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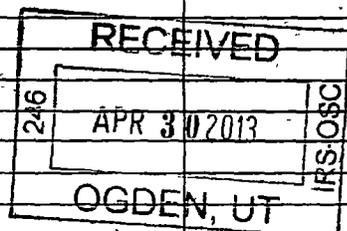
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

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

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>D E French Foundation, Inc</b>		<b>A Employer identification number</b> 16-6052246
Number and street (or P O box number if mail is not delivered to street address) 120 Genesee Street		<b>B Telephone number (see instructions)</b> 315-253-9321
Room/suite 503		
City or town, state, and ZIP code Auburn NY 13021		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <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>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,503,682		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	17	17		
4 Dividends and interest from securities	114,817	114,817		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	158,702			
b Gross sales price for all assets on line 6a	674,529			
7 Capital gain net income (from Part IV, line 2)		158,702		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	273,536	273,536	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	18,500	3,700		14,800
14 Other employee salaries and wages	5,250			5,250
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	19,490	19,490		
17 Interest				
18 Taxes (attach schedule) (see instructions)	7,171			
19 Depreciation (attach schedule) and depletion				
20 Occupancy	3,000			3,000
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	420			420
24 Total operating and administrative expenses. Add lines 13 through 23	53,831	23,190	0	23,470
25 Contributions, gifts, grants paid	196,600			196,600
26 Total expenses and disbursements. Add lines 24 and 25	250,431	23,190	0	220,070
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	23,105			
b Net investment income (if negative, enter -0-)		250,346		
c Adjusted net income (if negative, enter -0-)			0	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	54,880	28,670	28,670
	2	Savings and temporary cash investments	148,662	8,464	8,464
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	26,251	20,160	22,671
	b	Investments—corporate stock (attach schedule)	2,728,499	2,924,103	3,496,219
	c	Investments—corporate bonds (attach schedule)	900,706	900,706	947,658
	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	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,858,998	3,882,103	4,503,682	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,858,998	3,882,103	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	3,858,998	3,882,103		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,858,998	3,882,103		

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,858,998
2	Enter amount from Part I, line 27a	2	23,105
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,882,103
5	Decreases not included in line 2 (itemize) <u>Rounding</u>	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	3,882,103

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See NYS Annual Report attached		P	Various	Various
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 674,529		515,827	158,702	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			158,702	
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                 }		2 158,702
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		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8                 }		3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	210,840	4,448,660	0.047394
2010	214,080	4,242,745	0.050458
2009	198,295	3,902,179	0.050816
2008	202,350	4,555,082	0.044423
2007	240,621	5,321,220	0.045219

2 Total of line 1, column (d)	2 0.238310
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 0.047662
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 4,442,550
5 Multiply line 4 by line 3	5 211,741
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 2,503
7 Add lines 5 and 6	7 214,244
8 Enter qualifying distributions from Part XII, line 4 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	8 220,070

**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 instructions)	1	2,503
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	2,503
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,503
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	6,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,497
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,497 Refunded <input type="checkbox"/> 0	11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6		
7	X	
8 a		
8 b	X	
9		X
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 ▶ Walter M Lowe Telephone no ▶ 315-253-9321 Located at ▶ 120 Genesee Street Auburn NY ZIP+4 ▶ 13021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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	No
				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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to

(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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b** N/A

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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
Ronald D West PO Box 412 Scipio Center, NY 13147	President/ Director 1 00	2,000		
James P Costello 30 South Street Marcellus, NY 13108	Director 1 00	2,000		
John P McLane 92 Willow Brook Drive Auburn, NY 13021	Director 1 00	2,000		
Walter M Lowe 15 Taber Drive Auburn, NY 13021	Manager/ Director 10 00	12,500		

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 N/A		
2		
3 All other program-related investments. See instructions		
<b>Total. Add lines 1 through 3</b>		▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,471,726
<b>b</b>	Average of monthly cash balances	<b>1b</b>	38,477
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,510,203
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,510,203
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	67,653
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	4,442,550
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	222,128

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	222,128
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,503
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,503
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	219,625
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	219,625
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	219,625

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	<b>1a</b>	220,070
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the.		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	220,070
<b>5</b>	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)	<b>5</b>	2,503
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	217,567

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				219,625
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			50,068	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 220,070				
<b>a</b> Applied to 2011, but not more than line 2a			50,068	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				170,002
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				49,623
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

