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

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

ROBERT F KREAMER CHARITABLE TRUST
COMMUNITY BANK, NA, TRUSTEE
PO BOX 430, 245 MAIN ST
ONEONTA, NY 13820

A Employer identification number 20-6792602

B Telephone number (see the instructions) 607-432-1700

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,541,986.

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 (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	69.	69.	69.	
	4	Dividends and interest from securities	77,225.	74,463.	77,225.	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	14,393.			
	b	Gross sales price for all assets on line 6a 202,847.				
	7	Capital gain net income (from Part IV, line 2)		14,393.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	4.			
	12	**Total.** Add lines 1 through 11	91,691.	88,925.	77,294.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	12,310.	9,550.	9,922.	2,462.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	1,400.			1,400.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	3,311.			3,237.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	10.			10.
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,031.	9,550.	9,922.	7,109.
	25	Contributions, gifts, grants paid PART XV	122,287.			122,287.
	26	**Total expenses and disbursements.** Add lines 24 and 25	139,318.	9,550.	9,922.	129,396.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-47,627.			
	b	**Net investment income** (if negative, enter -0-)		79,375.		
	c	**Adjusted net income** (if negative, enter -0-)			67,372.	

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8 **TO BE FILED**

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	185.		
	2	Savings and temporary cash investments	125,300.	192,263.	192,263.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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) STATEMENT 4	333,422.	257,270.	273,565.
	b	Investments – corporate stock (attach schedule) STATEMENT 5	920,976.	925,507.	1,113,081.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6	173,623.	173,623.	196,411.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 7	805,535.	763,700.	766,666.
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,359,041.	2,312,363.	2,541,986.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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			
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,359,041.	2,312,363.	
	30	**Total net assets or fund balances** (see instructions)	2,359,041.	2,312,363.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,359,041.	2,312,363.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,359,041.
2	Enter amount from Part I, line 27a	2	-47,627.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	949.
4	Add lines 1, 2, and 3	4	2,312,363.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,312,363.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE STATEMENT 9			
b				
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				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	14,393.
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	0.

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

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

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	1,588.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,588.
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	1,588.
6	Credits/Payments				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,600.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	1,600.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	12.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	12.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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?	1 c		X
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		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	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)? *If 'Yes,' complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► COMMUNITY BANK NA Telephone no ► 607-432-1700

Located at ► PO BOX 430, 245 MAIN ST ONEONTA NY ZIP + 4 ► 13820

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

1 a 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 instructions)? **1 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? **1 c** No: 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? ☐ 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) **2 b** N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

► 20__ , 20__ , 20__ , 20__

3 a 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* **3 b** N/A

			Yes	No
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5 a 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)? **5 b** N/A

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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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? **6 b** X (No)

If 'Yes' to 6b, file Form 8870

7 a 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 **7 b**

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
COMMUNITY BANK, NA PO BOX 230 ONEONTA, NY 13820	TRUSTEE 0	12,310.	0.	0.

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 PROVIDE FINANCIAL SUPPORT TO THE UPSTATE HOME FOR CHILDREN FOUNDATION, INC.	3,798.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	1 a	2,390,578.
b	Average of monthly cash balances	1 b	122,816.
c	Fair market value of all other assets (see instructions)	1 c	
d	**Total** (add lines 1a, b, and c)	1 d	2,513,394.
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	2,513,394.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,701.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,475,693.
6	**Minimum investment return.** Enter 5% of line 5	6	123,785.

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

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	1 a	129,396.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,396.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	129,396.

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)

N/A

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

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ► 3/13/12

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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	67,372.	65,932.			133,304.
b 85% of line 2a	57,266.	56,042.			113,308.
c Qualifying distributions from Part XII, line 4 for each year listed	129,396.	123,793.			253,189.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	129,396.	123,793.			253,189.
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	82,523.	82,010.			164,533.
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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
a *Paid during the year*				
UPSTATE HOME FOR CHILDREN FOUNDATION INC 2705 STATE HWY 28 ONEONTA, NY 13820	NONE	509(A)(1)	REQUIRED BY TRUST AGREEMENT	122,287.
Total			► 3a	122,287.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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	69.	
4 Dividends and interest from securities			14	77,225.	
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			14	4.	
8 Gain or (loss) from sales of assets other than inventory			18	14,393.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				91,691.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 91,691.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c		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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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

