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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>New Covenant Foundation, Inc</b>		A Employer identification number <b>20-1986617</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Foundation Source 501 Silverside Rd</b>		Room/suite <b>123</b>
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		
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		
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>2,773,411</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (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	1,864	1,864		
	4 Dividends and interest from securities	25,956	25,956		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	122,952			
	b Gross sales price for all assets on line 6a	1,155,242			
	7 Capital gain net income (from Part IV, line 2)		122,952		
	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	150,772	150,772	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	64,000			64,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	27,725	27,725		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	34,351			34,351
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,610	81		19,529
	24 Total operating and administrative expenses.				
Add lines 13 through 23	146,686	27,806	0	117,880	
25 Contributions, gifts, grants paid	272,562			272,562	
26 Total expenses and disbursements Add lines 24 and 25	419,248	27,806	0	390,442	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-268,476				
b Net investment income (if negative, enter -0-)		122,966			
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		1,092,455	1,251,600
	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)			
	b	Investments—corporate stock (attach schedule)	1,197,517	1,044,896	1,200,361
	c	Investments—corporate bonds (attach schedule)	600,000	325,000	321,450
Liabilities	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)	2,889,972	2,621,496	2,773,411
Net Assets or Fund Balances	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	
		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,889,972	2,621,496	
	30	Total net assets or fund balances (see instructions)	2,889,972	2,621,496	
	31	Total liabilities and net assets/fund balances (see instructions)	2,889,972	2,621,496	

**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	2,889,972
2	Enter amount from Part I, line 27a	2	-268,476
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,621,496
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	2,621,496

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>		<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
<b>a</b> 1,155,242			1,032,290	122,952
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))
<b>(i) F M V as of 12/31/69</b>		<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
<b>a</b>				122,952
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	122,952
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> 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	323,995	3,092,030	0 104784
2010	292,550	3,143,352	0 093069
2009	159,634	3,132,395	0 050962
2008	161,837	4,364,387	0 037081
2007	267,901	3,466,621	0 077280

- 2 Total of line 1, column (d) 2 0 363176
- 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 072635
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 2,781,730
- 5 Multiply line 4 by line 3 5 202,051
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,230
- 7 Add lines 5 and 6 7 203,281
- 8 Enter qualifying distributions from Part XII, line 4 8 390,442

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ►  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 ►  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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here  if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 416 Refunded ► 11 0

1	1,230	
2	0	
3	1,230	
4		
5	1,230	
6a	1,646	
6b		
6c		
6d		
7	1,646	
8		
9	0	
10	416	
11	0	

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?  
*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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities*

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA  
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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
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 ► c/o Foundation Source Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no ► (800) 839-1754	ZIP+4 ► 19809-1377
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	► <input type="checkbox"/>
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

**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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input checked="" type="checkbox"/> Yes <input 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 <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	X
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			
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	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				
-----				
-----				
-----				
-----				
-----				

**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	00			
-----	00			
-----	00			
-----	00			
-----	00			
<b>Total number of other employees paid over \$50,000</b>				►

**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
<b>1 Capacity Building in Western Africa</b> Provide guidance, support and professional oversight of organizations and programs that are and have been funded by the New Covenant Foundation, Inc in Western Africa	31,832
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 instructions	
3	
<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)

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	1,700,749
b	Average of monthly cash balances	1b	1,123,342
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,824,091
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	2,824,091
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,361
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,781,730
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	139,087

**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	139,087
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,230
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	1,230
3	Distributable amount before adjustments Subtract line 2c from line 1	3	137,857
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	137,857
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	137,857

**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	390,442
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	390,442
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	1,230
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	389,212

**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> Distrnbutable amount for 2012 from Part XI, line 7				137,857
<b>2</b> Undistributed income, if any, as of the end of 2012			0	
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	102,172			
<b>b</b> From 2008				
<b>c</b> From 2009	3,314			
<b>d</b> From 2010	140,238			
<b>e</b> From 2011	172,623			
<b>f</b> Total of lines 3a through e	418,347			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ 390,442				
<b>a</b> Applied to 2011, but not more than line 2a				
<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				137,857
<b>e</b> Remaining amount distributed out of corpus	252,585			
<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:	670,932			
<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				
<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				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<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)	102,172			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	568,760			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009	3,314			
<b>c</b> Excess from 2010	140,238			
<b>d</b> Excess from 2011	172,623			
<b>e</b> Excess from 2012	252,585			

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

NA

**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) )

Allen N Morell

Patricia M Morell

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

**NONE**

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

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

### c. Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BOARD OF GLOBAL MINISTRIES 475 RIVERSIDE DR 1419 NEW YORK, NY 10115	N/A	509(a)(1)	Pa Loko Church Construction and Development Project	40,000
CHILDRENS HOSPITAL FOUNDATION 111 MICHIGAN AVE NW WASHINGTON, DC 20010	N/A	509(a)(1)	Charitable Event	500
EDUCATIONAL FDN OF ALPHA GAMMA RHO 10101 NW AMBASSADOR DR KANSAS CITY, MO 64153	N/A	509(a)(1)	Unrestricted Funding for Educational Programming	250
FLORIS UNITED METHODIST CHURCH 13600 FRYING PAN RD HERNDON, VA 20171	N/A	509(a)(1)	Building Number 2 Fund	100,000
FLORIS UNITED METHODIST CHURCH 13600 FRYING PAN RD HERNDON, VA 20171	N/A	509(a)(1)	Wesleyan Internship Program	17,500
FOCUS ON THE FAMILY 8605 EXPLORER DR COLORADO SPRINGS, CO 80920	N/A	509(a)(2)	General & Unrestricted	500
FREE WHEELCHAIR MISSION 15279 ALTON PKWY STE 300 IRVINE, CA 92618	N/A	509(a)(1)	General & Unrestricted	300
HELPING CHILDREN WORLDWIDE INC 13525 DULLES TECHNOLOGY DR HERNDON, VA 20171	N/A	509(a)(1)	Operational Support to Mercy Hospital in Bo, Sierra Leone	37,500
JONATHAN HOUSE MINISTRIES INC 2626 SMITH AVE MARSHALLTOWN, IA 50158	N/A	509(a)(1)	Sierra Leone Assistance and Support Program	10,000
NJALA UNIVERSITY HENRY ST FREETOWN Sierra Leone	N/A	509(a)(1)	Animal Production Dept	10,000
OSTERVILLE UNITED METHODIST CHURCH 57 POND ST OSTERVILLE, MA 02655	N/A	509(a)(1)	Child Rescue Centre	2,000
<b>Total</b>	See Attached Statement		► 3a	272,562
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,864	
4 Dividends and interest from securities			14	25,956	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	122,952	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		150,772	0
13 Total Add line 12, columns (b), (d), and (e)				13	150,772

