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

OMB No 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation <b>RALPH C. SHELDON FOUNDATION, INC.</b>		<b>A</b> Employer identification number <b>16-6030502</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>217 NORTH MAIN STREET</b>		<b>B</b> Telephone number (see the instructions) <b>(716) 664-9890</b>
City or town <b>JAMESTOWN</b>	State ZIP code <b>NY 14702-0417</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 12,159,666.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)	1,554,095.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3,343.	3,343.	0.	
	4 Dividends and interest from securities	284,304.	284,304.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	310,785.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	2,067,513.			
	7 Capital gain net income (from Part IV, line 2)		310,785.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SETTLEMENT INCOME		4,026.	4,026.	0.	
12 Total. Add lines 1 through 11	2,156,553.	602,458.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	91,219.	45,610.		45,609.
	14 Other employee salaries and wages	36,672.	18,336.		18,336.
	15 Pension plans, employee benefits	31,081.	15,541.		15,540.
	16a Legal fees (attach schedule) L-16a Stmt	0.			
	b Accounting fees (attach sch) L-16b Stmt	8,500.	4,250.		4,250.
	c Other prof fees (attach sch) L-16c Stmt	19,546.	19,546.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	14,894.	9,413.		4,706.
	19 Depreciation (attach sch) and depletion L-19 Stmt	12,254.			
	20 Occupancy	19,786.	9,893.		9,893.
	21 Travel, conferences, and meetings	1,253.	627.		626.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	16,823.	8,413.		8,410.
	24 Total operating and administrative expenses. Add lines 13 through 23	252,028.	131,629.		107,370.
	25 Contributions, gifts, grants paid	2,061,661.			2,061,661.
26 Total expenses and disbursements. Add lines 24 and 25	2,313,689.	131,629.		2,169,031.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-157,136.				
b Net investment income (if negative, enter -0-)		470,829.			
c Adjusted net income (if negative, enter -0-)			0.		

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				
	2	Savings and temporary cash investments		174,163.	235,369.	235,369.
	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 sch)				
		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) L-10a Stmt	329,062.	267,180.	269,654.	
	b	Investments — corporate stock (attach schedule) L-10b Stmt	7,485,754.	7,242,658.	9,044,491.	
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	2,218,375.	2,318,979.	2,521,893.	
	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 112,008.					
	Less accumulated depreciation (attach schedule) L-14 Stmt 23,749.	103,292.	88,259.	88,259.		
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers — see the instructions Also, see page 1, item I)	10,310,646.	10,152,445.	12,159,666.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe L-22 Stmt )	5,374.	4,309.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	5,374.	4,309.		
FUNDED ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X					
	24	Unrestricted	10,305,272.	10,148,136.		
	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				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)	10,305,272.	10,148,136.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	10,310,646.	10,152,445.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,305,272.
2	Enter amount from Part I, line 27a	2	-157,136.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,148,136.
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	10,148,136.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a PUBLICLY TRADED SECURITIES</b>				
<b>b CAPITAL GAIN DISTRIBUTIONS</b>		P	12/31/11	12/31/12
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,987,774.		1,756,728.	231,046.
b 79,739.		0.	79,739.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			231,046.
b			79,739.
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>		2	310,785.
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 <span style="float: right;">[ ]</span>		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 (column (b) divided by column (c))
2011	2,362,586.	12,107,544.	0.195133
2010	2,466,062.	11,770,665.	0.209509
2009	1,984,373.	10,485,400.	0.189251
2008	1,969,966.	11,648,640.	0.169116
2007	2,385,866.	13,615,342.	0.175234

2 Total of line 1, column (d)	2	0.938243
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	0.187649
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,188,266.
5 Multiply line 4 by line 3	5	2,287,116.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,708.
7 Add lines 5 and 6	7	2,291,824.
8 Enter qualifying distributions from Part XII, line 4	8	2,169,031.

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.

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Form 990-PF (2012)

**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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,417.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	9,417.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	9,417.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	4,400.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	4,400.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,017.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11		

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NY - New York</b>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

**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 <u>WWW.RCSHELDONFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>LINDA SWANSON, EXECUTIVE DIRECTOR</u> Telephone no <u>(716) 664-9890</u> Located at <u>217 NORTH MAIN STREET JAMESTOWN NY</u> ZIP + 4 <u>14701</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	16		X

**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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** 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)?

5 b

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?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6 a** 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?

6 b

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
<u>MARK I. HAMPTON</u> <u>217 NORTH MAIN STREET</u> <u>JAMESTOWN NY 14701</u>	SECRETARY & DIRECTOR 1.00	0.	0.	0.
<u>MILES L. LASSER</u> <u>217 NORTH MAIN STREET</u> <u>JAMESTOWN NY 14701</u>	DIRECTOR EMERITUS 1.00	0.	0.	0.
<u>BARCLAY O. WELLMAN</u> <u>217 NORTH MAIN STREET</u> <u>JAMESTOWN NY 14701</u>	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.				
		91,219.	17,301.	0.

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

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

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

None





**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	1 a	11,740,308.
b	Average of monthly cash balances	1 b	633,566.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	12,373,874.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,373,874.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	185,608.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,188,266.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	609,413.

**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	609,413.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	9,417.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	9,417.
3	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	3	599,996.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	599,996.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	599,996.

**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	1 a	2,169,031.
b	Program-related investments — total from Part IX-B	1 b	0.
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,169,031.
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	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,169,031.

