



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

, and ending

Name of foundation Welsh Family Foundation		A Employer identification number 20-6709966
Number and street (or P.O. box number if mail is not delivered to street address) 265 Stewart Drive	Room/suite	B Telephone number 321-459-2999
City or town, state, and ZIP code Merritt Island, FL 32952		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,006,463.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		6,023.		N/A	
2 Check <input 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		28,241.	27,602.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		25,375.			
b Gross sales price for all assets on line 6a 274,731.					
7 Capital gain net income (from Part IV, line 2)			25,375.		
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) 2013					
11 Other income		684.	684.		Statement 2
12 Total. Add lines 1 through 11		60,323.	53,661.		
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					
c Other professional fees Stmt 3		9,383.	9,383.		0.
17 Interest					
18 Taxes Stmt 4		496.	165.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		11.	11.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		9,890.	9,559.		0.
25 Contributions, gifts, grants paid		54,000.			54,000.
26 Total expenses and disbursements. Add lines 24 and 25		63,890.	9,559.		54,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,567.>			
b Net investment income (if negative, enter -0-)			44,102.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

09540508 134352 WelshFamFdn

2012.03040 Welsh Family Foundation

WELSHFA1

P
20

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		40,659.	43,361.	43,361.
	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				
	b	Investments - corporate stock Stmt 6		550,152.	575,312.	697,058.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other Stmt 7		266,875.	233,210.	266,044.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		857,686.	851,883.	1,006,463.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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		857,686.	851,883.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		857,686.	851,883.		
31	Total liabilities and net assets/fund balances		857,686.	851,883.		

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	857,686.
2	Enter amount from Part I, line 27a	2	<3,567.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	854,119.
5	Decreases not included in line 2 (itemize) ▶ Unrealized gain/loss on investments	5	2,236.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	851,883.

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				
b See Attached Statements				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 274,731.		249,356.	25,375.

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			
b			
c			
d			
e			25,375.

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	25,375.
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	82,669.	964,918.	.085675
2010	43,820.	906,819.	.048323
2009	31,100.	836,475.	.037180
2008	16,000.	1,106,574.	.014459
2007	109,340.	1,314,110.	.083205

2 Total of line 1, column (d)	2	.268842
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	.053768
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	954,528.
5 Multiply line 4 by line 3	5	51,323.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	441.
7 Add lines 5 and 6	7	51,764.
8 Enter qualifying distributions from Part XII, line 4	8	54,000.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	441.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	441.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	441.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		441.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
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 ? <i>If "No," attach explanation</i>	X	
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Gerard Zopfi</u> Telephone no. ► <u>203-656-5500</u> Located at ► <u>c/o HHG 23 Old Kings Highway South, Darien, CT</u> ZIP+4 ► <u>06820</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) <u>N/A</u>	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b**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?

N/A

☐ 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****X**

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?

N/A

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
Jacqueline P. Welsh	Grantor/Trustee			
265 Stewart Drive				
Merritt Island, FL 32952	3.00	0.	0.	0.
Nancy Lynne Welsh	Trustee			
615 Lake Boone Trail				
Raleigh, NC 27607	1.00	0.	0.	0.
David A. Welsh	Trustee			
337 Southampton Drive				
Indialantic, FL 32903	1.00	0.	0.	0.
Steven M. Welsh	Trustee			
5217 Atherton Bdg Road				
Raleigh, NC 27613	1.00	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**

Form 990-PF (2012)

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	927,882.
b	Average of monthly cash balances	1b	41,182.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	969,064.
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	969,064.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	954,528.
6	Minimum investment return. Enter 5% of line 5	6	47,726.

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	47,726.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	441.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	441.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,285.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,285.
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	47,285.

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	54,000.
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	54,000.
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	441.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,559.

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.

Form 990-PF (2012)

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				47,285.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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	36,476.			
f Total of lines 3a through e	36,476.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 54,000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	43,191.			
d Applied to 2012 distributable amount				10,809.
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))	36,476.			36,476.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	43,191.			
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				0.
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	43,191.			
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	43,191.			

** See Statement 8

Form 990-PF (2012)

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

N/A

1 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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).)

