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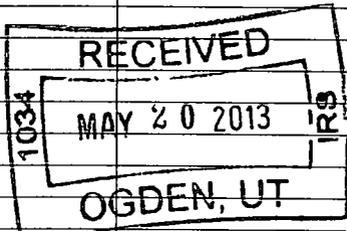
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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 GRAYCIE CAMPBELL SMITH VETERINARY TRUST		A Employer identification number 20-6387055
Number and street (or P O box number if mail is not delivered to street address) 701 NORTH HERMITAGE ROAD	Room/suite	B Telephone number 724-981-4574
City or town, state, and ZIP code HERMITAGE, PA 16148-3234		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) \$ 515,304.	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"/>
<i>(Part I, column (d) must be on cash basis.)</i>		

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).)</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			N/A	
	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	18,675.	18,675.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,932.			
	b Gross sales price for all assets on line 6a 179,743.				
	7 Capital gain net income (from Part IV, line 2)		1,932.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	20,607.	20,607.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	1,385.	416.		969.
	c Other professional fees STMT 2	6,407.	1,922.		4,485.
	17 Interest				
	18 Taxes STMT 3	325.	307.		18.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	8,117.	2,645.		5,472.
	25 Contributions, gifts, grants paid	20,000.			20,000.
26 Total expenses and disbursements Add lines 24 and 25	28,117.	2,645.		25,472.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<7,510.>				
b Net investment income (if negative, enter -0-)		17,962.			
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	16,070.	19,023.	19,023.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 4	111,672.	94,424.	98,765.
	b Investments - corporate stock STMT 5	211,694.	213,520.	228,092.
	c Investments - corporate bonds STMT 6	151,096.	156,055.	169,424.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	490,532.	483,022.	515,304.	
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			
	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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted	490,532.	483,022.	
	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	490,532.	483,022.		
31 Total liabilities and net assets/fund balances	490,532.	483,022.		

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	490,532.
2 Enter amount from Part I, line 27a	2	<7,510.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	483,022.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	483,022.

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 WELLS FARGO #1579-6557 COVERED SECURITIES	P	VARIOUS	12/31/12
b WELLS FARGO #1579-6557 COVERED SECURITIES	P	VARIOUS	12/31/12
c WELLS FARGO #1579-6557 NONCOVERED SECURITIES	P	VARIOUS	12/31/12
d WELLS FARGO #1255-5561 NONCOVERED SECURITIES	P	VARIOUS	12/31/12
e WELLS FARGO #1255-5561 NONCOVERED SECURITIES	P	VARIOUS	12/31/12

(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 38,621.		41,098.	<2,477.>
b 34,006.		34,924.	<918.>
c 12,895.		10,519.	2,376.
d 11,372.		11,302.	70.
e 82,849.		79,968.	2,881.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<2,477.>
b			<918.>
c			2,376.
d			70.
e			2,881.

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	1,932.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	35,745.	502,895.	.071078
2010	15,058.	489,734.	.030747
2009	25,176.	470,249.	.053538
2008	26,391.	488,185.	.054059
2007	28,296.	515,305.	.054911

2 Total of line 1, column (d)	2	.264333
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	.052867
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	503,192.
5 Multiply line 4 by line 3	5	26,602.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	180.
7 Add lines 5 and 6	7	26,782.
8 Enter qualifying distributions from Part XII, line 4	8	25,472.

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)

Table with 11 rows for excise tax calculations. Line 1: 359. Line 2: 0. Line 3: 359. Line 4: 0. Line 5: 359. Line 6a-6d: Credits/Payments. Line 7: 0. Line 8: 0. Line 9: 359. Line 10: 0. Line 11: 0. Total tax due: 359.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: No (X). Row 4b: N/A. Row 5: No (X). Row 6: No (X). Row 7: Yes (X). Row 8a: PA. Row 8b: Yes (X). Row 9: No (X). Row 10: No (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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MICHAEL S. BARR Telephone no. 724-981-2650 Located at 701 NORTH HERMITAGE ROAD, HERMITAGE, PA ZIP+4 16148-3234
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 N/A
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? 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 N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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.