**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.

BAA

Form 990-PF (2012)

**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				599,996.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			502,689.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,169,031.				
a Applied to 2011, but not more than line 2a			502,689.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)	1,558,500.			
d Applied to 2012 distributable amount				107,842.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,558,500.			
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		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				492,154.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	1,558,500.			
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	0.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			



**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
<b>a Paid during the year</b>				
ALLEGHENY HIGHLANDS COUNCIL, INC. 50 HOUGH HILL RD. FALCONER NY 14733		501 (C) (3)	CAMP MERZ FACILITY NEEDS	26,400.
ALLEGHENY HIGHLANDS COUNCIL, INC. 50 HOUGH HILL RD. FALCONER NY 14733		501 (C) (3)	CAMP MERZ SHOWER HOUSE	45,000.
ALLEGHENY HIGHLANDS COUNCIL, INC. 50 HOUGH HILL RD. FALCONER NY 14733		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	2,000.
AMERICAN RED CROSS OF SOUTHWESTERN NY 325 E. FOURTH ST. JAMESTOWN NY 14701		501 (C) (3)	EXECUTIVE DIRECTOR DISCRETIONARY GRANT	
AMERICAN RED CROSS OF SOUTHWESTERN NY 325 E. FOURTH ST. JAMESTOWN NY 14701		501 (C) (3)	AIR CONDITIONER	2,500.
ARTS COUNCIL FOR CHAUTAUQUA CO. 116 E. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	1,000.
ARTS COUNCIL FOR CHAUTAUQUA CO. 116 E. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	ARTS IN EDUCATION PROGRAM	65,000.
ARTS COUNCIL FOR CHAUTAUQUA CO. 116 E. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	REG LENNA/AC MERGER PROCESS	13,000.
ARTS COUNCIL FOR CHAUTAUQUA CO. 116 E. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	3,300.
BEMUS BAY POPS, INC. P.O. BOX 9250 BEMUS POINT NY 14712		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	1,000.
See Line 3a statement				1,902,461.
<b>Total</b>			<b>3 a</b>	<b>2,061,661.</b>
<b>b Approved for future payment</b>				
CHAUTAUQUA REGIONAL YOUTH BALLET 9 1/2 FALCONER ST. JAMESTOWN NY 14701		501 (C) (3)	PROGRAM SUPPORT	12,000.
CHAUTAUQUA REGIONAL YOUTH SYMPHONY P.O. BOX 3454 JAMESTOWN NY 14702		501 (C) (3)	DIRECTOR/CONDUCTOR HONORARIUM	6,000.
See Line 3b statement				854,350.
<b>Total</b>			<b>3 b</b>	<b>872,350.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	3,343.	
4	Dividends and interest from securities			14	284,304.	
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	310,785.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	<b>MISCELLANEOUS INCOME</b>					4,026.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				598,432.	4,026.
13	<b>Total.</b> Add line 12, columns (b), (d), and (e)				13	602,458.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

**RALPH C. SHELDON FOUNDATION, INC.**

Employer identification number

**16-6030502**

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

RALPH C. SHELDON FOUNDATION, INC.

16-6030502

**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ISABELLA M. SHELDON TRUST UA 6/8/48 C/O JP MORGAN SERVICES, 1 CHASE SQUARE/5 ROCHESTER NY 14623	\$ 1,554,095.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

**2012**Attachment  
Sequence No **179**

Name(s) shown on return

**RALPH C. SHELDON FOUNDATION, INC.**

Business or activity to which this form relates

Identifying number

**16-6030502****Form 990-PF page 1****Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I*

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

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

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

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

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	<b>12,254.</b>
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

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

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

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

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

**Part IV Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	<b>12,254.</b>
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24 a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	---	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25****26** Property used more than 50% in a qualified business use


**27** Property used 50% or less in a qualified business use


**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
	Yes	No	Yes	No	Yes	No
<b>34</b> Was the vehicle available for personal use during off-duty hours?						
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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**42** Amortization of costs that begins during your 2012 tax year (see instructions)


**43** Amortization of costs that began before your 2012 tax year **43****44** **Total.** Add amounts in column (f). See the instructions for where to report **44**

**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2012**

Name <b>RALPH C. SHELDON FOUNDATION, INC.</b>	Employer Identification Number <b>16-6030502</b>
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**Asset Information:**

Description of Property	<b>153.3880 SHS VANGUARD INTERNATIONAL GROWTH FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>8,760.</b>	Cost or other basis (do not reduce by depreciation)	<b>7,482.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>1,278.</b>	Accumulation Depreciation	
Description of Property	<b>269.7110 SHS VANGUARD MID-CAP INDEX FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>25,950.</b>	Cost or other basis (do not reduce by depreciation)	<b>15,036.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>10,914.</b>	Accumulation Depreciation	
Description of Property	<b>756.3950 SHS VANGUARD TOTAL INTERNATIONAL STOCK</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>17,555.</b>	Cost or other basis (do not reduce by depreciation)	<b>12,272.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>5,283.</b>	Accumulation Depreciation	
Description of Property	<b>597.6550 SHS VANGUARD 500 INDEX FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>78,000.</b>	Cost or other basis (do not reduce by depreciation)	<b>57,833.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>20,167.</b>	Accumulation Depreciation	
Description of Property	<b>1,972.9470 SHS VANGUARD EQUITY INCOME FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>94,735.</b>	Cost or other basis (do not reduce by depreciation)	<b>83,667.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>11,068.</b>	Accumulation Depreciation	
Description of Property	<b>9,173.5650 SHS VANGUARD INTERMEDIATE-TERM BOND INDEX FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>109,550.</b>	Cost or other basis (do not reduce by depreciation)	<b>97,645.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>11,905.</b>	Accumulation Depreciation	
Description of Property	<b>1,673.0830 SHS VANGUARD GROWTH AND INCOME FUND</b>		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	<b>79,250.</b>	Cost or other basis (do not reduce by depreciation)	<b>69,518.</b>
Sales Expense	Valuation Method		
Total Gain (Loss)	<b>9,732.</b>	Accumulation Depreciation	
Description of Property	See Net Gain or Loss from Sale of Assets		
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Sales Price	Cost or other basis (do not reduce by depreciation)		
Sales Expense	Valuation Method		
Total Gain (Loss)	Accumulation Depreciation		

Form 990-PF, Part I, Lines 6a

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property	<u>424.9430 SHS VANGUARD EXPLORER FUND</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>30,175.</u>	Cost or other basis (do not reduce by depreciation)	<u>24,864.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>5,311.</u>	Accumulated Depreciation	
Description of Property	<u>1,235.8110 SHS VANGUARD INFLATION-PROTECTED SECURITIES FUND</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>34,500.</u>	Cost or other basis (do not reduce by depreciation)	<u>31,005.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>3,495.</u>	Accumulated Depreciation	
Description of Property	<u>HUNTINGTON SHORT-TERM SECURITIES</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>758,337.</u>	Cost or other basis (do not reduce by depreciation)	<u>728,721.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>29,616.</u>	Accumulated Depreciation	
Description of Property	<u>HUNTINGTON LONG-TERM SECURITIES</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>750,962.</u>	Cost or other basis (do not reduce by depreciation)	<u>628,685.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>122,277.</u>	Accumulated Depreciation	
Description of Property	<u>HUNTINGTON LONG-TERM CAPITAL GAINS DIVIDENDS</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>15,738.</u>	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>15,738.</u>	Accumulated Depreciation	
Description of Property	<u>HUNTINGTON CAPITAL GAINS DIVIDENDS</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>9,675.</u>	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>9,675.</u>	Accumulated Depreciation	
Description of Property	<u>VANGUARD SHORT-TERM CAPITAL GAINS DIVIDENDS</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	How Acquired		
Date Sold	Name of Buyer		
Check Box, if Buyer is a Business <input type="checkbox"/>			
Sales Price	<u>3,859.</u>	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>3,859.</u>	Accumulated Depreciation	

Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property VANGUARD LONG-TERM CAPITAL GAINS DIVIDENDS  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired \_\_\_\_\_ How Acquired \_\_\_\_\_  
Date Sold \_\_\_\_\_ Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 50,467. Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 50,467. Accumulated Depreciation \_\_\_\_\_

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>NYS ANNUAL FEE</b>	775.			
<b>PAYROLL TAXES</b>	9,412.	4,706.		4,706.
<b>FOREIGN TAX ON INVESTMENTS</b>	844.	844.		
<b>FEDERAL EXCISE TAX</b>	3,863.	3,863.		
<b>Total</b>	<b>14,894.</b>	<b>9,413.</b>		<b>4,706.</b>

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>DUES &amp; SUBSCRIPTIONS</b>	2,274.	1,137.		1,137.
<b>INSURANCE</b>	4,110.	2,055.		2,055.
<b>MISCELLANEOUS</b>	269.	135.		134.
<b>POSTAGE &amp; SUPPLIES</b>	1,102.	551.		551.
<b>REPAIRS &amp; MAINTENANCE</b>	635.	318.		317.
<b>PUBLIC RELATIONS</b>	2,683.	1,342.		1,341.
<b>OFFICE EXPENSE</b>	2,972.	1,486.		1,486.
<b>LOSS ON DISPOSAL OF ASSETS</b>	2,778.	1,389.		1,389.
<b>Total</b>	<b>16,823.</b>	<b>8,413.</b>		<b>8,410.</b>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>PETER B. SULLIVAN</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>DIRECTOR</b> <b>1.00</b>	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>ALEXIS SINGLETON</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>ASSISTANT TREASUR</b> <b>1.00</b>	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>BETSY SHULTS</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>VP &amp; DIRECTOR</b> <b>1.00</b>	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>KELLY A. DAWSON</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>TREASURER &amp; DIREC</b> <b>1.00</b>	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>RAYMOND FASHANO</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>DIRECTOR</b> <b>1.00</b>	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

## Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>LINDA SWANSON</b> <b>217 NORTH MAIN STREET</b> <b>JAMESTOWN NY 14701</b>	<b>EXECUTIVE DIRECTOR</b> <b>40.00</b>	<b>91,219.</b>	<b>17,301.</b>	<b>0.</b>

Total

**91,219.** **17,301.** **0.**

Form 990-PF, Page 11, Part XV, line 3a

## Line 3a statement

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
<b>BEMUS POINT LIBRARY</b> <b>PO BOX 428</b> <b>BEMUS POINT NY 14712</b>		501(c)(3)	<b>EXECUTIVE DIRECTOR</b> <b>DISCRETIONARY GRANT</b> <b>HEART &amp; SOUL PROJECT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>2,000.</b>
<b>CAMP GROSS FOUNDATION, INC.</b> <b>8175 ROUTE 60 NORTH</b> <b>CASSADAGA NY 14718</b>		501(c)(3)	<b>DIRECTOR'S</b> <b>UNRESTRICTED GRANT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>250.</b>
<b>CATHOLIC ACADEMY OF THE HOLY FAMILY</b> <b>1135 N. MAIN STREET</b> <b>JAMESTOWN NY 14701</b>		501(c)(3)	<b>DIRECTOR'S</b> <b>UNRESTRICTED GRANT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>1,500.</b>
<b>CHAUTAUQUA BLIND ASSOCIATION, INC.</b> <b>358 E. FIFTH ST.</b> <b>JAMESTOWN NY 14701</b>		501(c)(3)	<b>DIRECTOR'S</b> <b>UNRESTRICTED GRANT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>250.</b>
<b>CHAUTAUQUA CO. HUMANE SOCIETY</b> <b>2825 STRUNK ROAD</b> <b>JAMESTOWN NY 14701</b>		501(c)(3)	<b>DIRECTOR'S</b> <b>UNRESTRICTED GRANT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>1,000.</b>
<b>CHAUTAUQUA INSTITUTION</b> <b>P.O. BOX 28</b> <b>CHAUTAUQUA NY 14722</b>		501(c)(3)	<b>ANNUAL FUND DRIVE</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>40,000.</b>
<b>CHAUTAUQUA INSTITUTION</b> <b>P.O. BOX 28</b> <b>CHAUTAUQUA NY 14722</b>		501(c)(3)	<b>DIRECTOR'S</b> <b>UNRESTRICTED GRANT</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>3,300.</b>
<b>CHAUTAUQUA LAKE ASSOCIATION, INC.</b> <b>429 EAST TERRACE AVE</b> <b>LAKEWOOD NY 14750</b>		501(c)(3)	<b>2012 LAKE MAINTENANCE</b>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>40,000.</b>