Jacqueline P. Welsh

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				
Builders of Hope 310 North Harrington St Raleigh, NC 27603	None	509(a)	General	10,000.
Middle Tennessee State University 1301 East Main Street Murfreesboro, TN 37132	None	School	Education	5,000.
Reformed University Fellowship 1700 N Brown Road, Suite 104 Lawrenceville, GA 30043	None	School	Education	5,000.
St Jude's Children Hospital 262 Danny Thomas Place Memphis, TN 38105	None	509(a)	General	5,000.
St. David's School 3400 White Oak Road Raleigh, NC 27609	None	School	Education	12,000.
Total See continuation sheet(s) ▶ 3a				54,000.
b Approved for future payment				
None				
Total ▶ 3b				0

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

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

[illegible]


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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 of officer or trustee

5-14-13
Date

▶ trustee
Title

May the IRS discuss this return with the preparer shown below (see note 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Thomas W. Hynes

Sam Hume

5.9.13

P00019525

Firm's name ► Hynes, Himmelreich, Glennon & Co, LLC

Firm's EIN ▶ 06-1414579

Firm's address ► P.O. Box 4004
Darien, CT 06820

Phone no. 203-656-5500

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Welsh Family Foundation

20-6709966

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 33 1/3% 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Welsh Family Foundation**20-6709966****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>	<u>Steven M. Welsh</u> <u>5217 Atherton Bridge Road</u> <u>Raleigh, NC 27613</u>	\$ <u>6,023.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

20-6709966

[illegible]

Name of organization	Employer identification number
Welsh Family Foundation	20-6709966

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) ▶ \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Welsh Family Foundation

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 310 BRISTOL-MYERS SQUIBB CO		P	10/24/06	09/10/12
b 45 DOMINION RES INC VA NEW		P	07/21/10	04/18/12
c 75 GENUINE PARTS CO		P	10/24/06	04/18/12
d 0.66667 KRAFT FOODS GROUP		P	06/09/08	10/02/12
e 400 NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA COR		P	01/08/09	04/18/12
f 65 PHILLIPS 66		P	11/03/09	06/12/12
g 85 VERIZON COMMUNICATIONS		P	10/24/06	06/29/12
h 20 ADOBE SYSTEMS INC		P	02/07/08	07/03/12
i 30 ADOBE SYSTEMS INC		P	02/07/08	12/21/12
j 20 ADOBE SYSTEMS INC		P	06/25/10	12/21/12
k 50 AMPHENOL CORP CL A		P	08/16/11	09/05/12
l 10 AMPHENOL CORP CL A		P	05/18/11	01/27/12
m 40 AMPHENOL CORP CL A		P	11/02/11	01/27/12
n 30 BARD C R INCORPORATED		P	08/31/09	09/05/12
o 20 BARD C R INCORPORATED		P	11/06/09	09/05/12

(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 10,285.		7,568.	2,717.
b 2,271.		1,873.	398.
c 4,822.		3,415.	1,407.
d 31.		22.	9.
e 1,590.		6,066.	<4,476.>
f 2,177.		1,509.	668.
g 3,786.		2,908.	878.
h 634.		652.	<18.>
i 1,120.		978.	142.
j 746.		609.	137.
k 3,034.		2,346.	688.
l 543.		558.	<15.>
m 2,174.		1,907.	267.
n 2,967.		2,403.	564.
o 1,978.		1,560.	418.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,717.
b			398.
c			1,407.
d			9.
e			<4,476.>
f			668.
g			878.
h			<18.>
i			142.
j			137.
k			688.
l			<15.>
m			267.
n			564.
o			418.

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 }

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 }

2

3

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	20 BARD C R INCORPORATED	P	12/22/09	09/05/12
b	30 C H ROBINSON WORLDWD NEW	P	08/26/11	11/29/12
c	20 C H ROBINSON WORLDWD NEW	P	03/23/12	11/29/12
d	50 COGNIZANT TECH SOL CL A	P	08/26/11	11/29/12
e	20 EQUIFAX INC	P	01/24/08	07/03/12
f	50 EQUIFAX INC	P	01/24/08	11/29/12
g	30 EMERSON ELECTRIC CO	P	01/24/08	06/26/12
h	20 EMERSON ELECTRIC CO	P	05/18/11	06/26/12
i	20 OMNICOM GROUP INC	P	01/24/08	07/03/12
j	50 OMNICOM GROUP INC	P	01/24/08	06/26/12
k	30 PAYCHEX INC	P	12/26/08	06/29/12
l	10 PAYCHEX INC	P	05/26/09	06/29/12
m	60 PAYCHEX INC	P	11/04/10	06/29/12
n	50 STRYKER CORP	P	01/24/08	09/05/12
o	30 STRYKER CORP	P	03/25/09	11/29/12

