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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	148,384.47	78,746.29	78,753.32
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)	- 0 -	- 0 -	- 0 -
	b	Investments—corporate stock (attach schedule)	330,787.38	361,658.44	501,888.65
	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)				
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)	479,171.85	440,404.73	580,641.97	
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 ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	- 0 -	- 0 -	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	- 0 -	- 0 -	
	29	Retained earnings, accumulated income, endowment, or other funds	479,171.85	440,404.73	
	30	Total net assets or fund balances (see instructions)	479,171.85	440,404.73	
	31	Total liabilities and net assets/fund balances (see instructions)	479,171.85	440,404.73	
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	479,171.85
2	Enter amount from Part I, line 27a			2	< 38,767.12 >
3	Other increases not included in line 2 (itemize) ►			3	
4	Add lines 1, 2, and 3			4	440,404.73
5	Decreases not included in line 2 (itemize) ►			5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30			6	440,404.73

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	Per Attached Schedule	P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 108,026.23	N/A	101,903.04	6123.19	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(f) F M V as of 12/31/69	(g) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			-0-	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6123.19
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	61,924.55	605,415.17	.10228
2010	65,620.00	627,329.29	.10460
2009	35,880.00	590,965.53	.06071
2008	34,000.00	699,626.53	.04860
2007	33,800.00	733,898.87	.04606
2 Total of line 1, column (d)			2 .36225
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 .07245
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 589,262.49
5 Multiply line 4 by line 3			5 42,692.07
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 230.58
7 Add lines 5 and 6			7 42,922.65
8 Enter qualifying distributions from Part XII, line 4			8 61,700.00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)	1	230	58
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	-0-	
3	Add lines 1 and 2	3	230	58
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	230	58
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	-0-	
b	Exempt foreign organizations—tax withheld at source	6b	-0-	
c	Tax paid with application for extension of time to file (Form 8868)	6c	-0-	
d	Backup withholding erroneously withheld	6d	-0-	
7	Total credits and payments. Add lines 6a through 6d	7	-0-	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	230	58
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded	►	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b		X	
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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.	Yes	No
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	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
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.	Yes	No
5		X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	Yes	No
6	• By language in the governing instrument, or	X	
6	• 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	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	Yes	No
8a	New York	X	
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	Yes	No
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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	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? Website address ► N/A	13	X
14	The books are in care of ► Robert W. Nagle, CPA Located at ► Suite 407 - 2 South St - Auburn NY	Telephone no. ► 315-255-1166 ZIP+4 ► 13021-6172	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	□
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes X No

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

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

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►□	1b	
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 ► 20____, 20____, 20____, 20____	<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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<i>See Attached Schedule</i>				
.....				
.....				
.....				
.....				
.....				

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
..... <i>NONE</i>				
.....				
.....				
.....				
.....				
.....				

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
<i>(NONE)</i>		
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	<i>(NONE)</i>	
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	<i>(NONE)</i>	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3	►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	515,223.21
b	Average of monthly cash balances	1b	83,012.82
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	598,236.03
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	598,236.03
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8973.54
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	589,262.49
6	Minimum investment return. Enter 5% of line 5	6	29,463.12

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	29,463.12
2a	Tax on investment income for 2012 from Part VI, line 5	2a	230.58
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	-0-
c	Add lines 2a and 2b	2c	230.58
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,232.54
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	29,232.54
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	29,232.54

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	61,700.00
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	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	-0-
3	Amounts set aside for specific charitable projects that satisfy the:	3b	-0-
a	Suitability test (prior IRS approval required)	4	61,700.00
b	Cash distribution test (attach the required schedule)	5	230.58
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	61,469.42
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)		
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				29,232.54
2 Undistributed income, if any, as of the end of 2012			- 0 -	
a Enter amount for 2011 only		- 0 -		
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	38,741.61			
f Total of lines 3a through e	38,741.61			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 61,700.00			- 0 -	
a Applied to 2011, but not more than line 2a		- 0 -		
b Applied to undistributed income of prior years (Election required—see instructions)		- 0 -		
c Treated as distributions out of corpus (Election required—see instructions)	- 0 -			
d Applied to 2012 distributable amount			- 0 -	
e Remaining amount distributed out of corpus	61,700.00			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	- 0 -			- 0 -
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				
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 instructions			- 0 -	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				- 0 -
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	- 0 -			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	- 0 -			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	100,441.61			
10 Analysis of line 9:				
a Excess from 2008	- 0 -			
b Excess from 2009	- 0 -			
c Excess from 2010	- 0 -			
d Excess from 2011	38,741.61			
e Excess from 2012	61,700.00			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►				N/A
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 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)(ii)				
(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).)