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
CHAUTAUQUA LAKE ASSOCIATION, INC. 429 EAST TERRACE AVE LAKEWOOD NY 14750		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,250.
CHAUTAUQUA LAKE ROWING ASSOCIATION, INC. 46 PLEASANTVIEW DR. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input checked="" type="checkbox"/> Business <input type="checkbox"/> 1,000.
CHAUTAUQUA RAILS TO TRAILS, INC. P.O. BOX 151 MAYVILLE NY 14757		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
CHAUTAUQUA REGION COMMUNITY FOUNDATION 418 SPRING ST. JAMESTOWN NY 14701		501 (C) (3)	LASSER COMMUNITY INSIGHT FUND	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 9,000.
CHAUTAUQUA REGION COMMUNITY FOUNDATION 418 SPRING ST. JAMESTOWN NY 14701		501 (C) (3)	VETERANS MEM. COMM. REL. FUND	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 45,000.
CHAUTAUQUA REGION COMMUNITY FOUNDATION 418 SPRING ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,250.
CHAUTAUQUA REGIONAL YOUTH BALLET 9 1/2 FALCONER ST. JAMESTOWN NY 14701		501 (C) (3)	2012 PROGRAM SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
CHAUTAUQUA REGIONAL YOUTH BALLET 9 1/2 FALCONER ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,400.
CHAUTAUQUA REGIONAL YOUTH SYMPHONY P.O. BOX 3454 JAMESTOWN NY 14702		501 (C) (3)	2011/2012 DIRECTOR HONORARIUM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CHAUTAUQUA REGIONAL YOUTH SYMPHONY P.O. BOX 3454 JAMESTOWN NY 14702		501 (C) (3)	2012/2013 DIRECTOR HONORARIUM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
CHAUTAUQUA REGIONAL YOUTH SYMPHONY P.O. BOX 3454 JAMESTOWN NY 14702		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,400.
CHAUTAUQUA STRIDERS 101 E. FOURTH ST. JAMESTOWN NY 14701		501 (C) (3)	PROGRAM SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 80,000.
CHAUTAUQUA STRIDERS 101 E. FOURTH ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
CHAUTAUQUA WATERSHED CONSERVANCY 413 NORTH MAIN ST. JAMESTOWN NY 14701		501 (C) (3)	CONSERVATION STEWARDSHIP PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
CHAUTAUQUA WATERSHED CONSERVANCY 413 NORTH MAIN ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.



Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a</b> Paid during the year				
CITY OF JAMESTOWN MUNICIPAL BLDG JAMESTOWN NY 14701		501 (C) (3)	2012 SUMMER PLAYGROUND PROGRAM	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 5,000.
COMMUNITY HELPING HANDS, INC. 31 WATER STREET JAMESTOWN NY 14701		501 (C) (3)	FAMILY CENTER UPGRADES	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 10,000.
COMMUNITY MUSIC PROJECT 715 FALCONER ST., BLDG. D JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,650.
CORNELL COOPERATIVE EXTENSION - CHAUT. CO 3542 TURNER ROAD JAMESTOWN NY 14701		501 (C) (3)	CHAUTAUQUA 4-H CLUB PROGRAMS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 50,000.
DOWNTOWN JAMESTOWN DEVELOPMENT CORP. 19 W. THIRD ST. JAMESTOWN NY 14701		501 (C) (3)	2012 OPERATING EXPENSES	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 45,000.
DOWNTOWN JAMESTOWN DEVELOPMENT CORP. 19 W. THIRD ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,500.
DREAM IT DO IT WNY MTI, 512 FALCONER STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,200.
FALCONER PUBLIC LIBRARY 101 W. MAIN ST. FALCONER NY 14733		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
FAMILY SERVICE OF THE CHAUT. REGION 332 E. FOURTH ST. JAMESTOWN NY 14701		501 (C) (3)	ELECTRONIC MEDICAL RECORDS SYSTEM	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 23,584.
FENTON HISTORY CENTER 67 WASHINGTON ST. JAMESTOWN NY 14701		501 (C) (3)	HALL HOME CLIMATE CONTROL PROJECT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 20,750.
FENTON HISTORY CENTER 67 WASHINGTON ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
FOOD BANK OF WNY 91 HOLT ST. BUFFALO NY 14206		501 (C) (3)	SECURITY SYSTEM AT GATEWAY CENTER	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 8,602.
GIRL SCOUTS OF WNY, INC. 3332 WALDEN AVE., STE. 106 DEPEW NY 14043		501 (C) (3)	CAMP TIMBERCREST CABIN TENTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 21,000.
GRANTMAKERS FORUM OF NEW YORK 75 College Avenue ROCHESTER NY 14607		501 (C) (3)	DUES 2012	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 4,600.
HOSPICE CHAUTAUQUA COUNTY 20 W. FAIRMOUNT AVE LAKEWOOD NY 14750		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 900.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
INFINITY PERFORMING ARTS PROGRAM, INC. 115 E. THIRD ST. JAMESTOWN NY 14701		501(C)(3)	CO-SER REGRANT PROGRAM	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 15,000.
INFINITY PERFORMING ARTS PROGRAM, INC. 115 E. THIRD ST. JAMESTOWN NY 14701		501(C)(3)	OPERATING & PROGRAM EXPENSES	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 35,000.
INFINITY PERFORMING ARTS PROGRAM, INC. 115 E. THIRD ST. JAMESTOWN NY 14701		501(C)(3)	CAPITAL IMPROVEMENT PROJECTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 26,000.
INFINITY PERFORMING ARTS PROGRAM, INC. 115 E. THIRD ST. JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
JAMES PRENDERGAST LIBRARY ASSOC. 509 CHERRY ST. JAMESTOWN NY 14701		501(C)(3)	BOOKS/LIBRARY MATERIALS GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 64,000.
JAMES PRENDERGAST LIBRARY ASSOCIATION 509 CHERRY ST. JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 3,700.
JAMESTOWN AUDUBON SOCIETY RD#5 RIVERSIDE RD. JAMESTOWN NY 14701		501(C)(3)	EXECUTIVE DIRECTOR DISCRETIONARY GRANT - COMPUTERS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,158.
JAMESTOWN AUDUBON SOCIETY RD#5 RIVERSIDE RD. JAMESTOWN NY 14701		501(C)(3)	COPIER/AIR CONDITIONER	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 21,786.
JAMESTOWN AUDUBON SOCIETY RD#5 RIVERSIDE RD. JAMESTOWN NY 14701		501(C)(3)	INSTRUCTIONAL TECHNOLOGIES	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 20,000.
JAMESTOWN AUDUBON SOCIETY RD#5 RIVERSIDE RD. JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,400.
JAMESTOWN BOYS & GIRLS CLUB 62 ALLEN STREET JAMESTOWN NY 14701		501(C)(3)	PROGRAM SUPPORT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 20,000.
JAMESTOWN BOYS & GIRLS CLUB 62 ALLEN STREET JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 800.
JAMESTOWN COMMUNITY COLLEGE 525 FALCONER ST. JAMESTOWN NY 14701		501(C)(3)	ARTS & SCIENCE BUILDING - THIRD FLOOR, RENOVATIONS NURSING PROGRAM	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100,000.
JAMESTOWN COMMUNITY COLLEGE FOUNDATION 525 FALCONER ST. JAMESTOWN NY 14701		501(C)(3)	EXECUTIVE DIRECTOR DISCRETIONARY GRANT - ARTPARTY	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,500.
JAMESTOWN COMMUNITY COLLEGE FOUNDATION 525 FALCONER ST. JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,050.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
JAMESTOWN COMMUNITY LEARNING COUNCIL C/O LINCOLN SCHOOL, 301 FRONT ST. JAMESTOWN NY 14701		501 (C) (3)	PROGRAM SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 55,000.
JAMESTOWN CONCERT ASSOCIATION 315 N. MAIN STREET JAMESTOWN NY 14701		501 (C) (3)	2012/2013 CONCERT SERIES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
JAMESTOWN CONCERT ASSOCIATION 315 N. MAIN STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 650.
JAMESTOWN PUBLIC SCHOOLS 197 MARTIN ROAD JAMESTOWN NY 14701		501 (C) (3)	PROJECT SAFARI	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.
JAMESTOWN PUBLIC SCHOOLS 197 MARTIN ROAD JAMESTOWN NY 14701		501 (C) (3)	FLETCHER SCHOOL PLAYGROUND PROJECT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 21,379.
JAMESTOWN PUBLIC SCHOOLS 197 MARTIN ROAD JAMESTOWN NY 14701		501 (C) (3)	DIRECTORS GRANT RING ELEM. PLAYGROUND	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
JAMESTOWN RENAISSANCE CORPORATION 119-21 W. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	GROW JAMESTOWN NEIGHBORHOODS PROJECT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
JAMESTOWN RENAISSANCE CORPORATION 119-21 W. THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	NEIGHBORHOOD REVITALIZATION PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
JOINT NEIGHBORHOOD PROJECT 532 E. SECOND ST. JAMESTOWN NY 14701		501 (C) (3)	AGENCY PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 60,000.
JOINT NEIGHBORHOOD PROJECT 532 E. SECOND ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
JUNIOR ACHIEVEMENT OF WNY, INC. 181 FRANKLIN ST. BUFFALO NY 14202		501 (C) (3)	JA PROGRAMS IN SOUTHERN CHAUTAUQUA COU	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 13,000.
KIDNEY CONNECTION, INC. 57 WESTMINISTER DR., W.E. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
LAWSON BOATING HERITAGE CENTER 73 LAKESIDE DR. BEMUS POINT NY 14712		501 (C) (3)	CAPITAL PROJECTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 70,750.
LUCILLE BALL LITTLE THEATRE OF JAMESTOWN 18-24 E. SECOND ST. JAMESTOWN NY 14701		501 (C) (3)	ROOFING PROJECT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 30,000.
LUCILLE BALL LITTLE THEATRE OF JAMESTOWN 18-24 E. SECOND ST. JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
LUTHERAN SOCIAL SERVICES OF UPSTATE NY 715 FALCONER ST. JAMESTOWN NY 14701		501(C)(3)	INTERGENERATIONAL SUZUKI PROGRAM	Person or Business <input checked="" type="checkbox"/> 6,550.
LUTHERAN SOCIAL SERVICES FOUNDATION 715 FALCONER ST. JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 700.
MEALS ON WHEELS OF THE JAMESTOWN AREA P.O. BOX 56 JAMESTOWN NY 14702-0056		501(C)(3)	VEHICLE REPLACEMENT PROJECT	Person or Business <input checked="" type="checkbox"/> 18,000.
MEALS ON WHEELS OF THE JAMESTOWN AREA P.O. BOX 56 JAMESTOWN NY 14702-0056		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 450.
MYERS MEMORIAL LIBRARY P.O. BOX 559, IVORY RD. FREWSBURG NY 14738		501(C)(3)	EXECUTIVE DIRECTOR'S DISCRETIONARY GRANT - FRONT DOOR PROJECT	Person or Business <input checked="" type="checkbox"/> 975.
ONE HUNDRED MEMBER CLUB, INC. P.O. BOX 704 JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 1,000.
REG LENNA CIVIC CENTER 116 EAST THIRD STREET JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 4,800.
ROBERT H. JACKSON CENTER 305 EAST FOURTH STREET JAMESTOWN NY 14701		501(C)(3)	2012/2013 FACILITY RENOVATIONS	Person or Business <input checked="" type="checkbox"/> 64,000.
ROBERT H. JACKSON CENTER 305 EAST FOURTH STREET JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 1,400.
ROGER TORY PETERSON INSTITUTE 311 CURTIS STREET JAMESTOWN NY 14701		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 1,500.
ROGER TORY PETERSON INSTITUTE 311 CURTIS STREET JAMESTOWN NY 14701		501(C)(3)	INFRASTRUCTURE IMPROVEMENTS	Person or Business <input checked="" type="checkbox"/> 27,500.
ROGER TORY PETERSON INSTITUTE 311 CURTIS STREET JAMESTOWN NY 14701		501(C)(3)	EXECUTIVE DIRECTOR GRANT HVAC & SPRINKLER REPAIRS	Person or Business <input checked="" type="checkbox"/> 2,500.
ST. SUSAN CENTER P.O. BOX 1276 JAMESTOWN NY 14702-1276		501(C)(3)	2012 OPERATING EXPENSES	Person or Business <input checked="" type="checkbox"/> 25,000.
ST. SUSAN CENTER P.O. BOX 1276 JAMESTOWN NY 14702-1276		501(C)(3)	DIRECTOR'S UNRESTRICTED GRANT	Person or Business <input checked="" type="checkbox"/> 5,250.
SHERMAN HISTORICAL SOCIETY P.O. BOX 132 SHERMAN NY 14781		501(C)(3)	RESTORATION OF YORKER MUSEUM	Person or Business <input checked="" type="checkbox"/> 10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
SINCLAIRVILLE FREE LIBRARY 8 LESTER STREET SINCLAIRVILLE NY 14782		501 (C) (3)	ROOF/SIDING/PARKING LOT PROJECTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.
SINCLAIRVILLE FREE LIBRARY 8 LESTER STREET SINCLAIRVILLE NY 14782		501 (C) (3)	EXECUTIVE DIRECTOR GRANT ELECTRIC SERVICE FOR SIGNAGE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 725.
SOUTH RIPLEY HOSE COMPANY 10214 NE SHERMAN ROAD RIPLEY NY 14775		501 (C) (3)	2012 BRUSH TRUCK	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
THE RELIEF ZONE, INC. 5 FREW RUN ROAD FREWSBURG NY 14738		501 (C) (3)	OPERATING & PROGRAM EXPENSES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.
THE SALVATION ARMY 83 SOUTH MAIN STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,350.
UNITARIAN UNIVERSALIST CONGREGATION - PI 1255 PRENDERGAST AVE JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT (PIANO SALON)	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 800.
UNITED WAY OF SOUTHERN CHAUTAUQUA CO. 413 NORTH MAIN STREET JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,200.
UNITED WAY OF SOUTHERN CHAUTAUQUA CO. 413 NORTH MAIN STREET JAMESTOWN NY 14701		501 (C) (3)	ANNUAL FUND DRIVE - 2012	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 140,000.
VALLEY HISTORICAL SOCIETY P.O. BOX 1045 SINCLAIRVILLE NY 14782		501 (C) (3)	EXECUTIVE DIRECTOR DISCRETIONARY GRANT - EMERGENCY STRUCTURE REPA	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
WCA HOSPITAL FOUNDATION 207 FOOTE AVENUE JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
WCA HOSPITAL 207 FOOTE AVENUE JAMESTOWN NY 14701		501 (C) (3)	STRETCHERS FOR NEW EMERGENCY DEPARTMENT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 91,640.
WCA HOSPITAL 207 FOOTE AVENUE JAMESTOWN NY 14701		501 (C) (3)	ED PROJECT CHALLENGE GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 121,262.
WCA HOSPITAL 207 FOOTE AVENUE JAMESTOWN NY 14701		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,000.
WNED 140 LOWER TERRACE BUFFALO NY 14202		501 (C) (3)	DIRECTOR'S UNRESTRICTED GRANT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
WORKFORCE INVESTMENT BOARD 23 EAST THIRD STREET JAMESTOWN NY 14701		501 (C) (3)	HEALTHCARE TALENT PIPELINE INITIATIVE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 40,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a</b> <i>Paid during the year</i>				
<b>YANAA, INC.</b>				Person or <input type="checkbox"/>
<b>P.O. BOX 87</b>			<b>DIRECTOR'S</b>	Business <input checked="" type="checkbox"/>
<b>GREENHURST NY 14742</b>		501 (C) (3)	<b>UNRESTRICTED GRANT</b>	<b>1,000.</b>
<b>YMCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>101 EAST FOURTH STREET</b>			<b>DIRECTOR'S</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>UNRESTRICTED GRANT</b>	<b>1,500.</b>
<b>YMCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>101 EAST FOURTH STREET</b>			<b>DOMESTIC HOT</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>WATER SYSTEM</b>	<b>38,000.</b>
<b>YMCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>101 EAST FOURTH STREET</b>			<b>EASTSIDE Y</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>OPERATIONS</b>	<b>60,000.</b>
<b>YMCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>101 EAST FOURTH STREET</b>			<b>ONYAHSA SCHOLARSHIPS/</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>CABIN RENOVATION</b>	<b>33,000.</b>
<b>YMCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>101 EAST FOURTH STREET</b>				Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>TEEN CENTER</b>	<b>25,000.</b>
<b>YWCA OF JAMESTOWN</b>				Person or <input type="checkbox"/>
<b>401 NORTH MAIN STREET</b>			<b>TEAM CHILD CARE</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>PROGRAM</b>	<b>28,000.</b>