Date 5/14/13

Title TRUST OFFICER

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
DEBORAH L MOSTERT	DEBORAH L MOSTERT	4/30/13		P01213266

Firm's name ► MOSTERT, MANZANERO & SCOTT, LLP

Firm's EIN ► 15-0625503

Firm's address ► 4 ASSOCIATE DR
ONEONTA, NY 13820

Phone no (607) 432-8700

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 4.		
TOTAL	$ 4.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF 990PF AND NYS	$ 1,400.			$ 1,400.
TOTAL	$ 1,400.	$ 0.	$ 0.	$ 1,400.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED FEDERAL EXCISE TAX	$ 1,600.			$ 1,600.
FEDERAL EXCISE TAX	1,387.			1,387.
FOREIGN TAXES WITHHELD ON DIVIDENDS	74.			
NYS CHARITIES BUREAU	250.			250.
TOTAL	$ 3,311.	$ 0.	$ 0.	$ 3,237.

STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	COST	$ 107,449.	$ 114,383.
US TREAS BONDS & NOTES	COST	74,927.	75,870.
		$ 182,376.	$ 190,253.

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TAXABLE MUNI BONDS	COST	74,894.	83,312.
		$ 74,894.	$ 83,312.
	TOTAL	$ 257,270.	$ 273,565.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	COST	$ 853,176.	$ 1,040,391.
COMMON STOCK	COST	72,331.	72,690.
	TOTAL	$ 925,507.	$ 1,113,081.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & NOTES	COST	$ 173,623.	$ 196,411.
	TOTAL	$ 173,623.	$ 196,411.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
MUTUAL FUNDS TAXABLE	COST	$ 763,700.	$ 766,666.
	TOTAL	$ 763,700.	$ 766,666.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR YEAR INCOME ADJUSTMENT	$ 949.
TOTAL	$ 949.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	50000 FFCB	PURCHASED	1/19/2012	5/16/2012
2	25000 FHLMC 2.00%	PURCHASED	8/02/2012	11/07/2012
3	500 AMGEN INC	PURCHASED	3/06/2006	9/04/2012
4	476.360 GNMA #603320	PURCHASED	5/04/2006	6/15/2012
5	19.50 GNMA #603320	PURCHASED	5/04/2006	6/15/2012

