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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation THE WILLIAM G POMEROY FOUNDATION		A Employer identification number 20-6572301	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 3327		B Telephone number (see instructions) (315) 476-3000	
City or town, state, and ZIP code SYRACUSE, NY 132203327		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,637,925		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)			

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)	3,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35,923	57,666		
	4 Dividends and interest from securities.	174,039	198,116		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	125,323			
	b Gross sales price for all assets on line 6a _____ 1,355,323				
	7 Capital gain net income (from Part IV , line 2)		96,925		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-2,380	-2,380		
	12 Total. Add lines 1 through 11	3,332,905	350,327		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,083	3,812		1,271
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,606	525		750
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,423	0		2,423
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,153	834		706
	24 Total operating and administrative expenses. Add lines 13 through 23	13,265	5,171		5,150
	25 Contributions, gifts, grants paid	734,368			734,368
	26 Total expenses and disbursements. Add lines 24 and 25	747,633	5,171		739,518
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,585,272			
	b Net investment income (if negative, enter -0-)		345,156		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,898,962	10,669,354	10,669,354
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	839,008	 1,017,035	1,017,035
	b	Investments—corporate stock (attach schedule)	6,811,067	 8,494,241	8,494,241
	c	Investments—corporate bonds (attach schedule).	1,500,306	 454,996	454,996
	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 ▶ _____)	 7,485	 2,299	 2,299	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,056,828	20,637,925	20,637,925	
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	17,056,828	20,637,925	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	17,056,828	20,637,925	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,056,828	20,637,925	

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 17,056,828
2	Enter amount from Part I, line 27a	2 2,585,272
3	Other increases not included in line 2 (itemize) ▶ 	3 995,829
4	Add lines 1, 2, and 3	4 20,637,929
5	Decreases not included in line 2 (itemize) ▶ 	5 4
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 20,637,925

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	FIDELITY INVESTMENTS - 2784	P		
b	FIDELITY INVESTMENTS - 2784 (CAPITAL GAIN DISTRIBUTION)	P		
c	ENTERPRISE PRODUCTS PARTNERS L P - K-1	P		
d	BOOK CAPITAL GAIN DISTRIBUTIONS IN EXCESS OF TAX	P		
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 1,230,000		1,230,000	0
b 124,706			124,706
c 617			617
d		28,398	-28,398
e			

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			0
b			124,706
c			617
d			-28,398
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	96,925
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	605,136	14,785,912	0 040927
2010	458,786	12,225,097	0 037528
2009	346,224	9,326,026	0 037124
2008	221,553	6,851,364	0 032337
2007	40,132	4,357,252	0 009210

2 Total of line 1, column (d).	2	0 157126
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 031425
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,619,126
5 Multiply line 4 by line 3.	5	553,681
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,452
7 Add lines 5 and 6.	7	557,133
8 Enter qualifying distributions from Part XII, line 4.	8	739,518

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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		1	3,452
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,452
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,452
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,200	
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	3,200
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	6
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	258
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW WGPFOUNDATION ORG				
14	The books are in care of ▶PAULA MILLERTelephone no ▶(315) 476-3000 Located at ▶PO BOX 3327 SYRACUSE NYZIP +4 ▶132203327			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)?	5b		
	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?	6b		
	If "Yes" to 6b, file Form 8870.			No
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?	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
WILLIAM G POMEROY	TRUSTEE	0	0	0
PO BOX 3327	2 00			
SYRACUSE, NY 13220				
SANDRA POMEROY	TRUSTEE	0	0	0
PO BOX 3327	2 00			
SYRACUSE, NY 13220				
PAULA MILLER	TRUSTEE	0	0	0
PO BOX 3327	10 00			
SYRACUSE, NY 13220				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,399,557
b	Average of monthly cash balances.	1b	8,487,881
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,887,438
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	17,887,438
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	268,312
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,619,126
6	Minimum investment return. Enter 5% of line 5.	6	880,956

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	880,956
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,452
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,452
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	877,504
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	877,504
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	877,504

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	739,518
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	739,518
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	3,452
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	736,066
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				877,504
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			724,554	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 739,518				
a Applied to 2011, but not more than line 2a			724,554	
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.				14,964
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				862,540
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

