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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.

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation Alice Everard Charitable Foundation		A Employer identification number 20-1608878
Number and street (or P O box number if mail is not delivered to street address) c/o Daniel J. Paci, PO Box 215	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code Perkasie, PA 18944		C If exemption application is pending, check here <input type="checkbox"/>
G 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		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) ▶ \$ 5,334,810	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	83,940	83,940		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(3,958)			
	b Gross sales price for all assets on line 6a 545,089				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	79,982	83,940	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	22,000	22,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,670	1,670		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	87	87		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	23,757	23,757	0	0	
25 Contributions, gifts, grants paid	270,500			270,500	
26 Total expenses and disbursements. Add lines 24 and 25	294,257	23,757	0	270,500	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(214,275)				
b Net investment income (if negative, enter -0-)		60,183			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	332,153	149,490	149,490
	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	7,796	6,126	6,126
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,886,040	5,179,194	5,179,194
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,225,989	5,334,810	5,334,810	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	5,225,989	5,334,810		
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	5,225,989	5,334,810		
31	Total liabilities and net assets/fund balances (see instructions)	5,225,989	5,334,810		

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	5,225,989
2	Enter amount from Part I, line 27a	2	(214,275)
3	Other increases not included in line 2 (itemize) ▶ <u>unrealized G/L; partnerships</u>	3	323,096
4	Add lines 1, 2, and 3	4	5,334,810
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,334,810

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	publicly traded securities	P		
b	from K-1's	P		
c	Capital gain distributions	P		
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 545,089		549,540	(4,451)	
b			(2,709)	
c			3,202	
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) 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				
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 (3,958)
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	335,830	5,362,674	0.0626
2010	302,066	5,360,376	0.0564
2009	278,722	5,023,197	0.0555
2008	206,235	5,366,074	0.0384
2007	241,201	5,723,226	0.0421
2	Total of line 1, column (d)		2 0.2550
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 .051
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 5,219,263
5	Multiply line 4 by line 3		5 266,182
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 602
7	Add lines 5 and 6		7 266,784
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.		8 270,500

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
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	1	602
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	
3	Add lines 1 and 2	3	602
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	602
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,814
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	3,814
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	3,212
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 3,212 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1a		X
1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	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 ▶	13	X	
14	The books are in care of ▶ Daniel J. Paci Telephone no. ▶ 215 257-6811 Located at ▶ 104 S. 6th St., Perkasie, PA ZIP+4 ▶ 18944			
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? 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 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
 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

5b		
6b		X
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
See attached				

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
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	5,298,744
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,298,744
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,298,744
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	79,481
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,219,263
6	Minimum investment return. Enter 5% of line 5	6	260,963

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	260,963
2a	Tax on investment income for 2012 from Part VI, line 5	2a	602
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	602
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	260,361
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	260,361
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	260,361

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	270,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	270,500
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	602
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	269,898

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				260,361
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			121,001	
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>270,500</u>				
a Applied to 2011, but not more than line 2a			121,001	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				149,499
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		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				110,862
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **N/A**
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

None

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

N/A

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>See attached</p>				270,500
<p>Total</p>			▶ 3a	270,500
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>			▶ 3b	0



Investment Report

Holdings (Symbol as of December 31, 2012)

Stocks 20% of holdings

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
SEADRILL LTD USD2 (SDRL)	1,000,000	\$36.800	\$38,897.55	\$38,530.00	\$36,800.00	-\$ 2,097.55
AGIC EQUITY & CONV INCOME FD COM (NIE)	2,000,000	16.640	44,748.40	34,060.00	33,280.00	- 11,468.40
ATLAS PIPELINE PARTNERS LP UT LTD PARTNERSHIP INT (APL)	2,000,000	31.570	24,907.95	65,980.00	63,140.00	38,232.05