Total

**1,902,461.**

Form 990-PF, Page 10, Part XV, line 3b

**Line 3b statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>b</b> <i>Approved for future payment</i>				
<b>CHAUTAUQUA STRIDERS, INC.</b>				Person or <input type="checkbox"/>
<b>101 E. FOURTH ST.</b>			<b>WRAP AROUND</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>PROGRAMMING</b>	<b>80,000.</b>
<b>CORNELL COOPERATIVE EXTENSION, CHAUT CO</b>				Person or <input type="checkbox"/>
<b>3542 TURNER ROAD</b>			<b>4-H CLUB/PROJECT</b>	Business <input checked="" type="checkbox"/>
<b>JAMESTOWN NY 14701</b>		501 (C) (3)	<b>PROGRAMMING</b>	<b>100,000.</b>

Form 990-PF, Page 10, Part XV, line 3b

Continued

**Line 3b statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>b Approved for future payment</b>				
JAMESTOWN COMMUNITY COLLEGE 525 FALCONER STREET JAMESTOWN NY 14701		501(C)(3)	ARTS & SCIENCE BUILDING - 3RD FLOOR RENOVATIONS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300,000.
JAMESTOWN COMMUNITY COLLEGE FOUNDATION 525 FALCONER STREET JAMESTOWN NY 14701		501(C)(3)	EXECUTIVE DIRECTOR'S DISCRETIONARY GRANT - ANDY WARHOL EXHIBIT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
JAMESTOWN COMMUNITY LEARNING COUNCIL 301 FRONT ST. JAMESTOWN NY 14701		501(C)(3)	SUSTAIN JCLC PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 55,000.
JAMESTOWN PUBLIC SCHOOLS 197 MARTIN ROAD JAMESTOWN NY 14701		501(C)(3)	PROJECT SAFARI	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 40,000.
MEALS ON WHEELS OF THE JAMESTOWN AREA P.O. BOX 56 JAMESTOWN NY 14702-0056		501(C)(3)	VEHICLE REPLACEMENT PROJECT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 18,000.
JAMES PRENDERGAST LIBRARY ASSOCIATION 509 CHERRY STREET JAMESTOWN NY 14701		501(C)(3)	PURCHASE OF BOOKS AND LIBRARY MATERIALS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 90,000.
ST. SUSAN CENTER P.O. BOX 1276 JAMESTOWN NY 14702		501(C)(3)	OPERATING SUPPORT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
WCA HOSPITAL 207 FOOTE AVENUE JAMESTOWN NY 14701		501(C)(3)	EMERGENCY DEPT. PROJECT	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 33,850.
YMCA OF JAMESTOWN 101 EAST FOURTH STREET JAMESTOWN NY 14701		501(C)(3)	EASTSIDE Y	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 60,000.
YMCA OF JAMESTOWN 101 EAST FOURTH STREET JAMESTOWN NY 14701		501(C)(3)	TEEN CENTER	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 50,000.
Total				854,350.