WILLIAM G POMEROY

b

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

2

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

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

a

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

PAULA MILLER
PO BOX 3327
SYRACUSE, NY 13220
(315) 476-3000

b

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITTEN FORM ALONG WITH A COPY OF THE EXEMPTION CERTIFICATE GRANTING 501(C)(3) STATUS RECEIVED FROM THE INTERNAL REVENUE SERVICE

c

Any submission deadlines

SUBMISSION DEADLINES VARY BY REGION - REFER TO THE HISTORIC MARKER PROGRAM REGIONAL GRANT SCHEDULE

d

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

SUBMISSIONS FOR THE HISTORIC MARKER PROGRAM SHOULD BE LIMITED TO NEW YORK STATE AND TO THE 1790-1850 TIME FRAME

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 See Additional Data Table				
Total			3a	734,368
b Approved for future payment				
Total			3b	0

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	35,923	
4	Dividends and interest from securities.			14	174,039	
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	125,323	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	ENTERPRISE PRODUCTS			14	-2,380	
11	Other revenue a PARTNERS L P _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		0		332,905	0
13	Total. Add line 12, columns (b), (d), and (e).			13		332,905

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
---------------	--

[illegible]

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
APHNYS 2012 PO BOX 366 CHENANGO BRIDGE,NY 13745	N/A	PUBLIC	ANNUAL AWARD BANQUET	1,035
BE THE MATCH FOUNDATION 3001 BROADWAY STREET NE SUITE 601 MINNEAPOLIS,MN 55413	N/A	PUBLIC	DONATION	13,000
BMT INFONET 2310 SKOKIE VALLEY ROAD SUITE 104 HIGHLAND PARK,IL 60035	N/A	PUBLIC	SURVIVOR SYMPOSIUM AND DATABASE CONVERSION	36,000
BOSTON HISTORICAL SOCIETY INC PO BOX 332 NORTH BOSTON,NY 141100332	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
BUFFALO AND ERIE COUNTY HISTORICAL SOCIETY 11 PLYMOUTH AVENUE BUFFALO,NY 14201	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
CHEEKTOWAGA HISTORICAL ASSOCIATION 1505 EMERY ROAD EAST EAST AURORA,NY 14052	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
CHITTENANGO LANDING CANAL BOAT MUSEUM 7010 LAKEPORT ROAD CHITTENANGO,NY 13037	N/A	PUBLIC	HISTORIC MARKER GRANT	2,128
CITY OF BATAVIA 55 RIVER STREET BATAVIA,NY 14020	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
CNY COMMUNITY FOUNDATION 431 EAST FAYETTE STREET SUITE 100 SYRACUSE,NY 13202	N/A	PUBLIC	DONATION	274,000
CORNERSTONE MASONIC HISTORICAL SOCIETY 13 RIDGEWAY DRIVE WARWICK,NY 10990	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
CROUSE HEALTH FOUNDATION 736 IRVING AVENUE SYRACUSE,NY 13210	N/A	PUBLIC	LIGHTS OF LOVE CAMPAIGN	500
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE FL 6 BROOKLINE,MA 02445	N/A	PUBLIC	FUND FOR ACUTE MYELOGENOUS LEUKEMIA AND FUND FOR STEM CELL TRANSPLANT RESEARCH	270,000
DAUGHTERS OF UNION VETERANS OF THE CIVIL WAR 11077 HOXIE ROAD WEST EDMESTON,NY 13485	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
ELMA HISTORICAL SOCIETY 3011 BOWEN ROAD PO BOX 84 ELMA,NY 14059	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
ERIE CANAL MUSEUM 318 ERIE BOULEVARD EAST SYRACUSE,NY 13202	N/A	PUBLIC	SILVER SPONSORSHIP	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOOD BANK OF CENTRAL NEW YORK 7066 INTERSTATE ISLAND ROAD SYRACUSE,NY 13209	N/A	PUBLIC	CAPITAL CAMPAIGN TO NAME THE VESTIBULE	10,000
FOREST LAWN HERITAGE FOUNDATION INC 1411 DELAWARE AVENUE BUFFALO,NY 14209	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
GENOA HISTORICAL ASSOCIATION 8953 ROUTE 90 KING FERRY,NY 13081	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
HULL HOUSE FOUNDATION 1132 ALLEGHANY ROAD ATTICA,NY 14011	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
LEROY HISTORICAL SOCIETY 23 EAST MAIN STREET PO BOX 176 LEROY,NY 14482	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
LEUKEMIA & LYMPHOMA SOCIETY 4053 MAPLE ROAD SUITE 105 AMHERST,NY 14226	N/A	PUBLIC	LIGHT THE NIGHT	5,000
MADISON HALL ASSOCIATION INC PO BOX 115 MORRISVILLE,NY 13408	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
MARROWNATION 3433 CARMICHAEL STREET PALM HARBOR,FL 34684	N/A	PUBLIC	DONATION	42,080
MEXICO HISTORICAL SOCIETY PO BOX 63 MEXICO,NY 13114	N/A	PUBLIC	HISTORIC MARKER GRANT	2,128
MONTEZUMA HISTORICAL SOCIETY 8621 DENMAN ROAD PORT BYRON,NY 13140	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
ONONDAGA COMMUNITY COLLEGE 4585 WEST SENECA TURNPIKE SYRACUSE,NY 132154585	N/A	PUBLIC	GRANT TO RESTORE FENCE FOR GENERAL ELLIS CEMETERY	5,000
ONONDAGA HISTORICAL ASSOCIATION 321 MONTGOMERY STREET SYRACUSE,NY 13202	N/A	PUBLIC	GLORIOUS WORKPLACES SPONSORSHIP AND HISTORIC MARKER GRANT	3,614
ROCKY POINT HISTORICAL SOCIETY PO BOX 1720 ROCKY POINT,NY 11778	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL NEW YORK 1100 EAST GENESEE STREET SYRACUSE,NY 13210	N/A	PUBLIC	CAPITAL CAMPAIGN - PANTRY SPONSOR	30,000
SOLVAY PUBLIC LIBRARY 615 WOODS ROAD SOLVAY,NY 13209	N/A	PUBLIC	HISTORIC MARKER GRANT	2,128