BUCKEYE PARTNERS LP UNIT LTD PARTNERSHIP	2,115,000	45.410	90,157.95	106,299.90	96,042.15	5,884.20
INTS (BPL)	15,000	75.460	unknown	1,138.50	1,131.90	unknown
KINDER MORGAN MGMT LLC SHS (KMR)	1,000,000	35.240	17,228.00	39,630.00	35,240.00	18,012.00
LINN ENERGY LLC UNIT REPSTG LTD LIABILITY CO INTS (LINE)	5,060,000	43.190	91,475.00	225,068.80	218,541.40	127,066.40
MAGELLAN MIDSTREAM PARTNERS LP COM UNIT REPSTG LTD PARTNER INT (MMP)	3,000,000	51.010	94,483.00	155,040.00	153,030.00	58,547.00
MARKWEST ENERGY PARTNERS LP (MWE)	2,069,000	9.320	unknown	19,593.43	19,283.08	unknown
NATL PENN BANCSHARES (NPBC)	4,000,000	14.020	63,789.80	56,520.00	56,080.00	- 7,709.80
NUVEEN GLOBAL INCOME OPPORTUNITIES FD COM (JGG)	3,000,000	9.650	38,011.76	29,070.00	28,950.00	- 9,061.76
NUVEEN CREDIT STRATEGIES INCOME FUND (JOC)	3,920,000	25.980	78,287.95	94,432.80	101,841.60	23,553.65
PVR PARTNERS LP COM UNIT REPTG LTD PARTNERSHIP INT (PVR)	1,000,000	23.210	25,039.35	21,815.07	23,209.80	- 1,829.55
PACIFIC RUBIALES ENERGY CORP COM NPV ISIN #CA69480U2065 SEDOL #2523635 (PEGFF)	4,000,000	45.240	64,008.00	186,320.00	180,960.00	116,952.00
PLAINS ALL AMERICAN PIPELINE LP (PAA)	1,000,000	37.380	36,862.75	37,670.00	37,380.00	517.25
TARGA RES PARTNERS LP COM UNIT LTD PARTNERSHIP INT (NGLS)			707,897.46		1,084,909.93	356,597.49

Subtotal of Stocks

Mutual Funds 77% of holdings						
FIDELITY FLOATING RATE HIGH INCOME (FFRHX)	17,175.765	9.920	165,599.86	169,243.47	170,383.59	4,783.73
30-day Yield: 3.05%						
FIDELITY INSTL GOVT PORT CLASS I (FIGXX)	1831,121.580	1.000	not applicable	1,831,106.03	1,831,121.58	not applicable
7-day Yield: 0.01%						
ALPINE INNOVATORS FUND INSTL (ADINX)	5,461.399	11.590	77,300.40	63,079.15	63,297.61	- 14,002.79
COHEN & STEERS DIV VALUE FD CLASS A (DVFX)	20,199.645	13.100	306,285.19	260,826.02	264,615.34	- 41,669.85



