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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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






OMB No 1545-0052






2012


Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation FERREE FOUNDATION		A Employer identification number 20-1060557	
Number and street (or P O box number if mail is not delivered to street address) 229 NORTH DUKE STREET		B Telephone number (see instructions) (717) 735-8288	
City or town, state, and ZIP code LANCASTER, PA 17602		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 15,269,673		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	770,044			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	150	150		
	4 Dividends and interest from securities.	352,356	352,356		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	344,987			
	b Gross sales price for all assets on line 6a _____ 2,745,903				
	7 Capital gain net income (from Part IV , line 2)		344,987		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 3,879	0		
	12 Total. Add lines 1 through 11	1,471,416	697,493		
	13 Compensation of officers, directors, trustees, etc	47,448	2,372		45,076
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,782	240		4,542
	16a Legal fees (attach schedule)	 250	188		62
	b Accounting fees (attach schedule)	 10,800	8,100		2,700
	c Other professional fees (attach schedule)	 80,726	76,610		4,116
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .	116	23		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 7,992	4,904		3,088
	24 Total operating and administrative expenses. Add lines 13 through 23	152,114	92,437		59,584
	25 Contributions, gifts, grants paid	1,227,500			1,227,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,379,614	92,437		1,287,084
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	91,802			
	b Net investment income (if negative, enter -0-)		605,056		
	c Adjusted net income (if negative, enter -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	100	100	100
	2	Savings and temporary cash investments	1,247,873	842,371	842,371
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	9,564		
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,846,702	 3,296,783	3,471,886
	b	Investments—corporate stock (attach schedule)	8,456,990	 8,632,315	10,955,152
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	121,984		
	14	Land, buildings, and equipment basis ▶ _____ 1,724 Less accumulated depreciation (attach schedule) ▶ _____ 1,560	280	 164	164
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,683,493	12,771,733	15,269,673	
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 ▶ _____)	 482	 270	
23	Total liabilities (add lines 17 through 22)	482	270		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	12,683,011	12,771,463	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	12,683,011	12,771,463	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,683,493	12,771,733	

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	12,683,011
2	Enter amount from Part I, line 27a	2	91,802
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	12,774,813
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	3,350
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,771,463

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	P & T PROPERTIES, LLC - PASSTHROUGH	P		
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 2,745,903		2,394,416	351,487
b		6,500	-6,500
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			351,487
b			-6,500
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	344,987
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	989,830	13,803,311	0 071710
2010	5,981,095	13,073,501	0 457498
2009	2,018,328	13,006,956	0 155173
2008	2,317,217	16,448,794	0 140875
2007	2,333,289	19,284,023	0 120996

2	Total of line 1, column (d).	2	0 946252
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 189250
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,921,510
5	Multiply line 4 by line 3.	5	2,634,646
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,051
7	Add lines 5 and 6.	7	2,640,697
8	Enter qualifying distributions from Part XII, line 4.	8	1,287,084

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
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	12,101	
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	12,101	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	12,101	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,400		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	6,830		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	15,230	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	51	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,078	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	3,078	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) PA, DE _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.FERREE-FOUNDATION.ORG				
14	The books are in care of ▶ PHILIP L CALHOUN Telephone no ▶ (717) 735-8288			
	Located at ▶ 229 NORTH DUKE STREET LANCASTER PA ZIP +4 ▶ 17602			
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 ▶	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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				<input type="checkbox"/>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL W WARE	PRES, TREAS & SEC	0	0	0
229 NORTH DUKE ST LANCASTER, PA 17602	2 00			
RONALD J FREDERICK	DIRECTOR	0	0	0
229 NORTH DUKE ST LANCASTER, PA 17602	2 00			
JUDY S WARE	DIRECTOR	0	0	0
229 NORTH DUKE ST LANCASTER, PA 17602	2 00			
PHILIP L CALHOUN	EXECUTIVE	47,448	0	0
229 NORTH DUKE ST LANCASTER, PA 17602	DIRECTOR 20 00			
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.				0