(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 1,978.		1,584.	394.
b 1,865.		1,970.	<105.>
c 1,243.		1,288.	<45.>
d 3,336.		2,950.	386.
e 945.		706.	239.
f 2,571.		1,765.	806.
g 1,330.		1,526.	<196.>
h 887.		1,069.	<182.>
i 972.		871.	101.
j 2,315.		2,176.	139.
k 941.		768.	173.
l 314.		271.	43.
m 1,882.		1,709.	173.
n 2,645.		3,460.	<815.>
o 1,644.		1,009.	635.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			394.
b			<105.>
c			<45.>
d			386.
e			239.
f			806.
g			<196.>
h			<182.>
i			101.
j			139.
k			173.
l			43.
m			173.
n			<815.>
o			635.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 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

Welsh Family Foundation

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	50 STRYKER CORP	P	07/23/10	11/29/12
b	30 STRYKER CORP	P	09/24/10	11/29/12
c	40 ROWE T PRICE GROUP INC	P	01/24/08	03/23/12
d	30 ROWE T PRICE GROUP INC	P	11/06/09	11/29/12
e	20 ROWE T PRICE GROUP INC	P	02/03/10	11/29/12
f	20 ROWE T PRICE GROUP INC	P	02/03/10	04/27/12
g	669 ISHARES MSCI HK IDX FD HONG KONG INDEX FUND	P	10/05/11	02/02/12
h	540 ISHARES MSCI HK IDX FD HONG KONG INDEX FUND	P	11/01/11	02/02/12
i	72 CURRENCYSHARES JAPANESE YEN TRUST	P	10/05/11	02/02/12
j	49 SPDR GOLD TRUST SPDR GOLD SHARES	P	05/31/11	07/17/12
k	129 SPDR BARCLAYS CAPITAL HIGH YIELD BOND ETF	P	02/09/12	10/03/12
l	83 ISHARES IBOXX INVESTOP IBOXX \$ INVESTOP CORP	P	10/05/11	10/03/12
m	100 PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX	P	10/04/10	10/03/12
n	44 PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX F	P	10/04/10	02/02/12
o	94 PIMCO EXCH TRADED FUND ENHANCED SHORT MATURIT	P	11/18/10	02/02/12

(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 2,740.		2,357.	383.
b 1,644.		1,473.	171.
c 2,543.		2,139.	404.
d 1,930.		1,488.	442.
e 1,287.		1,026.	261.
f 1,261.		1,026.	235.
g 11,299.		9,505.	1,794.
h 9,120.		8,843.	277.
i 9,302.		9,233.	69.
j 7,535.		7,333.	202.
k 5,160.		5,108.	52.
l 10,094.		9,237.	857.
m 7,223.		5,647.	1,576.
n 2,959.		2,485.	474.
o 9,448.		9,505.	<57.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			383.
b			171.
c			404.
d			442.
e			261.
f			235.
g			1,794.
h			277.
i			69.
j			202.
k			52.
l			857.
m			1,576.
n			474.
o			<57.>

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 }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

Welsh Family Foundation

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	272 POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD	P	02/09/12	10/03/12
b	40 POWERSHS QQQ TRUST SER 1	P	02/01/11	10/03/12
c	77 S P D R S&P 500 ETF TR EXPIRING 01/22/2118	P	02/02/12	06/06/12
d	79 ISHARES TR BARCLAYS TIPSBOND FUND	P	06/16/08	06/06/12
e	15 ISHARES TR BARCLAYS TIPSBOND FUND	P	02/01/11	06/06/12
f	131 ISHARES TR BARCLAYS TIPSBOND FUND	P	09/27/11	10/03/12
g	30 VANGUARD DIV APPRCIATION	P	02/01/11	02/02/12
h	43 VANGUARD REIT	P	09/15/10	02/02/12
i	321 VANGUARD TOTAL STOCK MKT	P	06/20/06	02/02/12
j	82 VANGUARD TOTAL STOCK MKT	P	02/04/09	02/02/12
k	49 VANGUARD TOTAL STOCK MKT	P	02/01/11	02/02/12
l	48 VANGUARD TOTAL STOCK MKT	P	05/31/11	02/02/12
m	138 VANGUARD MSCI EMERGING MARKETS ETF	P	05/31/11	12/06/12
n	1401.869 IVY ASSET STRATEGY FUND CL I	P	08/11/09	06/27/12
o	5.661 IVY ASSET STRATEGY FUND CL I	P	12/15/10	06/27/12