See Attached

- 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:

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

- c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Per Attached Schedule				61,700.00
Total				► 3a 61,700.00
<i>b Approved for future payment</i>				
<i>(NONE)</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . .					
3 Interest on savings and temporary cash investments				14 6606.77	
4 Dividends and interest from securities . . .				14 16,420.43	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a <u>Security Litigation Proceeds</u>				14 4.04	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . . .					
13 Total. Add line 12, columns (b), (d), and (e) . . .					13 23,031.24

(See worksheet in line 13 instructions to verify calculations.)

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

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | 1a(1) | X |
| | (1) Cash | 1a(2) | X |
| | (2) Other assets | | |
| b | Other transactions: | 1b(1) | X |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(2) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(3) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(4) | X |
| | (4) Reimbursement arrangements | 1b(5) | X |
| | (5) Loans or loan guarantees | 1b(6) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1c | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | |
| d | If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

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

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

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 <input checked="" type="checkbox"/> if self-employed	PTIN
	Robert W. Nagle	Robert W. Nagle	5-13-13		089-34-2989
	Firm's name ► Robert W. Nagle, CPA	Firm's EIN ► 16-1071093			
Firm's address ► 2 South St - Auburn NY 13021	Phone no 315-255-1166				

The Dr. Joseph F. Karpinski, Sr. Foundation
 Form 990-PF for 2012
 # 16-1538623

PREPARED BY	INITIALS	DATE	REFERENCE
CHECKED BY			
APPROVED BY			

FORM 990 (GREEN) P 554 B (DRAFT) (5-88)

Wilmer Service Inc.

LINE NO	DESCRIPTION	(1)	(2)	(3)	(4)	LINE NO
1	<u>Page 1 - Part 1</u>					
2	Line 16(a) - Legal Fees					1
3	Christopher M. Palermo, Esq. - Legal Counsel on Foundation			600.00	600.00	2
4						3
5	Line 16(b) - Accounting Fees					4
6	Robert W. Nogle, CPA - Preparation of #990-PF-Annual Report - 2011			1900.00	1900.00	5
7						6
8	Line 16(c) - Other Professional Fees					7
9	(1) Bank of America - Custodial Management Fees			561.23	561.23	8
10						9
11	(2) Starboard Asset Management, Inc. Investment Management Fees			3034.87	3034.87	10
12						11
13				3596.10	3596.10	12
14						13
15						14
16	<u>Line 18 - Taxes</u>			12545	-0-	15
17	Federal Excise Tax on Income - 2011					16
18						17
19						18
20	<u>Page 10 - Part XV</u>					19
21						20
22	Line 1(a) -					21
23	Joseph F Karpinski					22
24	11 South Marvine Ave.					23
25	Auburn NY 13021					24
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The Dr. Joseph F. Karpinski, Sr Foundation
 Form 990-PF for 2012
 # 16-1538623

PREPARED BY NAME	INITIALS	DATE	REFERENCE

FORM P 554 (GREEN) P 554 B (BUFF) (5 pg)

Wilmer Service Line

(1) (2) (3) (4)

LINE No	Page 9 - Part X III - Undistributed (or Excess) Income					LINE No	
1	2 Compute Year	3 For Year	4 <u>NEXT</u> <u>Distrib. Amt.</u>	5 <u>YEAR'S</u> <u>Less Carryover</u>	6 <u>Net</u>	7 <u>Next Year Actual Distributions</u>	8 <u>Carryover to Following Yr.</u>
5	2007		36,112.49	< 248310	3362939	(68) 34000.00	< 248310
6	2007	2008	36,112.49	< 37061	3424148	(09) 35880.00	< 37061
7	2008	2009	34,612.09	< 1638152	271663.91	(10) 65620.00	< 1638152
8	2009	2010	29,302.43	< 3795609	< 683692	(11) 62050.00	< 3795609
9	2010	2011	31,119.17	< 68886.92	< 3874161	(12) 61700.00	< 6888692
10	2011	2012	30,145.31	< 10044161	< 7120907		< 10044161
11	2012	2013	29,232.54				
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Realized Gains & Losses

Fiscal Year Ending 12/31/2012

Fiscal Year Ending 12/31/2012

Joseph F. Karbinski, Sr. Foundation EPN Acct # BOA #41-02-200-8510197

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account: 41-02-200-8510197 **JOSEPH F KARPINSKI SR FDN-CUST**
Portfolio Analysis
 Dec 01, 2012 through Dec 31, 2012