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
DEUTSCHE BANK	INVESTMENT SERVICES	72,494
CHURCH STREET STATION		
NEW YORK, NY 100080318		
Total number of others receiving over \$ 50,000 for professional services.		0

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	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	13,992,097
b	Average of monthly cash balances.	1b	141,416
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,133,513
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,133,513
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	212,003
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,921,510
6	Minimum investment return. Enter 5% of line 5.	6	696,076

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	696,076
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	12,101
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,101
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	683,975
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	683,975
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	683,975

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,287,084
b	Program-related investments—total from Part IX-B.	1b	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).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,287,084
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	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,287,084
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				683,975
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	1,410,740			
b From 2008.	1,502,721			
c From 2009.	1,372,136			
d From 2010.	5,347,742			
e From 2011.	308,016			
f Total of lines 3a through e.	9,941,355			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,287,084				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				683,975
e Remaining amount distributed out of corpus	603,109			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,544,464			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	1,410,740			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	9,133,724			
10 Analysis of line 9				
a Excess from 2008. . . .	1,502,721			
b Excess from 2009. . . .	1,372,136			
c Excess from 2010. . . .	5,347,742			
d Excess from 2011. . . .	308,016			
e Excess from 2012. . . .	603,109			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
	a "Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
	c "Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization						
(4) Gross investment income						

Part XV

Supplementary Information (Complete this part only if the organization 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))

PAUL W WARE

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

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

PHILIP L CALHOUN
229 NORTH DUKE STREET
LANCASTER, PA 17602
(717) 735-8288

b

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

BEFORE SUBMITTING A COMPLETE APPLICATION TO THE FOUNDATION, ALL APPLICANTS SHOULD SUBMIT A SHORT LETTER OF INQUIRY DESCRIBING THEIR AGENCY AND ITS HISTORY, THEIR MISSION STATEMENT, THE PROPOSED PROJECT WITH AN APPROXIMATE BUDGET, A LIST OF OTHER POSSIBLE FUNDING SOURCES, WHAT THEY WISH TO ACCOMPLISH AND HOW THEY PLAN TO DO IT ALL INQUIRIES WILL RECEIVE A RESPONSE, EITHER WITH A REQUEST FOR A FULL PROPOSAL OR WITH AN EXPLANATION FOR DENIAL

c

Any submission deadlines

ONE REQUEST FOR EACH PROJECT MAY BE SUBMITTED IN THE CALENDAR YEAR PRIOR TO SEPTEMBER 15TH

d

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

THE FERREE FOUNDATION CONSIDERS GRANT REQUESTS FOR SPECIFIC PROJECTS, ENDOWMENTS AND, OCCASIONALLY, GENERAL OPERATIONS GRANTS ARE ONLY MADE TO ORGANIZATIONS THAT ARE TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS, NOR DOES IT MAKE LOANS

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

2013-07-23

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01269555
	DOUGLAS L BERMAN	DOUGLAS L BERMAN	2013-07-23		
	Firm's name <input type="checkbox"/>	REINSEL KUNTZ LESHER LLP 3501 CONCORD ROAD PO BOX 21439		Firm's EIN <input type="checkbox"/> 23-2108173	
	Firm's address <input type="checkbox"/>	YORK, PA 17402		Phone no (717) 843-3804	


Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA (CHESTER CO COUNCIL) CHESTER COUNTY COUNCIL 504 SOUTH CONCORD ROAD WEST CHESTER,PA 193825261	NONE	501C(3)	ANNUAL FUND	3,500
BOY SCOUTS OF AMERICA (PA DUTCH COUNCIL) 630 JANET AVENUE SUITE B114 LANCASTER,PA 176014582	NONE	501C(3)	NEW STAFF ORGANIZATION - FIELD DIRECTOR & PROGRAMS DIRECTOR POSITIONS	25,500
BOY SCOUTS OF AMERICA (PA DUTCH COUNCIL) PENNSYLVANIA DUTCH COUNCIL 630 JANET AVENUE SUITE B114 LANCASTER,PA 196014582	NONE	501C(3)	ANNUAL FUND	4,000
BOY SCOUTS OF AMERICA - CRADLE OF LIBERTY COUNCIL 1485 VALLEY FORGE ROAD WAYNE,PA 19087	NONE	501C(3)	THANK YOU GIFT	2,000
CENTRAL MARKET TRUST 8 NORTH QUEEN STREET 700-E LANCASTER,PA 17603	NONE	501C(3)	CAPITAL CAMPAIGN	30,000
DENVER PHOENIX MULTISPORT 2233 CHAMPA DENVER,CO 80205	NONE	501C(3)	OPERATING SUPPORT	12,000
ELIZABETHTOWN COLLEGE ONE ALPHA DRIVE ELIZABETHTOWN,PA 170222298	NONE	501C(3)	THE WARE COLLOQUIUM ON PEACEMAKING AND GLOBAL CITIZENSHIP	100,000
ELIZABETHTOWN COLLEGE ONE ALPHA DRIVE ELIZABETHTOWN,PA 170222298	NONE	501C(3)	ANNUAL	10,000
ELIZABETHTOWN COLLEGE ONE ALPHA DRIVE ELIZABETHTOWN,PA 170222298	NONE	501C(3)	UNRESTRICTED TRUSTEE PLEDGE	10,000
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER,PA 176043003	NONE	501C(3)	DICK WINTERS MEMORIAL FUND	5,000
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER,PA 176043003	NONE	501C(3)	ANNUAL FUND	4,000
FULTON THEATRE 12 NORTH PRINCE STREET PO BOX 1865 LANCASTER,PA 176081865	NONE	501C(3)	ANNUAL	1,000
FULTON THEATRE 12 NORTH PRINCE STREET PO BOX 1865 LANCASTER,PA 176081865	NONE	501C(3)	NEW EQUIPMENT-CNC ROUTER AND A SPRAY BOOTH	32,000
GIRL SCOUTS IN THE HEART OF PA 350 HALE AVE PO BOX 2837 HARRISBURG,PA 171052837	NONE	501C(3)	100TH ANNIVERSAY VIDEO BROADCAST	10,000
GIRL SCOUTS OF EASTERN PENNSYLVANIA POBOX 27540 PHILADELPHIA,PA 19118	NONE	501C(3)	ANNUAL FUND	1,000


Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
HISTORIC PRESERVATION TRUST OF LANCASTER COUNTY SEHNER-ELLICOTT-VON HESS HOUSE 123 NORTH PRINCE STREET LANCASTER,PA 17603	NONE	501C(3)	THADDEUS STEVENS AND LYDIA HAMILTON SMITH MUSEUM AND INTERPRETIVE CENTER	200,000
LANCASTER COUNTRY DAY SCHOOL 725 HAMILTON ROAD LANCASTER,PA 176032491	NONE	501C(3)	DARE TO BE GREAT CAMPAIGN	100,000
LANCASTER COUNTRY DAY SCHOOL 725 HAMILTON ROAD LANCASTER,PA 176032491	NONE	501C(3)	ANNUAL	2,000
LANCASTER GENERAL HEALTH 609 NORTH CHERRY STREET PO BOX 3555 LANCASTER,PA 176043555	NONE	501C(3)	LGH CANCER CENTER	10,000
LANCASTER GENERAL HEALTH 609 NORTH CHERRY STREET PO BOX 3555 LANCASTER,PA 176043555	NONE	501C(3)	ANNUAL	1,000
LANCASTER SYMPHONY ORCHESTRA 226 N ARCH STREET PO BOX 1281 LANCASTER,PA 176081281	NONE	501C(3)	CONDUCTORS POSITION FUND	100,000
LANCASTER SYMPHONY ORCHESTRA 226 N ARCH STREET PO BOX 1281 LANCASTER,PA 176081281	NONE	501C(3)	ANNUAL FUND	7,000
LANCASTERHISTORYORG 230 N PRESIDENT AVENUE LANCASTER,PA 17603	NONE	501C(3)	CAPITAL CAMPAIGN	150,000
MILLERSVILLE UNIVERSITY OFFICE OF THE VP PO BOX 1002 MILLERSVILLE,PA 17551	NONE	501C(3)	SOAR TO GREATNESS	100,000
NEIGHBORHOOD SERVICES OF LANCASTER INC 100 SOUTH QUEEN STREET PO BOX 1593 LANCASTER,PA 176081593	NONE	501C(3)	ANNUAL FUND	1,000
PENNSYLVANIA BALLET SUITE 210 1819 JFK BOULEVARD PHILADELPHIA,PA 19103	NONE	501C(3)	RAISING THE BARRE THE CAMPAIGN FOR PENNSYLVANIA BALLET	100,000
PENNSYLVANIA COLLEGE OF ART & DESIGN 204 NORTH PRINCE STREET LANCASTER,PA 176030059	NONE	501C(3)	FUTURES FIRST SCHOLARSHIP FUND	20,000
SAINT JAMES EPISCOPAL CHURCH 119 N DUKE STREET LANCASTER,PA 17602	NONE	501C(3)	"GIFTS ACROSS GENERATIONS"	60,000
SAINT JAMES EPISCOPAL CHURCH 119 N DUKE STREET LANCASTER,PA 17602	NONE	501C(3)	ANNUAL	25,000
UNITED WAY OF LANCASTER COUNTY COMMUNITY SERVICES CENTER 630 JANET AVENUE LANCASTER,PA 176014589	NONE	501C(3)	ANNUAL FUND	1,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
WATER FOR PEOPLE 6666 WEST QUINCY AVENUE DENVER, CO 80235	NONE	501C(3)	ANNUAL FUND	2,000
WATER FOR PEOPLE 6666 WEST QUINCY AVENUE DENVER, CO 80235	NONE	501C(3)	OFFICE SPACE RENOVATIONS	2,000
WORLD OF SCOUTING MUSEUM INC PO BOX 2226 VALLEY FORGE, PA 194822226	NONE	501C(3)	GENERAL OPERATING	95,000
YWCA OF LANCASTER 110 NORTH LIME STREET LANCASTER, PA 19602	NONE	501C(3)	GENERAL OPERATING	1,500
Total  3a				1,227,500

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
BOY SCOUTS OF AMERICA (PA DUTCH COUNCIL)630 JANET AVENUE SUITE B114 LANCASTER,PA 176014582	NONE	501C(3)	NEW STAFF ORGANIZATION - FIELD DIRECTOR & PROGRAMS DIRECTOR POSITIONS	100,800
CENTRAL MARKET TRUST8 NORTH QUEEN STREET 700-E LANCASTER,PA 17603	NONE	501C(3)	CAPITAL CAMPAIGN	30,000
ELIZABETHTOWN COLLEGEONE ALPHA DRIVE ELIZABETHTOWN,PA 170222298	NONE	501C(3)	THE WARE COLLOQUIUM ON PEACEMAKING AND GLOBAL CITIZENSHIP	400,000
GIRL SCOUTS IN THE HEART OF PA 350 HALE AVE PO BOX 2837 HARRISBURG,PA 171052837	NONE	501C(3)	100TH ANNIVERSARY VIDEO BROADCAST	30,000
LANCASTER COUNTRY DAY SCHOOL 725 HAMILTON ROAD LANCASTER,PA 176032491	NONE	501C(3)	DARE TO BE GREAT CAMPAIGN	450,000
LANCASTER GENERAL HEALTH609 NORTH CHERRY STREET PO BOX 3555 LANCASTER,PA 176043555	NONE	501C(3)	LGH CANCER CENTER	40,000
LANCASTER SYMPHONY ORCHESTRA226 N ARCH STREET PO BOX 1281 LANCASTER,PA 176081281	NONE	501C(3)	CONDUCTORS POSITION FUND	225,000
LANCASTERHISTORYORG230 N PRESIDENT AVENUE LANCASTER,PA 17603	NONE	501C(3)	CAPITAL CAMPAIGN	1,350,000
MILLERSVILLE UNIVERSITYOFFICE OF THE VP PO BOX 1002 MILLERSTOWN,PA 175510302	NONE	501C(3)	SOAR TO GREATNESS	900,000
PENNSYLVANIA BALLETSUITE 210 1819 JFK BOULEVARD PHILADELPHIA,PA 19103	NONE	501C(3)	RAISING THE BARRE THE CAMPAIGN FOR PENNSYLVANIA BALLET	300,000
SAINT JAMES EPISCOPAL CHURCH 119 N DUKE STREET LANCASTER,PA 17602	NONE	501C(3)	"GIFTS ACROSS GENERATIONS"	180,000
HISTORIC PRESERVATION TRUST OF LANCASTER COUNTYSEHNER-ELLICOTT-VON HESS HOUSE 123 NORTH PRINCE STREET LANCASTER,PA 17603	NONE	501C(3)	THADDEUS STEVENS AND LYDIA HAMILTON SMITH MUSEUM AND INTERPRETIVE CENTER	200,000
PENNSYLVANIA COLLEGE OF ART & DESIGN204 NORTH PRINCE STREET LANCASTER,PA 176030059	NONE	501C(3)	FUTURES FIRST SCHOLARSHIP FUND	75,000
SACA DEVELOPMENT CORP545 PERSHING AVENUE LANCASTER,PA 176024369	NONE	501C(3)	CAPITAL CAMPAIGN	50,000
PA GUILD OF CRAFTSMEN35 N QUEEN STREET LANCASTER,PA 17603	NONE	501C(3)	CAPITAL CAMPAIGN	10,000
Total  3b				4,340,800