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

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  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

Walter M Lowe 120 Genesee Street Auburn, NY 13021 315-253-9321

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

No Particular Form

**c** Any submission deadlines

NONE

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

Generally Limited to Cayuga County, New York State

**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)				
<p><b>a</b> <i>Paid during the year</i>                      * See Attached Schedule</p>				196,600
<b>Total</b>			▶ 3a	196,600
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b>			▶ 3b	0





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

		7,171	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Balance of excise tax for tax year 2011	1,171		
2	Estimated excise tax paid for tax year 2012	6,000		

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

		0
		Disbursements for Charitable Purposes
1		
2		

**Part I, Line 16c (990-PF) - Other Professional Fees**

19,490 19,490 0

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Bank of America Management Fees	19,490	19,490	

**Part I, Line 16c (990-PF) - Other Professional Fees**

0

	Disbursements for Charitable Purposes (Cash Basis Only)
1	

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

		420	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	New York State filing fee	250		
2	Office supplies	170		

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

		420
Disbursements for Charitable Purposes		
1		250
2		170

Grants and Contributions Paid during 2012

<u>Name and Address</u>	<u>Description of Grant</u>	<u>Amount</u>
Berea College Berea, Kentucky 40404	scholarships	\$ 1,000.
Calvary Food Pantry 90 Franklin St. Auburn, NY 13021	food pantry	5,000.
Cayuga County Sheriff's Office 7445 County House Rd. Auburn, NY 13021	DARE and safety seat programs	1,000.
Freedom Recreational Services for Youth w/Disabilities PO Box 2134 Auburn, NY 13021	horseback riding program	3,000.
Mercy Flight Central 2420 Brickyard Rd. Canandaigua, NY 14424	capital campaign	5,000.
Auburn Education Foundation 78 Thornton Ave. Auburn, NY 13021	permanently restricted endowment fund	10,000.
Cayuga Community College Fdn. 197 Franklin St. Auburn, NY 13021	general scholarship fund nursing scholarship fund	20,000. 5,000.
Champions for Life PO Box 1228 Auburn, NY 13021	computer equipment & new website	3,500.
Girl Scouts of NY Penn Pathways Inc. 300 Route 318 Phelps, NY 14532	local programs	2,000.
Knights of Columbus Council #207 47 Market St. Auburn, NY 13021	Operation Enduring Gratitude	2,500.
E. John Gavras Center 182 North St. Auburn, NY 13021	security system for building & cameras	4,500.
Frontenac Historical Society & Museum PO Box 338 Union Springs, NY 13160	replace ceiling	3,500.
Merry-Go-Round Playhouse 17 William St. Auburn, NY 13021	new piano	10,000.
Mercy Works PO Box 25 Syracuse, NY 13205	building renovation	10,000.
YMCA-WEIU 29 William St. Auburn, NY 13021	repair floor in B gym	4,500.

Grants and Contributions Paid during 2012 - con't.

<u>Name and Address</u>	<u>Description of Grant</u>	<u>Amount</u>
YMCA-WEIU 29 William St. Auburn, NY 13021	disadvantaged youth and family programs	\$ 3,000.
Schweinfurth Memorial Art Center 205 Genesee St. Auburn, NY 13021	lighting improvements	3,000.
Faatz-Crofut Home for the Elderly 46 Grant Ave. Auburn, NY 13021	construct new bathrooms	25,000.
United Way of Cayuga County 17 E. Genesee St. Suite 2 Auburn, NY 13021	annual operations	23,000.
American Red Cross 11 State St. Auburn, NY 13021	Cayuga County disaster relief	5,000.
Auburn Public Theatre 108 Genesee St. Auburn, NY 13021	equipment & capital improvements	5,000.
The Christmas Elf 65 State St. Auburn, NY 13021	Xmas gifts	2,500.
Fort Hill Cemetery Association 19 Fort St. Auburn, NY 13021	new shed, electrical work & tent	4,100.
Salvation Army Food Pantry 18 E. Genesee St. Auburn, NY 13021	food pantry	2,000.
Seymour Public Library 176 Genesee St. Auburn, NY 13021	new carpeting, refinish floors & new furnishings	2,500.
Transportation Project of Cayuga County SCAT Van Service 17 Nelson St. Auburn, NY 13021	toward purchase of 2 new vans	16,000.
Westminster Manor 81 South St. Auburn, NY 13021	repair & replace concrete	5,000.
Westminster Presbyterian Church 17 William St. Auburn, NY 13021	restricted to church improvements	5,000.
Powers Library Association 29 Church St. PO Box 71 Moravia, NY 13118	various capital projects	5,000.
Total:		\$ 196,600.00