Portfolio Summary by Asset Class

Description	Market Value	% of Account	% of Sector	Book Value	Annual Income	Estimated Current Yield
Cash/Currency						
Cash Equivalents						
Total Cash/Currency	\$78,753.32	13.6%	100.0%	\$78,746.29	\$71.66	0.09%
Equities						
U S Large Cap	\$267,127.40	46.0%	100.0%	\$155,600.73	\$8,231.58	3.08%
Total Equities	\$267,127.40	46.0%	100.0%	\$155,600.73	\$8,231.58	3.08%
Fixed Income						
Investment Grade Taxable	\$178,413.75	30.7%	100.0%	\$179,035.20	\$12,418.00	6.99%
Total Fixed Income	\$178,413.75	30.7%	100.0%	\$179,035.20	\$12,418.00	6.99%
Real Estate						
Public REITs	\$56,347.50	9.7%	100.0%	\$26,972.51	\$2,048.00	3.63%
Total Real Estate	\$56,347.50	9.7%	100.0%	\$26,972.51	\$2,048.00	3.63%
Total Assets	\$580,641.97	100.0%		\$440,404.73	\$22,769.24	3.92%
Total	\$580,641.97			\$440,404.73	\$22,769.24	

Portfolio Detail

Dec 01, 2012 through Dec 31, 2012

Account: 41-02-200-8510197 JOSEPH F KARPINSKI SR FDN-CUST

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
-------	-------------	-------	----------------------------------	-------------------	----------------------------------	-------------------------	----------------------------	-----------------

Cash Equivalents

46,485 660	BOFA MONEY MARKET RESERVES CAPITAL CLASS (Income Investment)	097100515	\$46,485.66	\$4.10	\$46,485.66 1,000	\$0.00	\$42.30	0.09%
32,260 630	BOFA MONEY MARKET RESERVES CAPITAL CLASS	097100515	32,260.63	2.93	32,260.63 1,000	0.00	29.36	0.09
	Total Cash Equivalents		\$78,746.29	\$7.03	\$78,746.29	\$0.00	\$71.66	0.09%

Total Cash/Currency

(2) Industry Sector Codes

CND = Consumer Discretionary	FIN = Financials	ITI = Information Technology
CNS = Consumer Staples	HEA = Health Care	MAT = Materials
ENR = Energy	IND = Industrials	OEQ = Other Equities

U.S. Large Cap

400.000	CHEVRON CORP Ticker CVX	166764100 ENR	\$43,256.00 108,140	\$0.00	\$15,728.00 39,320	\$27,528.00	\$1,440.00	3.32%
500.000	COCA COLA CO Ticker KO	191216100 CNS	18,125.00 36,250	0.00	15,010.00 30,020	3,115.00	510.00	2.81
200.000	COLGATE PALMOLIVE CO Ticker CL	194162103 CNS	20,908.00 104,540	0.00	11,507.00 57,535	9,401.00	496.00	2.37
150 000	CONOCOPHILLIPS Ticker COP	208250104 ENR	8,698.50 57,990	0.00	7,400.26 49,335	1,298.24	396.00	4.55
200 000	CONSOLIDATED EDISON INC Ticker ED	209115104 UTL	11,108.00 55,540	0.00	9,139.00 45,695	1,969.00	484.00	4.35
133.000	DUKE ENERGY CORP NEW COM Ticker DUK	264410204 UTL	8,485.40 63,800	0.00	6,362.54 47,839	2,122.76	406.98	4.79
400 000	EMERSON ELEC CO Ticker EMR	291011104 IND	21,184.00 52,960	0.00	11,725.00 29,313	9,459.00	656.00	3.09

M60012804

Settlement Date

Portfolio Detail!

Account: 41-02-200-8510197 JOSEPH F KARPINSKI SR FDN-CUST

Dec 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Book Value/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equity (Cont.)								

U.S Large Cap (cont)

400 000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	34,620.00 86,550	0.00	16,528.00 41,320	18,092.00	912.00	2.63
100,000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	19,155.00 191,550	0.00	8,800.66 88,007	10,354.34	340.00	1.77
200 000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	14,020.60 70,100	0.00	10,436.00 52,180	3,584.00	488.00	3.48
200 000	MCDONALDS CORP Ticker: MCD	580135101 CND	17,642.00 88,210	0.00	10,149.60 50,748	7,492.40	616.00	3.49
200,000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	13,578.00 67,890	0.00	7,749.84 38,749	5,828.16	449.60	3.31
200,000	SPECTRA ENERGY CORP Ticker: SE	847560109 ENR	5,476.00 27,380	0.00	4,755.23 23,776	720.77	244.00	4.45
150 000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	12,301.50 82,010	0.00	8,618.50 57,457	3,683.00	321.00	2.50
200 000	3M CO Ticker: MMM	88579Y101 IND	18,570.00 92,850	0.00	11,691.00 58,455	6,879.00	472.00	2.54
Total U.S. Large Cap			\$267,127.40	\$0.00	\$155,600.73	\$111,526.67	\$8,231.58	3.08%
Total Equities			\$267,127.40	\$0.00	\$155,600.73	\$111,526.67	\$8,231.58	3.08%