(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 5,187.		5,099.	88.
b 2,760.		2,279.	481.
c 10,119.		10,217.	<98.>
d 9,489.		8,322.	1,167.
e 1,802.		1,609.	193.
f 16,067.		15,018.	1,049.
g 1,696.		1,611.	85.
h 2,679.		2,262.	417.
i 21,944.		19,751.	2,193.
j 5,606.		3,460.	2,146.
k 3,350.		3,302.	48.
l 3,281.		3,350.	<69.>
m 5,906.		6,772.	<866.>
n 32,597.		28,474.	4,123.
o 132.		132.	0.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			88.
b			481.
c			<98.>
d			1,167.
e			193.
f			1,049.
g			85.
h			417.
i			2,193.
j			2,146.
k			48.
l			<69.>
m			<866.>
n			4,123.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 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	

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 14.664 IVY ASSET STRATEGY FUND CL I		P	12/08/11	06/27/12
b 177 JENSEN QUALITY GROWTH FD CL I		P	12/10/08	12/13/12
c 0.598 JENSEN QUALITY GROWTH FD CL I		P	06/21/11	12/13/12
d 0.746 JENSEN QUALITY GROWTH FD CL I		P	09/22/11	12/13/12
e 0.646 JENSEN QUALITY GROWTH FD CL I		P	12/22/11	12/13/12
f 0.613 JENSEN QUALITY GROWTH FD CL I		P	03/21/12	12/13/12
g 0.627 JENSEN QUALITY GROWTH FD CL I		P	06/20/12	12/13/12
h Capital Gains Dividends				
i				
j				
k				
l				
m				
n				
o				

(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 341.		336.	5.
b 5,248.		3,373.	1,875.
c 18.		17.	1.
d 22.		18.	4.
e 19.		17.	2.
f 18.		18.	0.
g 19.		18.	1.
h <140.>			<140.>
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5.
b			1,875.
c			1.
d			4.
e			2.
f			0.
g			1.
h			<140.>
i			
j			
k			
l			
m			
n			
o			

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

25,375.

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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
Wylliesburg Presbyterian Church 506 Jackson Vaughan Rd Wylliesburg, VA 23976	None	509(a)	General	7,500.
New Life in Christ Church 11925 Burgess Ln Fredericksburg, VA 22407	None	509(a)	General	1,000.
World Witness 1 Cleveland St, Suite 220 Greenville, SC 29601	None	509(a)	General	1,000.
University of Tennessee Foundation 615 McCallie Avenue Chattanooga, TN 37403	None	509(a)	Education	5,000.
Virginia Tech Foundation 902 Prices Fork Rd, Suite 4500 Blacksburg, VA 24061	None	509(a)	Education	1,000.
Virginia Tech Reformed University Fellowship 5332 Tower Hill Ct. Williamsburg, VA 23188	None	509(a)	General	1,500.
Total from continuation sheets				17,000.

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab	11,594.	29.	11,565.
Charles Schwab	8,366.	168.	8,198.
Charles Schwab	5,694.	0.	5,694.
Charles Schwab	2,711.	0.	2,711.
Powershares DB Commodity Index	<264.>	<337.>	73.
Total to Fm 990-PF, Part I, ln 4	28,101.	<140.>	28,241.

Form 990-PF	Other Income	Statement	2
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Powershares DB Commodity	684.	684.	
Total to Form 990-PF, Part I, line 11	684.	684.	