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
6	10.54 GNMA #603220	PURCHASED	5/04/2006	6/15/2012
7	.43 GNMA #603320	PURCHASED	5/04/2006	6/15/2012
8	18.67 GNMA #603320	PURCHASED	5/04/2006	3/15/2012
9	1.140 GNMA #603320	PURCHASED	5/04/2006	7/15/2012
10	40.34 GNMA #603320	PURCHASED	5/04/2006	4/15/2012
11	27.89 GNMA #603320	PURCHASED	5/04/2006	7/15/2012
12	.71 GNMA #603320	PURCHASED	5/04/2006	1/15/2012
13	.40 GNMA #603320	PURCHASED	5/04/2006	5/15/2012
14	1823.13 GNMA #603320	PURCHASED	5/04/2006	4/15/2012
15	74.62 GNMA #603320	PURCHASED	5/04/2006	4/15/2012
16	18.19 GNMA #603320	PURCHASED	5/04/2006	5/15/2012
17	51.58 GNMA #603320	PURCHASED	5/04/2006	7/15/2012
18	456.22 GNMA #603320	PURCHASED	5/04/2006	3/15/2012
19	444.48 GNMA #603320	PURCHASED	5/04/2006	5/15/2012
20	10.100 GNMA #603320	PURCHASED	5/04/2006	3/15/2012
21	.41 GNMA #603320	PURCHASED	5/04/2006	3/15/2012
22	6303.45 GNMA #603220	PURCHASED	5/04/2016	VARIOUS
23	4416.65 GNMA POOL #604956	PURCHASED	12/21/2006	VARIOUS
24	14016.19 GNR 2004-24	PURCHASED	3/24/2006	VARIOUS
25	14124 GNR 2005-80	PURCHASED	2/22/2006	VARIOUS
26	5420.35 GNMA POOL #004177	PURCHASED	5/29/2008	VARIOUS
27	1817.83 GNMA POOL #004177	PURCHASED	5/29/2008	VARIOUS
28	5361.36 GNMA POOL #672703	PURCHASED	5/14/2008	VARIOUS
29	5614.33 GNR 2007-78	PURCHASED	12/10/2007	VARIOUS
30	444.16 GNMA #603320	PURCHASED	5/04/2006	12/17/2012
31	419.12 GNMA POOL #604956	PURCHASED	12/21/2006	12/17/2012
32	769.35 GNMA POOL #004177	PURCHASED	5/29/2008	12/20/2012
33	103.88 GNMA POOL #672703	PURCHASED	5/14/2008	12/17/2012
34	498.52 GNR 2007-78	PURCHASED	12/10/2007	12/20/2012
35	1306.23 GNR 2004-24	PURCHASED	3/24/2006	12/20/2012
36	12539.75 GNR 2005-80	PURCHASED	2/22/2006	12/20/2012
37	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	50,000.		50,000.	0.				$ 0.
2	25,000.		25,000.	0.				0.
3	41,803.		37,304.	4,499.				4,499.
4	476.		476.	0.				0.
5	20.		20.	0.				0.
6	11.		11.	0.				0.
7	1.		1.	0.				0.
8	19.		19.	0.				0.
9	1.		1.	0.				0.
10	40.		40.	0.				0.
11	28.		28.	0.				0.
12	1.		1.	0.				0.
13	1.		1.	0.				0.
14	1,823.		1,823.	0.				0.
15	75.		75.	0.				0.
16	18.		18.	0.				0.
17	52.		52.	0.				0.
18	456.		456.	0.				0.
19	444.		444.	0.				0.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
20	10.		10.	0.				$ 0.
21	0.		0.	0.				0.
22	6,303.		6,303.	0.				0.
23	4,414.		4,401.	13.				13.
24	14,016.		13,884.	132.				132.
25	14,124.		13,983.	141.				141.
26	5,420.		5,420.	0.				0.
27	1,818.		1,818.	0.				0.
28	5,361.		5,314.	47.				47.
29	5,614.		5,611.	3.				3.
30	444.		444.	0.				0.
31	419.		418.	1.				1.
32	769.		769.	0.				0.
33	104.		103.	1.				1.
34	499.		498.	1.				1.
35	1,306.		1,294.	12.				12.
36	12,540.		12,414.	126.				126.
37								9,417.
							TOTAL	$ 14,393.