STATE OF NEW YORK, OFFICE OF THE ATTORNEY GENERAL  
 CHARITIES, TRUSTS & ESTATES BUREAU  
 TWO WORLD TRADE CENTER, NEW YORK, N.Y. 10047

**D.F. FRENCH FOUNDATION**

**SECURITIES SCHEDULE**

ID# 16-6052246

3/11  
 2012

NAME OF ORGANIZATION

CALENDAR OR OTHER FISCAL YEAR

Date Acquired	Type and Name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions			Date Sold	Amount Gain or Loss	Inventory End of Period			Income Received
		Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value	
9/13/10	Common Stocks	1100	30739.50							10/3/12	2572.43	850	23753.25	62363.50	3586-
10/24/11	"	1000	28965-									1000	28965-		
5/10/10	ABBOTT LABS	1050	51964.28							10/4/12	4270.76	850	42066.33	65500.00	2310-
10/24/11	"	150	8053.52									150	8053.52		
9/13/10	AIR PRODUCTS CHEM	400	31547.88									400	31547.88	33608-	1000-
9/13/10	ALLERGAN INC	450	29744.06							10/3/12	2728.37	350	23134.27	50451.50	125-
5/31/11	"	150	11970.03									150	11970.02		
7/13/12	"			50	8806	4404.25						50	4404.25		
11/27/10	AMAZON	500	82246.80							4/30/12	10105.10	350	57572.76	87804.50	None
10/3/12	AMERICAN WATER WORKS			1200	37043	44487.22						1200	44487.72	44556-	600-
9/14/09	ANABARKO PETECORP	440	25150.40							10/4/12	6023.90	390	22282.40	47558.40	243.90
5/10/10	"	150	8911.46									150	8911.46		
2/3/12	"			100	8026	8028.80						100	8028.80		
1/25/08	APPLE INC	170	22459.97							2/10/12	7281.68	80	10569.40	122399.77	1272-
2/13/08	"	100	12846.75							4/25/12	2395.34	100	12846.75		
5/1/10	"	50	12590.21							8/21/12	10437.35	50	12590.21		
5/3/12	BLACKROCK INC			250	18613	46538.73						250	46538.73	51677.80	1125-
4/3/12	ABBOTT CORP			1450	3149	45704.70						1450	45704.72	42209.50	810-

TOTAL

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D.F. FRENCH FOUNDATION

2012

SECURITIES SCHEDULE

ID# 16-6052246

CALENDAR OR OTHER FISCAL YEAR

Date Acquired	TYPE AND NAME OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES OR OTHER ACQUISITIONS			SALES OR OTHER DISPOSITIONS			Date Sold	Amount Gain or Loss	INVENTORY END OF PERIOD			Income Received	
		Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value		
	Common Stocks CONTINUED															
3/13/12	CVS CARE MARK CORP			1000	4507	4509560							1000	4509560	48350-	48750
12/31/10	CELGENE CORP	700	41436.43										700	41436.43	58852.50	NONE
2/17/12	"			50	72.57	3628.75							150	3628.75		
9/14/09	CHEVRON CORP	150	10618.52				50	107.91	5394.12	12/14/12	1854.61		100	7079.01	70291-	2457-
4/10/09	"	250	19376.25										250	19376.25		
3/12/10	"	300	22156.50										300	22156.50		
8/23/11	CHUBB CORP	700	42077.70				700	75.998	53176.48	9/14/12	11098.78		None	None	None	1028.50
10/12/11	"	150	10287.74				150	75.998	11394.96	9/14/12	1107.22		None	None		
5/3/12	COMCAST CORP.			1450	3045	44188.75							1450	44188.75	54172-	47126
5/3/12	DEERE-AG			400	83.46	33394.60							400	33394.60	47531-	368-
10/4/12	"			150	82.43	12368.67							150	12368.67		
4/10/12	DOVER CORP	1150	54806.44				250	61.80	15443.78	5/3/12	3529.38		None	None	None	645.75
8/5/11	DUPONT ELI LILLY PHARMACEUTICALS	600	28315.92										600	28315.92	26987.10	1020-
1/29/10	EMC CORP	2000	33509.80				900	57.789	51981.67	8/27/12	9089.83		2000	33509.80	74635-	NONE
5/10/10	"	950	17742.48										950	17742.48		
9/13/10	EMERSON ELECTRO	800	40674.40										800	40674.40	60904-	1851.50
4/21/10	"	350	18947-										350	18947-		