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization FERREE FOUNDATION	Employer identification number 20-1060557
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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)

Name of organization FERREE FOUNDATION	Employer identification number 20-1060557
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	JOHN H WARE III CHARITABLE LEAD ANN C/O J P MORGAN ONE LIBERTY PLACE PHILADELPHIA, PA 19103	\$ 30,624	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	MARION S WARE CHARITABLE LEAD ANNUI C/O J P MORGAN ONE LIBERTY PLACE PHILADELPHIA, PA 19103	\$ 739,420	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization FERREE FOUNDATION	Employer identification number 20-1060557
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization FERREE FOUNDATION	Employer identification number 20-1060557
--	---

Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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TY 2012 Accounting Fees Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDITING	10,800	8,100		2,700

**TY 2012 Investments Corporate
Stock Schedule****Name:** FERREE FOUNDATION**EIN:** 20-1060557

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITY	4,270,235	5,572,783
MUTUAL FUNDS - INTERNATIONAL EQUITY	4,362,080	5,382,369

TY 2012 Investments Government Obligations Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

**US Government Securities - End of
Year Book Value:** 0

**US Government Securities - End of
Year Fair Market Value:** 0

**State & Local Government
Securities - End of Year Book
Value:** 3,296,783

**State & Local Government
Securities - End of Year Fair
Market Value:** 3,471,886

TY 2012 Land, Etc. Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND EQUIPMENT	1,724	1,560	164	164

TY 2012 Legal Fees Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	250	188		62

TY 2012 Other Decreases Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Description	Amount
CHANGE IN PARTNERSHIP INVESTMENT	3,350

TY 2012 Other Expenses Schedule**Name:** FERREE FOUNDATION**EIN:** 20-1060557

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,789	358		1,431
OFFICE EXPENSE	2,340	1,170		1,170
INFORMATION TECHNOLOGY	439	88		351
MISCELLANEOUS	143	7		136
P & T PROPERTIES - PASSTHROUGH FROM K-1	3,281	3,281		0

TY 2012 Other Income Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	3,719		3,719
OTHER MISC INCOME	160		160

TY 2012 Other Liabilities Schedule

Name: FERREE FOUNDATION

EIN: 20-1060557

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES WITHHELD	482	270

TY 2012 Other Professional Fees Schedule**Name:** FERREE FOUNDATION**EIN:** 20-1060557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR AND CUSTODIAN FEES	72,494	72,494		0
OTHER PROFESSIONAL FEES	8,232	4,116		4,116