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TAYLOR HISTORICAL SOCIETY 4332 CHENINGO-SOLON POND ROAD CINCINNATUS,NY 13040	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
TOWN OF ALABAMA 1976 LEWISTON ROAD BASOM,NY 14013	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
TOWN OF AMENIA 5103 ROUTE 22 AMENIA,NY 12501	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
TOWN OF BROOKHAVEN ONE INDEPENDENCE HILL FARMINGVILLE,NY 11738	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
TOWN OF EDEN 2795 E CHURCH STREET EDEN,NY 14057	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
TOWN OF NORTH HEMPSTEAD 33 WREN DRIVE EAST HILLS,NY 11576	N/A	PUBLIC	HISTORIC ROADSIDE MARKER PROGRAM	1,050
TOWN OF OSSINING 104 HAVELL STREET OSSINING,NY 10562	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
TOWN OF OWASCO 2 BRISTOL AVENUE AUBURN,NY 13021	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
TOWN OF POMPEY HISTORICAL SOCIETY 8354 ROUTE 20 MANLIUS,NY 13104	N/A	PUBLIC	HISTORIC MARKER GRANT AND DONATION	4,464
TOWN OF SOUTHAMPTON 116 HAMPTON ROAD SOUTHAMPTON,NY 11968	N/A	PUBLIC	HISTORIC MARKER GRANT	1,050
VILLAGE OF BALDWINSVILLE 78 OSWEGO STREET BALDWINSVILLE,NY 13027	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
VILLAGE OF HOMER 53 SOUTH MAIN STREET HOMER,NY 13077	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
WEST SENECA HISTORICAL SOCIETY 4985 SENECA STREET WEST SENECA,NY 14224	N/A	PUBLIC	HISTORIC MARKER GRANT	1,064
WVBE-FM 3934 ELECTRIC ROAD SW ROANOKE,VA 24018	N/A	PUBLIC	BONE MARROW DRIVE	3,225
Total  3a				734,368

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization THE WILLIAM G POMEROY FOUNDATION	Employer identification number 20-6572301
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE WILLIAM G POMEROY FOUNDATION	Employer identification number 20-6572301
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	WILLIAM G POMEROY PO BOX 3327 SYRACUSE, NY 13220	\$ 3,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE WILLIAM G POMEROY FOUNDATION	Employer identification number 20-6572301
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE WILLIAM G POMEROY FOUNDATION	Employer identification number 20-6572301
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2012 Accounting Fees Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,083	3,812		1,271

TY 2012 General Explanation Attachment**Name:** THE WILLIAM G POMEROY FOUNDATION**EIN:** 20-6572301

Identifier	Return Reference	Explanation
DONOR ADVISED FUNDS	990-PF, PART VII-A, NUMBER 12	DISTRIBUTIONS TO A DONOR ADVISED FUND ARE TREATED AS QUALIFYING DISTRIBUTIONS BY THE FOUNDATION. DISTRIBUTIONS FROM THE DONOR ADVISED FUND WILL BE USED TO PROVIDE FINANCIAL SUPPORT TO AN ORGANIZATION ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES.