Explanation Statement

Form/Line: Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of. Undistributed Income - Election to Treat Distribution as Out of Corpus

PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 3.4942(A)-3(D)(2), RALPH C. SHELDON FOUNDATION INC. ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

Explanation Statement

Continued

Form/Line. **Form 990-PF, Page 9, Part XIII****Line 4c**Explanation of: **Undistributed Income - Election to Treat Distribution as Out of Corpus****BARCLAY O. WELLMAN, PRESIDENT**

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ERICKSON WEBB SCOLTO	LEGAL	0.			
WRIGHT, WRIGHT & HAM	LEGAL	0.			
HODGSON RUSS, LLP	LEGAL	0.			

Total 0.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAHGAT & LAURITO-BAH	ACCOUNTING	8,500.	4,250.		4,250.

Total 8,500. 4,250. 4,250.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	INVESTMENT MANAGEMENT	19,546.	19,546.		

Total 19,546. 19,546.

Form 990-PF, Line 19

**Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
TYPEWRITER	11/25/86	940	940	SL	5.00	0		
FILE	06/01/95	202	202	SL	5.00	0		
ALARM SYSTEM	06/01/98	660	660	SL	5.00	0		
PAPER SHREDDER	06/01/00	296	296	SL	5.00	0		
OKIFAX MODEL 4580 FAX	10/03/03	699	699	SL	7.00	0		
FIREPROOF CABINET	06/23/05	1035	1035	SL	5.00	0		



Form 990-PF, Line 19  
**Allocated Depreciation**

Continued

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
<u>SPARTAN SBY15WL NOTEBO</u>	<u>03/06/07</u>	<u>1879</u>	<u>1816</u>	<u>SL</u>	<u>5.00</u>	<u>63</u>		
<u>SAMSUNG CLX8380ND COPI</u>	<u>03/16/10</u>	<u>3890</u>	<u>834</u>	<u>SL</u>	<u>7.00</u>	<u>278</u>		
<u>FURNITURE &amp; FIXTURES</u>	<u>04/01/11</u>	<u>36179</u>	<u>2584</u>	<u>SL</u>	<u>7.00</u>	<u>5168</u>		
<u>NEW OFFICE RENOVATIONS</u>	<u>04/01/11</u>	<u>19449</u>	<u>972</u>	<u>SL</u>	<u>10.00</u>	<u>1945</u>		
<u>LEASEHOLD IMPROVEMENTS</u>	<u>04/01/11</u>	<u>50500</u>	<u>2400</u>	<u>SL</u>	<u>10.00</u>	<u>4800</u>		
<u>ADDING MACHINE</u>	<u>06/01/96</u>	<u>66</u>	<u>66</u>	<u>SL</u>	<u>5.00</u>	<u>0</u>		
<u>FRAMING</u>	<u>06/01/96</u>	<u>103</u>	<u>103</u>	<u>SL</u>	<u>5.00</u>	<u>0</u>		

Total

Form 990-PF, Page 2, Part II, Line 10a  
**L-10a Stmt**

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
<u>MORTGAGE-BACKED SECURITIES</u>			<u>182,647.</u>	<u>185,542.</u>
<u>U.S. TREASURY SECURITIES</u>			<u>84,533.</u>	<u>84,112.</u>
Total			<u>267,180.</u>	<u>269,654.</u>

Form 990-PF, Page 2, Part II, Line 10b  
**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>16,191.270 SHS EQUITY INCOME FUND VANGUARD</u>	<u>686,627.</u>	<u>819,602.</u>
<u>5,755.451 SHS EXPLORER FUND VANGUARD</u>	<u>339,140.</u>	<u>425,385.</u>
<u>16,588.842 SHS GROWTH AND INCOME FUND VANGUARD</u>	<u>689,281.</u>	<u>820,816.</u>
<u>28,822.409 SHS INFLATION-PROTECT SEC ADM VANGUARD</u>	<u>726,796.</u>	<u>822,592.</u>
<u>12,475.856 SHS 500 INDEX FUND VANGUARD</u>	<u>1,214,842.</u>	<u>1,638,953.</u>
<u>9,915.988 SHS INTERNATIONAL GROWTH FUND VANGUARD</u>	<u>488,403.</u>	<u>607,652.</u>
<u>4,113.025 SHS MID-CAP INDEX FUND VANGUARD</u>	<u>229,301.</u>	<u>419,405.</u>
<u>10,436.342 SHS PRECIOUS METALS &amp; MINING VANGUARD</u>	<u>220,983.</u>	<u>166,460.</u>
<u>4,319.316 SHS REIT INDEX FUND VANGUARD</u>	<u>231,222.</u>	<u>402,733.</u>
<u>24,013.948 SHS TOTAL INTERNATIONAL STOCK INDEX FUND VANGUARD</u>	<u>389,615.</u>	<u>601,549.</u>
<u>100 SHS ALEXANDRIA REAL ESTATE EQUITIES</u>	<u>6,463.</u>	<u>6,932.</u>
<u>400 SHS AMERICAN EXPRESS</u>	<u>17,487.</u>	<u>22,992.</u>
<u>390 SHS BIOMED REALTY TRUST INC</u>	<u>6,944.</u>	<u>7,539.</u>
<u>310 SHS CORPORATE OFFICE PROPERTIES</u>	<u>7,705.</u>	<u>7,744.</u>
<u>120 SHS DIGITAL REALTY</u>	<u>6,682.</u>	<u>8,147.</u>
<u>1,050 SHS DISCOVER FINANCIAL SVS</u>	<u>24,946.</u>	<u>40,478.</u>
<u>350 SHS DUPONT FABROS TECHNOLOGY</u>	<u>7,921.</u>	<u>8,456.</u>
<u>560 SHS MOODY'S CORPORATION</u>	<u>19,303.</u>	<u>28,179.</u>
<u>360 SHS ADECCO SA</u>	<u>16,389.</u>	<u>18,938.</u>
<u>300 SHS BECTON DICKINSON</u>	<u>21,927.</u>	<u>23,457.</u>
<u>550 SHS CERNER CORP</u>	<u>30,984.</u>	<u>42,631.</u>