Form 990-PF	Other Professional Fees	Statement	3
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management fees	9,383.	9,383.		0.
To Form 990-PF, Pg 1, ln 16c	9,383.	9,383.		0.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes	165.	165.		0.	
2011 excise tax	331.	0.		0.	
To Form 990-PF, Pg 1, ln 18	496.	165.		0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment expenses	11.	11.		0.	
To Form 990-PF, Pg 1, ln 23	11.	11.		0.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value		Fair Market Value	
Stocks (See Attached)	575,312.		697,058.	
Total to Form 990-PF, Part II, line 10b	575,312.		697,058.	

Form 990-PF	Other Investments		Statement	7
Description	Valuation Method	Book Value	Fair Market Value	
Alternative (See Attached)	COST	134,773.	160,890.	
Fixed Income (See Attached)	COST	98,437.	105,154.	
Total to Form 990-PF, Part II, line 13		233,210.	266,044.	

Form 990-PF	Election Under Regulations Section	Statement	8
	53.4942(a)-3(d)(2) to Treat		
	Excess Qualifying Distributions		
	as Distributions out of Corpus		

The Foundation elects under Regulation 53.4942(a)-3(d)(2) to apply all or part of the remaining qualifying distributions to any undistributed income remaining from the years before 2012 or to apply to the corpus.



Hynes, Minnemeich,
Gleason & Company, LLC

23 Old Kegg's Highway South
P.O. Box 400 • Darien, CT 06820-4004

Portfolio Statement

As of 12/31/2012

Welsh Family Foundation Report Group Acct #: All Accounts

Weight	Symbol	Description	Quantity	Current Value	Cost Basis	Unrealized Long Gain	Unrealized Short Gain
Stocks							
Stocks							
1.1%	ABT	Abbott Laboratories	171	11,200.50	7,732.82	3,467.68	
0.9%	ADBE	Adobe Systems Inc	240	9,043.20	6,603.29	2,439.91	
1.1%	ADP	Auto Data Processing	200	11,386.00	8,653.90	2,700.30	31.80
0.8%	APH	Amphenol Corp Cl A	130	8,411.00	2,998.46	5,412.54	
0.6%	BA	Boeing Company	80	6,028.80	3,593.20	2,435.60	
0.9%	BDX	Becton Dickinson Co	120	9,382.80	10,192.76	(809.96)	
0.5%	CHRW	C H Robinson Worldwd New	80	5,057.60	4,597.06	460.54	0.00
0.9%	CL	Colgate-Palmolive Co	90	9,408.60	6,520.20	2,888.40	
1.0%	COP	Conocophillips	175	10,148.25	7,541.09	2,461.18	145.98
0.6%	CSCO	Cisco Systems Inc	320	6,287.81	6,139.94		147.87
0.8%	CTSH	Cognizant Tech Solutions Corp	110	8,127.05	2,244.37	5,882.68	
1.2%	CVX	Chevron Corporation	110	11,895.40	7,313.52	4,581.88	
0.6%	D	Dominion Res Inc Va New	115	5,957.00	4,785.92	1,171.08	
0.9%	DD	Du Pont (E.I.) de Nemours	200	8,995.70	6,821.20	2,174.50	
0.6%	ECL	Ecolab Inc	80	5,752.00	3,681.65	2,070.35	
0.7%	EFX	Equifax Inc	130	7,035.60	4,404.44	2,631.16	
1.1%	EMR	Emerson Electric Co	200	10,592.00	9,394.08	1,197.92	
0.6%	GE	General Electric Company	310	6,506.90	11,476.67	(4,969.77)	
0.7%	GPC	Genuine Parts Co	115	7,311.70	5,236.08	2,075.62	
1.1%	HNZ	Heinz H J Co	190	10,959.20	7,859.82	3,099.38	
0.5%	INTC	Intel Corporation	240	4,948.80	4,641.34	307.46	
0.8%	JNJ	Johnson & Johnson	120	8,412.00	7,399.74	1,012.26	
0.6%	JPM	JPMorgan Chase & Co	130	5,715.98	5,944.52		(228.54)
1.1%	KMB	Kimberly-Clark Corp	130	10,975.90	9,285.57	1,690.33	
0.6%	KO	The Coca-Cola Company	170	6,162.50	4,698.84	1,540.62	(76.96)
0.6%	LH	Laboratory Corp of America Hol	70	6,063.40	5,913.99	224.97	(75.56)
1.1%	LLY	Lilly Eli & Company	220	10,850.40	10,592.20	258.20	
0.6%	MDT	Medtronic Inc	150	6,153.00	5,844.64	308.36	
2.4%	MMM	3M Companies	260	24,141.00	18,295.20	5,858.35	(12.55)
1.0%	MO	Altria Group Inc	320	10,060.80	6,476.42	3,584.38	
1.0%	MRK	Merck & Co. Inc	235	9,620.90	7,305.20	2,315.70	
1.9%	MSFT	Microsoft Corp	722	19,284.40	16,699.05	2,585.35	
0.8%	NEE	Nextera Energy Inc	120	8,302.80	5,852.61	2,450.19	
0.8%	NKE	Nike Inc Class B	160	8,256.00	6,866.75	1,225.02	164.23
1.0%	OMC	Omnicom Group Inc	200	9,992.00	8,489.67	1,502.33	
1.5%	ORCL	Oracle Corporation	450	14,994.00	10,683.71	4,007.64	302.65
1.3%	PEP	Pepsico Inc	198	13,549.14	12,816.69	703.23	29.22
1.6%	PG	Procter & Gamble Co	231	15,682.59	14,127.76	1,130.18	424.65
1.1%	PM	Philip Morris Intl Inc Com	130	10,873.20	5,440.61	5,432.59	
1.1%	PX	Praxair Inc	100	10,945.00	7,835.24	3,109.76	
0.9%	RTN	Raytheon Company New	165	9,497.40	8,732.80		764.60
0.9%	T	AT&T	270	9,101.70	9,241.12	(139.42)	
0.6%	TJX	TJX Companies Inc	150	6,367.50	6,624.89		(257.39)
0.8%	TROW	T Rowe Price Group Inc	130	8,465.22	6,276.41	2,188.81	
0.6%	TRV	Travelers Companies Inc	90	6,463.80	3,606.33	2,857.47	
1.0%	UPS	United Parcel Service B	130	9,584.90	9,980.81		(395.91)