Investment Report

December 31, 2012 - December 31, 2012

Brokerage ALICE EVERARD CHART FOUNDATION

Holdings (Symbol as of December 31, 2012) Price per Unit December 31, 2012

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 31, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
DAVIS APPRECIATION AND INCOME CLASS A (RPFXX)	3,914.431	27.230	115,469.39	103,385.65	106,589.95	- 8,879.44
EATON VANCE FLOATING RATE FUND CLASS A (EVBLX)	34,000.879	9.430	unknown	318,876.15	320,628.28	unknown
FRANKLIN CONVERTIBLE SECURITIES A (FISCX)	8,393.653	15.210	137,321.56	124,716.71	127,667.46	- 9,654.10
OAKMARK EQUITY & INCOME FD I (OAKBX)	4,082.206	28.500	112,552.73	115,477.74	116,342.87	3,790.14
PYXIS FLOATING RATE OPP CLASS Z (HFRZX)	6,060.208	7.260	unknown	43,437.59	43,997.11	unknown
PYXIS FLOATING RATE OPP CLASS A (HFRAX)	14,446.540	7.270	unknown	103,725.45	105,026.34	unknown
LOOMIS SAYLES BOND INSTL (LSBDX)	19,261.573	15.120	275,573.67	286,637.60	291,234.98	15,661.31
PIMCO INCOME FUND INSTITUTIONAL FUND (PIMIX)	16,614.413	12.360	203,923.87	201,894.77	205,354.14	1,439.27
PUTNAM DIVERSIFIED INCOME TRUST CLASS A (PDINX)	29,981.998	7.770	237,114.03	228,863.61	232,960.12	- 4,153.91
SCOUT UNCONSTRAINED BOND FUND (SUBFX)	870.598	11.620	10,400.02	10,016.71	10,116.34	- 283.68
THORNBURG GLOBAL OPPORTUNITIES FD A (THOAX)	12,250.364	16.730	226,588.63	194,669.06	204,948.58	- 21,640.05
Subtotal of Mutual Funds			1,868,129.35		4,094,284.29	- 74,618.37
Core Account 3% of holdings						
CASH	149,489.530	1.000	not applicable	147,900.18	149,489.53	not applicable
Subtotal of Core Account						
Total			\$ 2,576,026.81		\$ 5,328,683.75	\$ 281,979.12u

ALICE EVERARD CHARITABLE FOUNDATION

Form 990-PF (2012)

TIN 20-1608878

Statement 1
Form 990PF, Part I, Line 16a

Grim, Biehn & Thatcher \$1,670

Statement 2
Form 990PF, Part I, Line 18

Foreign tax withheld \$ 87

Statement 3
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title & avg. Hrs./wk devoted</u>	<u>Comp.</u>	<u>Employee Ben. Pln Contrib.</u>	<u>Expense Account/ Other</u>
Joseph R. Detrano 3835 Rudder Way New Port Richey Florida 34652	Trustee 10 hrs./week	\$22,000	0	0
Total		\$22,000	0	0

Statement 4
Form 990-PF, Part XV, Line 3a
Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Spay/Neuter All Pets, Inc. P. O. Box 1277 Louisa, VA 23093	501(c)(3)	Operations	\$ 7,000
The Lord's Pantry 177 Davis Avenue White Plains, NY 10605	501(c)(3)	Operations	\$10,000
Blooming Place for Kids 12175 125 th Street N Largo, FL 33774-3695	501(c)(3)	Operations	\$50,000
Sunrise of Pasco County, Inc. P.O. Box 928 Dade City, FL 33526	501(c)(3)	Operations	\$45,000

Pace Center for Girls 1 West Adams St. Jacksonville, FL 32202	501(c)(3)	Operations	\$ 500
Sky Harbor, Inc. 11305 Black Walnut Street Hudson, FL 34669	501(c)(3)	Operations	\$ 7,000
Special Needs K9, Inc. 544 Squaw Brook Road North Haledon, NJ 07508	501(c)(3)	Operations	\$25,000
Suncoast Basset Rescue, Inc. 4811 NW 17 th PL Gainesville, FL 32605	501(c)(3)	Operations	\$ 2,000
Ohana Rescue, Inc. 5139 Trouble Creek Road New Port Richey, FL 34652	501(c)(3)	Operations	\$17,000
The Prayer House, Inc. 7935 Ranch Road Port Richey, FL 34668	501(c)(3)	Operations	\$42,000
Boston Terrier Rescue of Florida 4163 Frances Drive Delray Beach, FL 33445	501(c)(3)	Operations	\$ 2,000
Bucks County SPCA P. O. Box 277 Lahaska, PA 18931	501(c)(3)	Operations	\$25,000
Humane Society of Pinellas, Inc. 3040 State Road 590 Clearwater, FL 33759	501(c)(3)	Operations	\$25,000
The Volunteer Way, Inc. 7820 Congress Street New Port Richey, FL 34653	501(c)(3)	Operations	\$ 1,000
St. Ignatius School 740 Manida Street Bronx, NY 10474	501(c)(3)	Operations	\$12,000