(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
MICHAEL S. BARR 701 NORTH HERMITAGE ROAD HERMITAGE, PA 161483234	CO-TRUSTEE 0.25	0.	0.	0.
VINCENT J. SMITH II 2293 LAKE ROAD SHARPSVILLE, PA 16150	CO-TRUSTEE 0.10	0.	0.	0.
LEWIS N. VOISEY 101 E. WASHINGTON STREET NEW CASTLE, PA 16101	CO-TRUSTEE 0.10	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	493,309.
b	Average of monthly cash balances	1b	17,546.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	510,855.
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	510,855.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,663.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	503,192.
6	Minimum investment return. Enter 5% of line 5	6	25,160.

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	25,160.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	359.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	359.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,801.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,801.
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	24,801.

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	25,472.
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	25,472.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,472.

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				24,801.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			18,809.	
b Total for prior years:		0.		
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: ▶ \$ 25,472.				
a Applied to 2011, but not more than line 2a			18,809.	
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				6,663.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				18,138.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
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)

N/A

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

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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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)				
a Paid during the year				
KRISTEN E. JEFFRIES 320 STONECREST LANE SALTSBURG, PA 15681	NONE	N/A	SCHOLARSHIP TO VETERINARY SCHOOL	10,000.
RYAN M. FORD 324 ROCKLAND ROAD WAYNE, PA 19087	NONE	N/A	SCHOLARSHIP TO VETERINARY SCHOOL	10,000.
Total				▶ 3a 20,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions.
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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) is based on all information of which preparer has any knowledge. Signature: Michael A. B. Date: 5/13/13 Title: CO-TRUSTEE

Paid Preparer Use Only: Print/type preparer's name: ALICE F MATTOCKS; Preparer's signature: Alice Mattocks; Date: 5-6-13; Check self-employed: []; PTIN: P00617264; Firm's name: BLACK, BASHOR & PORSCHE, LLP; Firm's EIN: 25-1304135; Firm's address: 270 EAST CONNELLY BOULEVARD SHARON, PA 16146; Phone no.: (724) 981-7510

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	1,385.	416.		969.
TO FORM 990-PF, PG 1, LN 16B	1,385.	416.		969.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST FEES	6,407.	1,922.		4,485.
TO FORM 990-PF, PG 1, LN 16C	6,407.	1,922.		4,485.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	26.	8.		18.
EXCISE TAX	299.	299.		0.
TO FORM 990-PF, PG 1, LN 18	325.	307.		18.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS	X		94,424.	98,765.
TOTAL U.S. GOVERNMENT OBLIGATIONS			94,424.	98,765.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			94,424.	98,765.

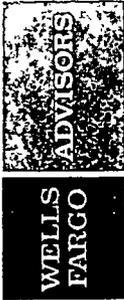
FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	213,520.	228,092.
TOTAL TO FORM 990-PF, PART II, LINE 10B	213,520.	228,092.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	156,055.	169,424.
TOTAL TO FORM 990-PF, PART II, LINE 10C	156,055.	169,424.

2012 ENHANCED SUMMARY



Account Number: 1255-5561
 M S BARR & V J SMITH &
 L J VOISEY TTEE GRAYCIE
 CAMPBELL SMITH VET TR
 UAD 1/13/05

Realized Gain/Loss

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Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY		TOTAL
COVERED SECURITIES	NONCOVERED SECURITIES	
Short term	\$70.00	\$70.00
Long term	\$2,880.84	\$2,880.84
Unknown term	\$0.00	\$0.00
Index options	\$0.00	\$0.00
Total - Realized Gain/Loss		\$2,950.84