Investment Grade Taxable

1,000 000	2066 NEXTERA ENERGY CAP HLDGS INC PFD JR SUB DEB SER A 6.600%	65339K308	\$25,020.00 25,020	\$412.50	\$25,717.60 25,718	-\$697.60	\$1,650.00	6.59%
Fixed Income								
1,000,000	2067 CONSTITUTION ENERGY GROUP INC JR SUB DEB SER A PFD SER A 8.625%	210387205	25,530.00 25,530	0.00	26,983.80 26,984	-1,453.80	2,156.00	8.44

Portfolio Detail

Dec 01, 2012 through Dec 31, 2012

Account: 41-02-200-8510197 **JOSEPH F KARPINSKI SR FDN-CUST**

Investment Grade Taxable (cont)

Total Fixed Income		Total Investment Grade Taxable		Total Equity	
750,000	XCEL ENERGY INC JR SUB NT PFD 7 600% Moody's BAA2 S&P BBB	9838988886 25,300	18,975.00 356.25	20,593.50 27,458	-1,618.50 -1,425.30
1,000,000	DIGITAL RLTY TR INC PFD REITS SER F 625% Moody's BAA3 S&P BBB+	253863806 26,090	26,090.00 0.00	25,158.90 25,159	931.10 1,656.30
1,000,000	FIRST NIAGARA FINL GROUP INC NEW PFD 8 625% SER B Moody's BA2 S&P BB+	33582V207 28,450	28,450.00 0.00	27,884.60 27,885	565.40 2,156.30
1,000,000	NATIONAL RETAIL PPTYS INC DEP SHS REPSTG1/100TH PFD REITS SER D Moody's BAA3 S&P BBB+	637417601 26,550	26,550.00 0.00	25,286.80 25,287	1,263.20 1,656.00
1,000,000	PUBLIC STORAGE INC PFD REITS DEP SHS REPSTG 1/10000 6.875% Moody's BAA1 S&P BBB+	74460D182 27,030	27,030.00 0.00	27,460.00 27,460	-430.00 1,719.00
Total Fixed Income		\$177,645.00	\$768.75	\$179,085.20	-\$1,440.20
Total Investment Grade Taxable		\$177,645.00	\$768.75	\$179,085.20	-\$1,440.20
Total Equity		\$177,645.00	\$768.75	\$12,418.00	\$12,418.00
Public REITs					
250,000	HOME PPTYS INC REITS	437306103 61,310	\$15,327.50 0.00	\$4,380.41 17,522	\$10,947.09 \$660.00
400,000	SOVRAN SELF STORAGE INC	84610H108 62,100	24,840.00 0.00	15,379.60 38,449	9,460.40 768.00
250,000	VENTAS INC	92276F100 64,720	16,180.00 0.00	7,212.50 8,967.50	620.00 383
Total Public REITs		\$56,347.50	\$0.00	\$26,972.51	\$29,374.99
Total Equity					\$2,048.00

M60012805

Settlement Date

Portfolio Detail

Account: 41-02-200-8510197 JOSEPH F KARPINSKI SR FDN-CUST						Dec 01, 2012 through Dec 31, 2012			
Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Book Value/ Annual Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Public REITs (cont)									
	Total Real Estate		\$56,347.50	\$0.00	\$26,972.51	\$29,374.99	\$2,048.00	3.63%	
	Total Portfolio		\$579,866.19	\$775.78	\$440,404.73	\$139,461.46	\$22,769.24	3.92%	
	Accrued Income			\$775.78					
	Total		\$580,641.97						

The Dr. Joseph F Karpinski, Sr. Foundation
 Form 990-PF for 2012
 #16-1538623

INITIALS	DATE	REFERENCE
PREPARED BY		
CHECKED BY		
APPROVED BY		

WILMER SERVICE LINE LITHO IN USA

(1) (2) (3) (4) (5)

LINE No.	Part XV-Line 3(a) - Contributions Paid		Foundation	Purpose (Unrestricted)		
	Date	Name & Address	Relation	Status	Contribution Amount	
1	6/6/12	LaGuardia Community College ① 3110 Thomson Ave Long Island City, NY	11101	N/A	None	See Above
2	6/19/12	Cayuga County (FBO Agriculture ② museum) Auburn NY 13021		N/A	None	New Education Bldg.
3	8/1/12	Breast Cancer Research ③ 60 E. 56 TH St New York, NY 10022	Found.	N/A	Public Found.	See Above
4	8/24/12	St. Hyacinth Parish ④ 59 Pulaski St. Auburn NY 13021		N/A	None	See Above
5	11/15/12	St. Nicholas Orthodox ⑤ 28 Cross St. Auburn NY 13021	Church	N/A	None	See Above
6	11/15/12	United Way of Cayuga County ⑥ 17 E. Genesee St Auburn NY 13021		N/A	None	See Above
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22						
23						
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25					TOTAL	61700.00
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