Portfolio Statement

As of 12/31/2012

Welsh Family Foundation Report Group Acct #: All Accounts

Weight	Symbol	Description	Quantity	Current Value	Cost Basis	Unrealized Long Gain	Unrealized Short Gain
Stocks							
Stocks							
1.3%	UTX	United Technologies Inc	160	13,121.60	9,529.09	3,592.51	
0.7%	VAR	Varian Medical Sys Inc	100	7,024.00	6,333.23	531.45	159.32
0.9%	VZ	Verizon Communications	205	8,870.35	7,014.01	1,856.34	
1.0%	WAT	Waters Corp	110	9,583.20	6,595.09	2,771.63	216.48
47.0%				472,550.59	376,934.00	94,276.70	1,339.89
Larger-Cap Stocks							
0.4%	KRFT	Kraft Foods Group Inc	96	4,365.12	3,183.34	1,181.78	0.00
0.7%	MDLZ	Mondelez International Inc	290	7,381.43	5,929.50	1,451.93	
3.0%	QQQ	PowerShares QQQ Trust Series 1	458	29,829.59	27,484.99	1,075.77	1,268.83
1.4%	SPLV	Powershares S&P 500 Low Volati	522	14,448.96	13,518.23		930.73
2.5%	VIG	Vanguard Div Appreciation	417	24,840.69	19,662.59	5,178.10	
1.1%	VTI	Vanguard Total Stock Market	148	10,845.44	7,391.70	3,453.74	
9.1%				91,711.23	77,170.35	12,341.32	2,199.56
Smaller-Cap Stocks							
1.1%	IWM	iShares Tr Russell 2000	126	10,624.04	10,234.22		389.82
International Stocks							
1.0%	ACN	Accenture Ltd Bermuda Cl A	150	9,975.00	9,225.94		749.06
0.8%	AZN	Astrazeneca Plc Adr	160	7,563.20	7,694.40	(131.20)	
1.2%	DEO	Diageo Plc New Adr	100	11,658.00	7,236.63	4,421.37	
0.5%	ECON	EGShares Emerging Markets Con	205	5,461.20	5,274.65		186.55
1.1%	EWG	iShares Inc MSCI Germany Index	457	11,287.90	10,492.58		795.32
1.1%	EWI	iShares Inc MSCI Hong Kong Ind	572	11,108.24	10,572.39		535.85
0.7%	HBC	Hsbc Hldgs Plc Adr New	130	6,899.10	5,640.41	1,258.69	
1.1%	PCY	PowerShares Emerging Mkts Sov	339	10,660.19	10,536.12		124.07
0.6%	PTR	Petrochina Co Ltd Spon Adr	40	5,751.20	4,438.55	1,312.65	
0.8%	RDSB	Royal Dutch Shell ADR	110	7,797.90	7,958.13	(160.23)	
1.0%	UN	Unilever N V NY Shs New	260	9,958.00	6,378.08	3,579.92	
1.1%	VEA	Vanguard MSCI EAFE ETF	314	11,062.22	11,603.86	(541.64)	
0.8%	VOD	Vodafone Group PLC ADR F	300	7,557.00	8,654.74	(1,097.74)	
0.5%	VWO	Vanguard Emerging Markets ETF	122	5,432.66	5,267.43	165.23	