2012 ENHANCED SUMMARY

Account Number: 1255-5561
 M S BARR & V J SMITH &
 L J VOISEY TTEE GRAYCIE
 CAMPBELL SMITH VET TR
 UAD 1/13/05

Realized Gain/Loss

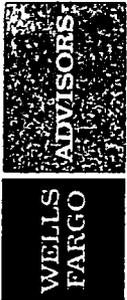
Realized Gain/Loss Detail

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
ABBOTT LABORATORIES							
NOTES							
DTD 05/12/06 FC 11/15/06	5,000.00000	118.7135	01/30/12	11/13/12	5,917.40	5,935.68	-18.28
CUSIP 002824AT7							
US TREASURY							
NOTES							
CPN 2.625% DUE 08/15/20							
DTD 08/15/10 FC 02/15/11	5,000.00000	107.3203	01/03/12	05/24/12	5,454.30	5,366.02	88.28
CUSIP 912828NT3					\$11,371.70	\$11,301.70	\$70.00
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
E.I. DU PONT DE NEMOURS							
SENIOR NOTES							
CPN 6.000% DUE 07/15/18							
DTD 07/28/08 FC 01/15/09	5,000.00000	111.0490	10/15/09	01/30/12	6,243.90	5,552.45	691.45
CUSIP 263534BT5							
GENERAL ELEC CAP CORP							
NOTES							
CPN 5.625% DUE 05/01/18							
DTD 04/21/08 FC 11/01/08	10,000.00000	97.6749	01/14/09	01/30/12	11,441.70	9,767.49	1,674.21
CUSIP 36962G3U6		96.9000				9,690.00	



2012 ENHANCED SUMMARY

Account Number: 1255-5561
 M S BARR & V J SMITH &
 L J VOISEY TTEE GRAYCIE
 CAMPBELL SMITH VET TR
 UAD 1/13/05



Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

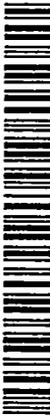
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
HEWLETT-PACKARD CO	5,000.00000	97.7364 96.6920	09/26/08	01/30/12	5,622.90	4,886.82 4,834.60	736.08
GLOBAL NOTES							
CALLABLE							
CPN 5.400% DUE 03/01/17							
DTD 02/27/07 FC 09/01/07							
CUSIP 428236AM5							
JPMORGAN CHASE & CO	5,000.00000	96.5902 92.8610	12/02/08	07/12/12	5,366.77	4,829.51 4,643.05	537.26
NOTES							
CPN 4.750% DUE 03/01/15							
DTD 02/25/05 FC 09/01/05							
CUSIP 46625HCE8							
Subtotal	10,000.00000	96.6768 92.8610	12/02/08	08/10/12	5,417.90	4,833.84 4,643.05	584.06
TENN VALLEY AUTH	5,000.00000	109.5530	05/14/08	10/04/12	5,127.35	5,477.65	-350.30
BONDS							
NON CALL LIFE							
CPN 6.000% DUE 03/15/13							
DTD 03/15/98 FC 09/15/98							
CUSIP 880591CW0							
US TREASURY BONDS 11/28	5,000.00000	127.5000	01/13/09	05/24/12	7,001.17	6,375.00	626.17
CPN 5.250% DUE 11/15/28							
DTD 11/15/98 FC 05/15/99							
CUSIP 912810FF0							
US TREASURY							
NOTE							
CPN 4.750% DUE 05/15/14							
DTD 05/15/04 FC 11/15/04							
CUSIP 912828CJ7							
Subtotal	5,000.00000	101.7617	03/31/05	05/24/12	5,435.94	5,088.09	347.85

2012 ENHANCED SUMMARY

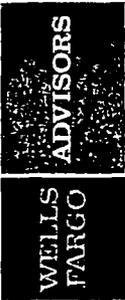
Account Number: 1255-5561
 M S BARR & V J SMITH &
 L J VOISEY TTEE GRAYCIE
 CAMPBELL SMITH VET TR
 UAD 1/13/05

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES								
US TREASURY								
NOTES								
CPN 4.625% DUE 12/31/11								
DTD 12/31/06 FC 06/30/07								
CUSIP 912828GC8	25,000.00000	110.5507	01/13/09	01/03/12		25,000.00	27,637.69	-2,637.69
WAL-MART STORES INC								
SENIOR NOTES								
CPN 5.800% DUE 02/15/18								
DTD 08/24/07 FC 02/15/08								
CUSIP 931142CJ0	5,000.00000	110.3880	01/22/09	01/30/12		6,191.15	5,519.40	671.75
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						\$82,848.78	\$79,967.94	\$2,880.84
							\$79,460.98	