Form 990-PF, Page 2, Part II, Line 10b  
**L-10b Stmt**

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
510 SHS JOHNSON & JOHNSON	35,181.	35,751.
390 SHS UNIVERSAL HEALTH SERVICES CL B	16,761.	18,857.
270 SHS NOVO NORDISK A/S CLASS B	43,721.	43,852.
820 SHS QIAGEN NV	13,304.	14,882.
323 SHS KRAFT FOODS GROUP INC	10,063.	14,687.
970 SHS MONDELEZ INTERNATIONAL INC W/I	18,767.	24,690.
1,010 SHS UNILEVER PLC SPONSORED ADR	30,994.	39,107.
570 SHS ACCOR SA	16,888.	19,891.
140 SHS AMAZON.COM INC	28,895.	35,122.
1,030 SHS CARNIVAL CORPORATION	33,711.	37,873.
870 SHS WALT DISNEY CO	27,140.	43,317.
730 SHS DIRECTV	33,682.	36,617.
1,010 SHS NEWS CORP INC CL A	16,653.	25,765.
860 SHS TIME WARNER INC	26,427.	41,134.
230 SHS TOYOTA MTR LTD COM 2 ADR	18,580.	21,448.
410 SHS VIACOM INC CLASS B	22,533.	21,623.
1,490 SHS VIRGIN MEDIA INC	33,146.	54,758.
830 SHS AUTODESK INC W/1 RT/SH	25,067.	29,341.
2,840 SHS EMC CORP/MASS	56,160.	71,852.
3,040 SHS ELECTRONIC ARTS INC	52,867.	44,141.
50 SHS GOOGLE INC - CL A	22,893.	35,369.
3,040 JUNIPER NETWORKS INC	60,125.	59,797.
610 SHS QUALCOMM INC W 1 RT P/S EXP	29,743.	37,734.
810 SHS VERIFONE SYSTEMS INC	23,301.	24,041.
1,980 SHS WESTERN UNION CO	33,660.	26,948.
2,320 SHS TELENOR ASA	37,255.	46,596.
310 SHS MANPOWER INC	11,284.	13,156.
320 SHS NORFOLK SOUTHERN CORP W/1 RT/SH	21,242.	19,789.
390 SHS PALL CORP	21,399.	23,501.
5,550 SHS SOUTHWEST AIRLINES CO	51,210.	56,832.
60 SHS SYNGENTA AG-REG	18,219.	24,087.
120 SHS APACHE CORP	11,094.	9,420.
640 SHS BAKER HUGHES INC	26,899.	26,143.
110 SHS EOG RESOURCES INC	11,592.	13,287.
1,860 SHS HESS CORP	95,713.	98,506.
910 SHS PETROLEO BRASILEIRO S.A. ADR	16,925.	17,572.
290 SHS RANGE RESOURCES CORP	17,661.	18,221.
450 SHS SCHLUMBERGER LTD	29,732.	31,184.
2,110 SHS WEATHERFORD INTL LTD	39,796.	23,611.
220 SHS AIR PRODUCTS & CHEMICALS W/1 RT/SH	16,894.	18,484.
2,760 SHS ALCOA INC	28,110.	23,957.
730 SHS MONSANTO CO	41,364.	69,095.
8,887 SHS MANNING & NAPIER SMALL CAP SERIES	66,119.	88,159.
6,608.344 SHS MANNING & NAPIER TECHNOLOGY SERIES	64,948.	72,031.
14,979.296 SHS MANNING & NAPIER INTERNATIONAL SERIES - CLASS S	130,059.	130,320.
7,761.531 SHS MANNING & NAPIER WORLD OPPORTUNITIES SERIES - CLASS A	63,340.	60,152.
8,199.535 SHS MANNING & NAPIER LIFE SCIENCES SERIES	85,602.	105,528.
12,644.229 SHS MANNING & NAPIER FINANCIAL SERVICES SERIES	73,554.	81,682.
3,658.623 MANNING & NAPIER EMERGING MARKET SERIES	36,771.	42,586.
3,495.174 SHS MANNING & NAPIER INFLATION FOCUS EQUITY FUND	35,096.	38,622.
6,364.847 SHS MANNING & NAPIER REAL ESTATE SERIES - CLASS S	77,557.	92,733.
Total	7,242,658.	9,044,491.

Form 990-PF, Page 2, Part II, Line 10c

**L- 10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
129,262.370 SHS INTERMEDIATE-TERM BOND INDEX FUND VANGUARD	1,379,178.	1,553,905.
35,000 SHS AMERICAN EXPRESS CREDIT CO SERIES	37,328.	37,032.
35,000 SHS AMGEN INC	36,353.	36,388.
35,000 SHS NBCUNIVERSAL MEDIA LLC	35,721.	35,641.
30,000 SHS VERIZON COMMUNICATIONS	34,794.	34,162.
35,000 SHS WESTERN UNION CO	37,946.	37,148.
59,992.200 SHS MANNING & NAPIER CORE PLUS BOND SERIES	650,420.	676,112.
10,372.546 SHS MANNING & NAPIER HIGH YIELD BOND SERIES - CLASS S	107,239.	111,505.
Total	<u>2,318,979.</u>	<u>2,521,893.</u>

Form 990-PF, Page 2, Part II, Line 14

**L-14 Stmt**

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
TYPEWRITER	940.	940.	0.
FILE	202.	202.	0.
ADDING MACHINE	66.	66.	0.
FRAMING	103.	103.	0.
ALARM SYSTEM	660.	660.	0.
PAPER SHREDDER	296.	296.	0.
OKIFAX MODEL 4580 FAX MACHINE	699.	699.	0.
FIREPROOF CABINET	1,035.	1,035.	0.
SPARTAN SMY15WL NOTEBOOK COMPUTER	1,879.	1,879.	0.
FURNITURE & FIXTURES	36,179.	7,752.	28,427.
ARTWORK	2,500.	0.	2,500.
NEW OFFICE RENOVATIONS	19,449.	2,917.	16,532.
LEASEHOLD IMPROVEMENTS	48,000.	7,200.	40,800.
Total	<u>112,008.</u>	<u>23,749.</u>	<u>88,259.</u>

Form 990-PF, Page 2, Part II, Line 22

**Other Liab Stmt**

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
TAXES WITHHELD/PAYABLE	5,374.	4,309.
Total	<u>5,374.</u>	<u>4,309.</u>