STATISTICS

STATE OF NEW YORK, OFFICE OF THE ATTORNEY GENERAL  
 CHARITIES, TRUSTS & ESTATES BUREAU  
 TWO WORLD TRADE CENTER, NEW YORK, N.Y. 10047

**D.F. FRENCH FOUNDATION**

**SECURITIES SCHEDULE**

ID # 16-6052246

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2012

NAME OF ORGANIZATION

CALENDAR OR OTHER FISCAL YEAR

Date	TYPE AND NAME OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES OR OTHER ACQUISITIONS			SALES OR OTHER DISPOSITIONS			Date Sold	Amount Gain or Loss	INVENTORY END OF PERIOD			Income Received
		Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value	
7/29/04	Common Stocks Contingent	50	3345.37												
10/2/06	Exxon Mobil Corp	100	6753.75												
6/17/07	"	100	8302.74												
4/1/08	"	100	8643.75												
3/12/10	"	450	30017.21												
3/23/10	Freeport-McMoran	900	35860.46												
9/14/09	GOOGLE INC	140	66587.30												
9/13/10	HONEYWELL INTL INC	950	41196.75												
11/2/10	"	200	9429.82												
2/10/06	IBM	50	4029.90												
2/28/06	"	400	30823.00												
10/2/06	J.P. MORGAN CHASE	100	4710.84												
12/1/06	"	400	18231.00												
3/22/07	"	200	9691.50												
2/13/07	"	300	13531.44												
2/3/12	"	100	3721.50												
5/10/10	McDonalds Corp.	850	60315.15												
5/3/12	NATIONAL DOWELL CARCO	450	33139.44												

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D.E. FRENCH FOUNDATION

SECURITIES SCHEDULE  
 ID# 16-6052246

2012

CALENDAR OR OTHER FISCAL YEAR

Date	TYPE AND NAME OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES OR OTHER ACQUISITIONS			SALES OR OTHER DISPOSITIONS			Date Sold	Amount Gain or Loss	INVENTORY END OF PERIOD			Income Received
		Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value	
9/23/11	RANGE REST CORP	650	37801.34				650	65.53	42573.07	5/3/12	4771.73	None	None	26-	
10/14/12	SALESFORCE INC			200	158.01	31206.72							33620-	None	
10/14/12	TERADATA CORP.			450	72.68	32486.72							49512-	None	
11/1/12	"			350	62.65	21923.86								None	
12/14/12	TRAVELERS COS INC			300	73.53	22065.90							21546-	None	
8/5/11	V.F. CORP.	350	38837.40				50	154.97	7746.84	5/3/12	2198.64	33289.40	52839.50	1096.50	
10/24/11	"	50	6847.05									6847.25			
1/6/11	VISA INC	700	51223.62				100	136.85	13681.98	10/3/12	6364.32	40247.9	83369-	660-	
	"						50	146.91	7344.08	12/14/12	3685.25				
5/3/12	WATOLE FOODS MKT			400	90.26	36115.80							36464-	912-	
5/3/12	WILLIAMS COS INC			1000	33.85	33884.80							32740-	937.50	
9/13/10	XCEL ENERGY	1350	30921.35				1350	28.39	38288.30	8/21/12	7367.03	None	None	1066.80	
	TOTAL		1617085.76			50663.45			626896.24		154015.28	1650840.16	1213444.13	45636.40	





STATE OF NEW YORK, OFFICE OF THE ATTORNEY GENERAL  
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TWO WORLD TRADE CENTER, NEW YORK, N.Y. 10047