2012 ENHANCED SUMMARY



Account Number: 1579-6557
 GRAYCIE CAMPBELL SMITH
 VETERIN TR U/A 01/13/05
 LEWIS N VOISEY TTEE ET AL

Realized Gain/Loss

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- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY		TOTAL
COVERED SECURITIES	NONCOVERED SECURITIES	
Short term	\$0.00	-\$2,476.69
Long term	\$2,375.45	\$1,457.57
Unknown term	\$0.00	\$0.00
Index options	\$0.00	\$0.00
Total - Realized Gain/Loss	-\$3,394.57	-\$1,019.12

2012 ENHANCED SUMMARY

Account Number: 1579-6557
 GRAYCIE CAMPBELL SMITH
 VETERIN TR U/A 01/13/05
 LEWIS N VOISEY TTEE ET AL

Realized Gain/Loss

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
ACE LIMITED							
CUSIP H0023R105	15.00000	66.6764	11/21/11	10/26/12	1,188.82	1,000.15	188.67
ALBEMARLE CORP							
CUSIP 012653101	65.00000	69.7747	05/02/11	02/15/12	4,212.31	4,535.36	-323.05
AMERIPRISE FINANCIAL INC							
CUSIP 03076C106	40.00000	61.7166	05/02/11	03/21/12	2,292.79	2,468.67	-175.88
CATERPILLAR INC							
CUSIP 149123101	10.00000	114.3979	05/02/11	03/29/12	1,047.79	1,143.98	-96.19
COMMERCE BANCSHARES INC							
CUSIP 200525103	0.75000	0.0000	12/17/12	12/17/12	26.48	0.01	26.47
DARDEN RESTAURANTS							
CUSIP 237194105	100.00000	45.4962	01/17/12	12/11/12	4,644.79	4,549.62	95.17
EXXON MOBIL CORP							
CUSIP 30231G102	25.00000	86.8060	05/02/11	02/09/12	2,126.76	2,170.15	-43.39
HASBRO INC							
CUSIP 418056107	100.00000	47.3216	05/02/11	01/17/12	3,313.23	4,732.16	-1,418.93
HELMERICH & PAYNE INC							
CUSIP 423452101	20.00000	45.0259	05/23/12	09/18/12	981.58	900.52	81.06
INVESCO PLC							
CUSIP G491BT108	48.00000	22.6928	01/30/12	10/15/12	1,185.18	1,089.26	95.92
MONSANTO CO NEW							
CUSIP 61166W101	30.00000	79.7757	06/20/12	10/02/12	2,720.73	2,393.27	327.46
PHILLIPS 66							
CUSIP 718546104	0.32353	35.4526	05/02/11	05/01/12	10.92	11.47	-0.55
	0.17647	32.8667	02/09/12	05/01/12	5.95	5.80	0.15
	14.82353	32.8793	02/09/12	05/17/12	466.26	487.39	-21.13
Subtotal	15.32353				483.13	504.66	-21.53