For the Account of: *ROBERT F KRAEMER CHARITABLE TUA*

Account Number: *23 00 5032 0 PW*

Report Date **04/12/2013 4:04 PM**
Previous Close Date **04/11/2013**

Reconstruct Account Holdings As Of 12/31/2012

cost

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
10648158I	DAILY CASH MGMT INC	30,699.7800	30,699.78	1.00	30,699 78	12/31/2012
10648158P	DAILY CASH MGMNT FND	188,412.2900	188,412.29	1.00	188,412.29	12/31/2012
	Total MISC CASH EQUIV-TAXABLE	**219,112.0700**	**219,112.07**		**219,112.07**	
	Total CASH EQUIVALENTS	**219,112.0700**	**219,112.07** ①		**219,112.07**	
	FIXED INCOME SECURITIES					
	U.S TREASURY BONDS & NOTES					
912828QH6	UNITED STATES TREAS NTS NOTE 1.250% 2/15/14	75,000.0000	74,927.47	101.16	75,870 00	12/31/2012
	Total U.S. TREASURY BONDS & NOTES	**75,000.0000**	**74,927.47**		**75,870.00**	
	U S. GOVT AGENCY OBLIGATIONS					
36200KG50	GNMA #603320 5.500% 12/15/17	21,547.1200	21,547.12	108.09	23,290.28	12/31/2012
36200NBZ3	GNMA POOL #604956 5 000% 01/15/19	15,804.9000	15,765.37	109 675	17,334.02	12/31/2012
36202EUA5	GNMA POOL #004177 5 000% 07/20/23	17,194 8400	17,194.84	109.158	18,769.54	12/31/2012
36295KKQ5	GNMA POOL #672703 4 500% 05/15/23	15,054.6800	14,922.95	109 143	16,431.13	12/31/2012
38374DJS9	GNR 2007-78 NB 5.000% 08/20/36	4,225.4500	4,222 79	101.89	4,305.31	12/31/2012
38374F2J2	GNR 2004-24 VL 5 000% 08/20/13	9,481 7200	9,392 83	100.536	9,532.54	12/31/2012
38374MAJ8	GNR 2005-80 VA 5.000% 12/20/16	24,649.4300	24,402.95	100.287	24,720.17	12/31/2012
	Total U.S. GOVT AGENCY OBLIGATIONS	**107,958.1400**	**107,448.85**		**114,382.99**	
	MUNICIPAL BONDS & NOTES					
244127XJ0	TX DEER PARK ISD 4 796% 02/15/25	25,000.0000	25,000.00	116.334	29,083 50	12/31/2012
55844RED2	WI MADISON GO 2.250% 10/01/16	25,000.0000	25,000 00	105 60	26,400.00	12/31/2012
924258TQ9	VT ST GO 4.000% 08/15/20	25,000.0000	24,893 50	111.312	27,828.00	12/31/2012
	Total MUNICIPAL BONDS & NOTES	**75,000.0000**	**74,893.50**		**83,311.50**	

For the Account of: *ROBERT F KRAEMER CHARITABLE TUA*

Account Number: *23 00 5032 0 PW*

Report Date **04/12/2013 4:04 PM**
Previous Close Date **04/11/2013**

Reconstruct Account Holdings As Of 12/31/2012

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	CORPORATE BONDS & NOTES					
035229CY7	ANHEUSER BUSCH COS INC NOTE 5.000% 1/15/15	50,000.0000	48,988.00	108.579	54,289.50	12/31/2012
079860AL6	BELLSOUTH CORP NOTE 5.200%12/15/16	50,000.0000	49,519.00	114.693	57,346.50	12/31/2012
369604BC6	GENERAL ELECTRIC CO NOTE 5.250%12/06/17	50,000.0000	50,168.75	117.915	58,957.50	12/31/2012
36962G4T8	GENERAL ELEC CAP CORP MTN BEMTNF 2.250%11/09/15	25,000.0000	24,947.43	103.271	25,817.75	12/31/2012
	Total CORPORATE BONDS & NOTES	**175,000.0000**	**173,623.18**		**196,411.25**	
	COMMON STOCK					
921937827	VANGUARD BD INDEX FD INC SHORT TRM BOND	600.0000	48,797.86	80.99	48,594.00	12/31/2012
92206C409	VANGUARD SCOTTSDALE FDS SHRT-TERM CORP	300.0000	23,533 47	80.32	24,096.00	12/31/2012
	Total COMMON STOCK	**900.0000**	**72,331.33**		**72,690.00**	
	MUTUAL FUNDS-TAXABLE					
543495840	LOOMIS SAYLES FDS I BD FD INSTL CL	7,883.6830	115,000.00	15.12	119,201.29	12/31/2012
693390700	PIMCO FUNDS PACIFIC INVESTMENT	13,685.7020	148,700.00	11.24	153,827.29	12/31/2012
922031737	VANGUARD FIXED INCOME SECS FINFLT PRT ADMR	4,934.8920	125,000.00	28.54	140,841.82	12/31/2012
922031794	VANGUARD FIXED INCOME SECS FGNMA FD ADMRL #536	4,830.9180	50,000 00	10.91	52,705.32	12/31/2012
	Total MUTUAL FUNDS-TAXABLE	**31,335.1950**	**438,700.00**		**466,575.72**	
	Total FIXED INCOME SECURITIES	**465,193.3350**	**941,924.33**		**1,009,241.46**	
	EQUITIES					
	COMMON STOCK					
00206R102	AT&T INC COM	1,000.0000	24,438.01	33.71	33,710 00	12/31/2012
002824100	ABBOTT LABS COM	500.0000	23,232.86	65.50	32,750.00	12/31/2012
053015103	AUTOMATIC DATA PROCESSING INC COM	500.0000	22,028.06	56.93	28,465.00	12/31/2012
054937107	BB&T CORP COM	500.0000	16,537.73	29.11	14,555.00	12/31/2012
060505104	BANK OF AMERICA CORPORATION COM	500.0000	22,570.00	11.61	5,805.00	12/31/2012

