C)(3) Charitable/General
ST. JOSEPH'S COLLEGIATE INSTITUTE	$ 1,125.00	501(C)(3) Charitable/General
ST. JOSEPH'S ELEMENTARY SCHOOL	$ 500.00	501(C)(3) Charitable/General
ST. MARK'S EPISCOPAL CHURCH	$ 1,000.00	501(C)(3) Charitable/General
ST. MARK'S SCHOOL	$ 750.00	501(C)(3) Charitable/General
ST. MARY'S SCHOOL FOUNDATION	$ 1,000.00	501(C)(3) Charitable/General
SUSAN B ANTHONY HOUSE	$ 500.00	501(C)(3) Charitable/General
TEACH FOR AMERICA	$ 600.00	501(C)(3) Charitable/General
TEMPLE BETH ZION	$ 1,500.00	501(C)(3) Charitable/General
TEN LIVES CLUB INC.	$ 1,000.00	501(C)(3) Charitable/General
THE BLIND ASSOCIATION OF WNY	$ 500.00	501(C)(3) Charitable/General
THE CROSSNORE SCHOOL	$ 200.00	501(C)(3) Charitable/General
THE RENSSELAER NEWMAN FOUNDATION	$ 750.00	501(C)(3) Charitable/General
THE SEEING EYE	$ 500.00	501(C)(3) Charitable/General
THE SMILE TRAIN	$ 500.00	501(C)(3) Charitable/General
UMKC	$ 4,000.00	501(C)(3) Charitable/General
UNCROWNED QUEENS INSTITUTE	$ 250.00	501(C)(3) Charitable/General
UNITED WAY NCA	$ 300.00	501(C)(3) Charitable/General
US FUND FOR UNICEF-DEPT F	$ 300.00	501(C)(3) Charitable/General
WESTFIELD STRAY CAT RESCUE	$ 1,000.00	501(C)(3) Charitable/General
WHITMAN WALKER CLINIC	$ 500.00	501(C)(3) Charitable/General
WILD BUNCH WILDLIFE REHABILITATION	$ 500.00	501(C)(3) Charitable/General
WNED T.V.	$ 1,000.00	501(C)(3) Charitable/General
WORLD LAND TRUST-US	$ 800.00	501(C)(3) Charitable/General
YMCA PARTNER WITH YOUTH	$ 1,000.00	501(C)(3) Charitable/General
Total	**$ 121,830.00**	

TAKATS JOSEPH R FOUNDATION
EIN: 16-1098026
ATTACHMENT TO 2012 FORM 990PF, PART X LINES 1(a) AND 1(b)
FYE 12/31/2012

Ending Date	Cash	Bonds/Common Stock	TOTAL
1/31/2012	$234,188.03	$2,267,387.10	$2,501,575.13
2/28/2012	$236,329.76	$2,297,231.92	$2,533,561.68
3/31/2012	$242,537.98	$2,333,563.08	$2,576,101.06
4/30/2012	$248,169.01	$2,335,228.82	$2,583,397.83
5/31/2012	$254,248.30	$2,290,502.42	$2,544,750.71
6/30/2012	$260,981.39	$2,277,736.87	$2,538,718.26
7/31/2012	$265,125.82	$2,317,825.38	$2,582,951.20
8/31/2012	$269,784.68	$2,343,220.94	$2,613,005.62
9/30/2012	$276,111.93	$2,292,660.75	$2,568,772.68
10/31/2012	$272,216.21	$2,304,617.64	$2,576,833.84
11/30/2012	$268,549.60	$2,381,870.21	$2,650,419.81
12/31/2012	$189,970.70	$2,429,416.87	$2,619,387.56
Total	$3,018,213.38	$27,871,261.99	$30,889,475.36
Average	**$251,517.78**	**$2,322,605.17**	$2,574,122.95

Total of averages $2,574,122.95

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [X]
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TAKATS JOSEPH R FOUNDATION - JOSEPH	Employer identification number (EIN) or 16-1098026
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 JOSEPH R TAKATS, III, 2949 ELMWOOD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions KENMORE NY 07311-3977	

Enter the Return code for the return that this application is for (file a separate application for each return) . 04

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

- The books are in the care of ▶ JOSEPH R TAKATS III

Telephone No. ▶ (716) 854-5034 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 8/15/2013, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] 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**	$ 2,028
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**	$ 1,017
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**	$ 1,011

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

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

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	Name of exempt organization TAKATS JOSEPH R FOUNDATION - JOSEPH	Employer identification number (EIN) or 16-1098026
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 JOSEPH R TAKATS, III, 2949 ELMWOOD AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions KENMORE NY 07311-3977	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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.

• The books are in the care of ▶ JOSEPH R TAKATS III

Telephone No ▶ (716) 854-5034 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 11/15/2013

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 THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

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	$ 2,028
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	$ 2,028
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 ▶ [signature] Title ▶ Manger Date ▶ 8-12-13