12.1%				122,171.81	110,973.91	8,807.05	2,390.85
69.3%				697,057.67	575,312.48	115,425.07	6,320.12
Other Opportunities							
Absolute Return Strategy							
4.2%	PAUIX	PIMCO All Asset All Authority In	3,853.487	42,735.17	39,881.22	2,821.20	32.75
Global Asset Allocation							
0.6%	IVAEX	Ivy Asset Strategy Cl 1	235	6,126.45	4,194.75	1,931.70	
Real Estate							
1.0%	HCN	Health Care Reit Inc	160	9,806.40	6,814.36	2,992.04	
0.9%	HCP	Health Care Ppty Inv Inc	200	9,032.00	6,432.44	2,599.56	
2.3%	IFGL	iShares FTSE EPRA/NAREIT De	690	22,859.70	19,656.94		3,202.76
3.1%	VNQ	Vanguard REIT Indx VIPER	481	31,649.80	26,932.54	4,253.61	463.65
7.3%				73,347.90	59,836.28	9,845.21	3,666.41

Portfolio Statement

As of 12/31/2012

Welsh Family Foundation Report Group Acct # All Accounts

<u>Weight</u>	<u>Symbol</u>	<u>Description</u>	<u>Quantity</u>	<u>Current Value</u>	<u>Cost Basis</u>	<u>Unrealized Long Gain</u>	<u>Unrealized Short Gain</u>
Other Opportunities							
Commodities							
1.5%	DBC	Powershares DB Commodity Idx	534	14,834.52	13,080.99	1,528.11	225.42
Precious Metals							
1.1%	GLD	Streettracks Gold Tr Gold Shs	67	10,855.37	4,277.96	6,577.41	
1.3%	IAU	iShares COMEX Gold trust	798	12,990.80	13,502.16	(511.36)	
2.4%				23,846.17	17,780.12	6,066.05	
<hr/>				<hr/>			
16.0%				160,890.21	134,773.36	22,192.27	3,924.58
Fixed Income							
International Bonds							
1.0%	ALD	WT Asia Local Debt	188	9,879.40	9,400.94	478.46	
Inv. Grade Bonds							
4.4%	BND	Vanguard Total Bond Index	524	44,031.72	40,929.52	3,098.65	3.55
0.9%	IEF	iShares Tr 7-10 Yr Treas Index Fd	88	9,459.12	8,502.56	956.56	
0.7%	QLTA	iShares Aaa - A Rated Corporate	134	7,004.18	7,014.08		(9.90)
1.7%	SCPB	Barclays Short Term Corp Bd	567	17,418.24	17,380.19		38.05
1.7%	TIP	iShares Tr US Treas Inflation	143	17,361.63	15,210.20	2,119.61	31.82
9.5%				95,274.89	89,036.55	6,174.82	63.52
<hr/>				<hr/>			
10.4%				105,154.29	98,437.49	6,653.28	63.52
Cash or Cash Equivalent							
Cash or Cash Equivalent							
4.3%	MMF	Schwab Money Market Fund		43,361.15	43,361.15		
<hr/>				<hr/>			
100.0%				1,006,463.32	851,884.48	144,270.62	10,308.22