D.F. FRENCH FOUNDATION

SECURITIES SCHEDULE

NAME OF ORGANIZATION

ID # 16-6052246

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2012

CALENDAR OR OTHER FISCAL YEAR

Date	Type and Name of Security	Inventory Beginning of Period		Purchases or Other Acquisitions			Sales or Other Dispositions			Date Sold	Amount Gain or Loss	Inventory End of Period			Income Received
		Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value	
1/10/11	PREFERRED STOCKS	204	528.85									204	528.85	21726-	1508.26
1/14/11	"	272	7039.03									272	7039.03		
1/15/11	"	374	9655.60									374	9655.60		
2/22/11	GOLDMAN SACHS GROUP 5%	1	24.97									1	24.97	21424-	1246.44
12/23/11	"	21	524.58									21	524.58		
1/5/12	"			111	2526	1581.74						111	1581.74		
1/6/12	"			167	2548	4255.20						167	4255.20		
1/11/12	GOLDMAN SACHS GROUP 6.25%	850	21133.85					850	25.18	21381.28	3/9/12	850	None	None	329.38
1/14/11	FRIDENSTAL FINANCIAL 9%	850	23833.32									850	23833.32	21947	1912.52
1/11/11	VIACOM INC	850	21811.72					850	25.00	21250-	1/9/12	850	None	None	97.04
	TOTAL		89252.97			19816.94				42631.28			66124.29	65097-	5097.12

STATE OF NEW YORK, OFFICE OF THE ATTORNEY GENERAL  
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 TWO WORLD TRADE CENTER, NEW YORK, N.Y. 10047

D.F. FRENCH FOUNDATION

SECURITIES SCHEDULE

NAME OF ORGANIZATION

ID # 16-6052246

CALENDAR OR OTHER FISCAL YEAR

2012

# 11 of 16

TYPE AND NAME OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES OR OTHER ACQUISITIONS			SALES OR OTHER DISPOSITIONS			Date Sold	Amount Gain or Loss	INVENTORY END OF PERIOD			Income Received
	Shares or Principal	Cost or Acquisition Value	Number Shares	Cost Share	Gross Cost	No. of Shares	Price Share	Gross Selling Price			No. Shares or Principal	Cost or Acquisition Value	Market Value	
MONEY MARKET FUNDS	148662 <sup>06</sup>	148662	VAR	FAR	680620 <sup>46</sup>	VAR	PAR	82088 <sup>42</sup>	VAR	NONE	8464.10	8464.10	12.81	
MISCELLANEOUS														
SECURITIES LITIGATION CALCULATION		NONE			NONE			11058	5/9/12	110.58	NONE	NONE	NONE	
QUEST COMMUNICATIONS INTL INC		NONE			NONE			1458	11/13/12	14.58	NONE	NONE	NONE	
SECURITIES LITIGATION CLASS ACTION MAXIM INTEGRATED PROD. INC		NONE			NONE									
RECAPITULATION														
GOVERNMENT AGENCIES		26251 <sup>23</sup>			NONE			5997 <sup>28</sup>		(93.99)	20/60 <sup>06</sup>	22670 <sup>54</sup>	1440 <sup>35</sup>	
CORPORATE BONDS		900706			NONE			NONE		NONE	900706	947658	45212 <sup>50</sup>	
COMMON STOCKS		1617085 <sup>76</sup>			506635 <sup>45</sup>			626896 <sup>27</sup>		154015 <sup>20</sup>	1650840 <sup>14</sup>	2134444 <sup>13</sup>	45636 <sup>48</sup>	
MUTUAL FUNDS & REITS		1022160 <sup>32</sup>			184978 <sup>29</sup>			NONE		NONE	1207138 <sup>21</sup>	1296677 <sup>25</sup>	17434 <sup>20</sup> 5708 <sup>19</sup> 4970 <sup>27</sup>	
REFERRED STOCKS		89252 <sup>97</sup>			198194			42631		(214.34)	66124 <sup>28</sup>	65097	5094 <sup>14</sup>	
MONEY MARKET FUNDS		148662 <sup>06</sup>			680620 <sup>46</sup>			820818 <sup>42</sup>		NONE	8464 <sup>10</sup>	8464 <sup>10</sup>	12.81	
CHECKING ACCOUNT		54879 <sup>78</sup>			NET DECREASE		FOR YEAR	26209 <sup>24</sup>		NONE	28670 <sup>55</sup>	28670 <sup>55</sup>	3.83	
MISCELLANEOUS		NONE			NONE			12516		125.16	NONE	NONE	NONE	
TOTAL		2858998 <sup>23</sup>			7392057 <sup>24</sup>			1522477 <sup>25</sup>		153732 <sup>23</sup>	3882103 <sup>85</sup>	4503682 <sup>21</sup>	114834 <sup>23</sup> 10970 <sup>47</sup>	