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE WILLIAM G POMEROY FOUNDATION**EIN:** 20-6572301

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CENTURIAN BANK 2.75%	203,288	203,288
BMW BANK NORTH AMERICA UTAH 2.35%	0	0
BANK NORTH CAROLINA NC 2.75%	0	0
CAPMARK BANK MIDVALUE UTAH 3.0%	0	0
CAPMARK BANK MIDVALUE UTAH 3.050%	0	0
CELTIC BANK SALT LAKE CITY UTAH 2.4%	0	0
CITI BANK SALT LAKE CITY UTAH 3.15%	0	0
DISCOVER BK GREENWOOD DEL 2.15%	0	0
GE MONEY BK SALT 2.35%	0	0
ALLY BANK MIDVALUE UTAH 1.8%	251,708	251,708

TY 2012 Investments Corporate
Stock Schedule

Name: THE WILLIAM G POMEROY FOUNDATION
EIN: 20-6572301

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AVNET INC	119,838	119,838
E M C CORP MASS	35,420	35,420
GENERAL ELECTRIC CO	86,059	86,059
INTL BUSINESS MACH	229,860	229,860
MICROSOFT CORP	114,853	114,853
NETWORK APPLIANCE CORP	23,485	23,485
PC CONNECTION INC	8,625	8,625
POWERSHARES QQQ	488,475	488,475
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P	669,327	669,327
SECTOR SPDR TR SHS	88,506	88,506
SYMANTEC CORP	4,216	4,216
VERIZON COMMUNICATIONS	64,905	64,905
WALMART STORES	143,283	143,283
FIDELITY INT'L DISCOVERY	394,350	394,350
FIDELITY LATIN AMERICA	208,809	208,809
FIDELITY SMALL CAP STOCK	130,228	130,228
FIDELITY BLUE CHIP	299,548	299,548
FIDELITY SMALL CAP VALUE	525,419	525,419
FIDELITY SELECT TECHNOLOGY	137,589	137,589
FIDELITY SELECT COMMUNICATION & EQUIPMENT PORT	44,728	44,728
FIDELITY SELECT TELECOMM	22,446	22,446
FIDELITY PURITAN	197,499	197,499
FIDELITY SELECT SOFTWARE & COMPUTER	382,946	382,946
FIDELITY EXPORT	691,491	691,491
FIDELITY VALUE	544,315	544,315
VENTAS INC	116,496	116,496
ALLSCRIPTS HEATHCARE SOLUTIONS, INC.	17,898	17,898
AMAZON.COM, INC.	376,305	376,305
EBAY, INC.	101,996	101,996
ENTERPRISE GP HOLDINGS LP	98,497	98,497

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP.	173,100	173,100
MCDONALDS CORP.	17,642	17,642
FIDELITY HIGH INCOME	1,265,424	1,265,424
EXELON CORP	50,469	50,469
FRONTIER COMMUNICATIONS CORP COM	1,027	1,027
ISHARES TRUST S&P SMALLCAP 600 INDEX FD	31,240	31,240
SPDR DOW JONES INDL AVERAGE ETF TR UNIT SER 1	405,200	405,200
TOYOTA MOTOR CORP ADR-EACH REP 2 ORD	55,950	55,950
SUPERVALU INC	4,940	4,940
DU PONT E I DE NEMOURS & CO	26,987	26,987
FORD MTR CO DEL COM	12,950	12,950
INTEL CORP	20,620	20,620
SPRINT NEXTEL CORP FON SHS	11,340	11,340
STURM RUGER & CO INC	49,940	49,940

TY 2012 Investments Government Obligations Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

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

1,017,035

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

1,017,035

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Other Assets Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	7,485	2,299	2,299

TY 2012 Other Decreases Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

Description	Amount
NONDEDUCTIBLE EXPENSES	4

TY 2012 Other Expenses Schedule**Name:** THE WILLIAM G POMEROY FOUNDATION**EIN:** 20-6572301

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	695	348		347
AMORTIZATION OF PREMIUMS	0	481		0
INVESTMENT FEES	99	5		0
MISCELLANEOUS EXPENSES	359	0		359

TY 2012 Other Income Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE PRODUCTS PARTNERS L P	-2,380	-2,380	-2,380

TY 2012 Other Increases Schedule

Name: THE WILLIAM G POMEROY FOUNDATION

EIN: 20-6572301

Description	Amount
UNREALIZED GAIN ON SECURITIES HELD	995,829

TY 2012 Taxes Schedule**Name:** THE WILLIAM G POMEROY FOUNDATION**EIN:** 20-6572301

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,794	0		0
NYS FILING FEE	750	0		750
FOREIGN TAX PAID	62	525		0