**Part VI B Relationship of Activities to the Accomplishment of Exempt Purposes**



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

		27,725	27,725	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	27,725	27,725		0

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

		1,000	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	1,000	0		0

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

		19,610	81	0	19,529
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	18,352	0		18,352
2	Bank Charges	81	81		0
3	Communication Expense - DCA in Western Africa	1,123	0		1,123
4	State or Local Filing Fees	54	0		54

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	FMV 0	1,200,361
1	ALTRIA GROUP INC	1,550		30,880				48,732
2	AMGEN INC	216		18,132				18,619
3	BLACKROCK GLOBAL ALLOC I	5,889		106,546				116,784
4	CAMPBELL SOUP CO	655		22,879				22,853
5	COCA-COLA CO	950		32,221				34,438
6	COMMUNITY HEALTH	845		23,932				25,975
7	COOPER TIRE & RUBBER CO	648		14,994				16,433
8	DANAHER CORP	900		36,024				50,310
9	DISCOVER FINL SVCS COM	800		22,628				30,840
10	ELLIILLY & CO	700		27,120				34,524
11	EXXON MOBIL CORP	348		26,537				30,119
12	FIDELITY ADVISOR FLOATING RATE HIGH	11,604		110,384				115,108
13	FIRST EAGLE SOGEN OVERSEAS FUND C	5,685		115,025				127,124
14	FIRST EAGLE US VALUE FUND I	4,353		75,072				78,705
15	FT ISER REVERE NAT GS	1,000		16,510				15,680
16	H J HEINZ COMPANY	550		28,723				31,724
17	HOLLYFRONTIER CORP	611		24,536				28,442
18	KIMBERLY CLARK CORP	350		27,962				29,551
19	MYLAN INC	810		19,616				22,235
20	NUVEEN MTG OPPORTUNITY TERM FD CG	750		18,750				20,415
21	PFIZER INC	1,500		30,205				37,619
22	SCRIPPS NETWORKS INT	1,000		53,538				57,920
23	SPDR HOMEBUILDERS ETF	1,300		26,674				34,580
24	STERICYCLE INC	295		26,738				27,518
25	TESORO CORP	633		21,453				27,884
26	TJX COMPANIES INC	1,480		42,871				62,826
27	VERISK ANALYTICS, INC	400		15,364				20,388
28	VIACOM INC CL B	626		29,582				33,015

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BARCLAYS BK PLC CAP LEV LKD 2000-0 00			150,000		158,700	
2	BARCLAYS BK PLC CAPPED LEV INDEX-M1			175,000		162,750	

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

							64,000	0				
Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Allen N Morell		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir	30.00	32,000	0	0
2	Patricia M Morell		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir / Clerk / Treas	30.00	32,000	0	0

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

THE HOME FOR LITTLE WANDERERS INC

**Street**

271 HUNTINGTON AVE

City BOSTON	State MA	Zip Code 02115	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 250
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**Name**

UNIVERSITY OF MAINE SYSTEM INC

**Street**

P O BOX 370

City ORONO	State ME	Zip Code 04473	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution From a Day of Service, To a Lifetime of Engagement Program	Amount 23,500
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**Name**

UNIVERSITY OF MAINE SYSTEM INC

**Street**

P O BOX 370

City ORONO	State ME	Zip Code 04473	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution The Servant Heart Scholarship Fund	Amount 10,000
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**Name**

WILLOW CREEK ASSOCIATION

**Street**

67 E ALGONQUIN

City SOUTH BARRINGTON	State IL	Zip Code 60010	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution Charitable Event	Amount 10,000
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**Name**

GRANTS TO YOUTH PURSUANT TO IRS APPROVED EDUCATIONAL PROGRAM UNDER SECTION 4945(g)(3)

**Street**

SEE ATTACHMENT FOR LIST OF PARTICIPATING INDIVIDUALS

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status N/A
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Purpose of grant/contribution National Learning Journey	Amount 10,262
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**Name****Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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**Part XV, Line 3a (990-PF) – Grants and Contributions Paid During the Year:**

**List of Participating Individuals**

Total grant amount of \$10,262 was evenly disbursed across all individuals listed below

M Bah

F Baji

A Kabasai

V Kaindaneh

J Kainesie

A Kallon

K Kallon

M Kamara

H Koroma

I. Koroma

S Koroma

M Lansana

G Momoh

J Pessima

K Pessima

K. Pessima

T Saffa

R Samudu

T Simbo

**Grantees' Address**

Child Rescue Centre  
c/o Helping Children Worldwide  
14101 Parke Long Court, Suite T  
Chantilly, VA 20151