2012 ENHANCED SUMMARY



Account Number: 1579-6557
 GRAYCIE CAMPBELL SMITH
 VETERIN TR U/A 01/13/05
 LEWIS N VOISEY TTEE ET AL

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount	<i>Continued</i>	
ROYAL DUTCH SHELL PLC ADR CL A	100.00000	77.6524	05/02/11	01/17/12	6,991.58	7,765.24	-773.66		
T ROWE PRICE GROUP INC	35.00000	63.9629	05/02/11	03/21/12	2,252.02	2,238.71	13.31		
TEXAS INSTRUMENTS INC	160.00000	35.0398	05/02/11	03/14/12	5,154.24	5,606.36	-452.12		
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$38,621.43	\$41,098.12	-\$2,476.69		
LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount		
AFLAC INC	27.00000	56.1897	05/02/11	07/31/12	1,182.75	1,517.13	-334.38		
AMERIPRISE FINANCIAL INC	34.00000	61.7166	05/02/11	12/11/12	2,099.58	2,098.37	-8.79		
ANALOG DEVICES INC	55.00000	38.1690	01/03/11	09/11/12	2,217.47	2,099.30	118.17		
CUSIP 032654105	54.00000	37.9625	01/11/11	09/11/12	2,177.17	2,049.98	127.19		
Subtotal	109.00000				4,394.64	4,149.28	245.36		
CULLEN FROST BANKERS INC	40.00000	59.0299	05/02/11	05/09/12	2,323.80	2,361.20	-37.40		
CUSIP 229899109	160.00000	43.6794	05/02/11	11/14/12	6,744.49	6,988.70	-244.21		
GLAXOSMITHKLINE PLC-ADR	20.00000	63.2068	05/02/11	07/31/12	929.77	1,264.14	-334.37		
CUSIP 37733W105	65.00000	63.2068	05/02/11	09/18/12	3,190.13	4,108.44	-918.31		
HELMERICH & PAYNE INC	85.00000				4,119.90	5,372.58	-1,252.68		
CUSIP 423452101									
Subtotal									

2012 ENHANCED SUMMARY

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Account Number: 1579-6557
 GRAYCIE CAMPBELL SMITH
 VETERIN TR U/A 01/13/05
 LEWIS N VOISEY TTEE ET AL

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount	Continued	
								Open Date/ Acquisition Date	Date of Sale or Exchange
LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
JOHNSON & JOHNSON CUSIP 478160104	20.00000	66.2216	05/02/11	06/20/12	1,335.99	1,324.44	11.55		
NORFOLK SOUTHERN CORP CUSIP 655844108	67.00000	63.9392	01/03/11	09/27/12	4,304.82	4,283.93	20.89		
PHILLIPS 66 CUSIP 718546104	27.17647	35.4523	05/02/11	05/17/12	854.80	963.46	-108.66		
PROCTER & GAMBLE CO CUSIP 742718109	35.00000	65.0866	05/02/11	05/15/12	2,240.84	2,278.04	-37.20		
	35.00000	65.0866	05/02/11	05/17/12	2,243.23	2,278.03	-34.80		
Subtotal	70.00000				4,484.07	4,556.07	-72.00		
TJX COS INC NEW CUSIP 872540109	49.00000	26.7179	05/02/11	07/31/12	2,171.62	1,309.18	862.44		
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$34,006.46	\$34,924.34	-\$917.88		
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
ANALOG DEVICES INC CUSIP 032654105	20.00000	38.0432	12/30/10	09/11/12	806.35	760.86	45.49		
AUTOMATIC DATA PROCESSING CUSIP 053015103	16.00000	43.0066	08/01/08	01/30/12	875.61	688.10	187.51		
	50.00000	43.7969	08/05/08	01/30/12	2,736.31	2,189.85	546.46		
Subtotal	66.00000				3,611.92	2,877.95	733.97		
EMERSON ELECTRIC CO CUSIP 291011104	35.00000	57.5346	12/29/10	11/14/12	1,727.78	2,013.72	-285.94		
MCDONALDS CORP CUSIP 580135101	12.00000	60.0239	08/01/08	01/17/12	1,209.73	720.28	489.45		



2012 ENHANCED SUMMARY

Account Number: 1579-6557
 GRAYCIE CAMPBELL SMITH
 VETERIN TR U/A 01/13/05
 LEWIS N VOISEY TTEE ET AL



Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Continued	
						Adjusted Cost/ Original Cost	Gain or Loss Amount
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
	33.00000	61.8765	08/05/08	01/17/12	3,326.79	2,041.93	1,284.86
Subtotal	45.00000				4,536.52	2,762.21	1,774.31
PEPSICO INCORPORATED CUSIP 713448108	32.00000	65.7686	10/08/10	11/07/12	2,212.22	2,104.60	107.62
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$12,894.79	\$10,519.34	\$2,375.45