For the Account of: *ROBERT F KRAEMER CHARITABLE TUA*

Account Number *23 00 5032 0 PW*

Report Date *04/12/2013 4:04 PM*
Previous Close Date *04/11/2013*

Reconstruct Account Holdings As Of 12/31/2012

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
20825C104	CONOCOPHILLIPS COM	800.0000	37,038.02	57.99	46,392 00	12/31/2012
209115104	CONSOLIDATED EDISON INC COM	1,000.0000	45,060.00	55.54	55,540.00	12/31/2012
219350105	CORNING INC COM	500.0000	10,312.75	12.62	6,310 00	12/31/2012
24702R101	DELL INC	500 0000	14,497.54	10.14	5,070 00	12/31/2012
260543103	DOW CHEM CO COM	500 0000	22,148.99	32 3294	16,164 70	12/31/2012
30161N101	EXELON CORP COM	500 0000	21,115.42	29 74	14,870 00	12/31/2012
30231G102	EXXON MOBIL CORP COM	500.0000	28,802.88	86.55	43,275 00	12/31/2012
369604103	GENERAL ELEC CO COM	1,000 0000	34,168.13	20 99	20,990 00	12/31/2012
452308109	ILLINOIS TOOL WKS INC COM	500 0000	22,964.85	60.81	30,405 00	12/31/2012
459200101	INTL BUSINESS MACH COM	500 0000	43,185 00	191 55	95,775 00	12/31/2012
459506101	INTERNATIONAL FLAVORS&FRAGRACOM	500.0000	16,848.99	66.54	33,270.00	12/31/2012
464287473	ISHARES TR RUSSELL MCP VL	1,000 0000	41,835 06	50.24	50,240.00	12/31/2012
478160104	JOHNSON & JOHNSON COM	500 0000	29,099.95	70 10	35,050 00	12/31/2012
494368103	KIMBERLY CLARK CORP COM	500 0000	29,610.00	84.43	42,215 00	12/31/2012
524901105	LEGG MASON INC COM	500 0000	36,659.80	25 72	12,860.00	12/31/2012
58933Y105	MERCK & CO INC NEW COM	500 0000	18,240.33	40.94	20,470 00	12/31/2012
594918104	MICROSOFT CORP COM	500.0000	12,780.67	26 7097	13,354.85	12/31/2012
713448108	PEPSICO INC COM	500.0000	27,806.37	68.43	34,215.00	12/31/2012
717081103	PFIZER INC COM	1,000.0000	22,498.79	25.0793	25,079.30	12/31/2012
718546104	PHILLIPS 66 COM	400 0000	11,005 90	53.10	21,240.00	12/31/2012
742718109	PROCTER & GAMBLE CO COM	500.0000	23,270.99	67.89	33,945.00	12/31/2012
816851109	SEMPRA ENERGY COM	500.0000	23,234 75	70.94	35,470.00	12/31/2012
871829107	SYSCO CORP COM	500.0000	15,059 86	31.66	15,830 00	12/31/2012
88579Y101	3M CO COM	500.0000	37,585.07	92.85	46,425.00	12/31/2012
913017109	UNITED TECHNOLOGIES CORP COM	500 0000	21,465.98	82.01	41,005.00	12/31/2012
91324P102	UNITEDHEALTH GROUP INC COM	500 0000	24,313.30	54.24	27,120 00	12/31/2012
92343V104	VERIZON COMMUNICATIONS COM	500.0000	14,619.56	43.27	21,635.00	12/31/2012
931142103	WAL MART STORES INC COM	1,000.0000	49,080 00	68 23	68,230.00	12/31/2012
	Total COMMON STOCK	**19,700.0000**	**843,115.61**		**1,027,730.85**	

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For the Account of *ROBERT F KRAEMER CHARITABLE TUA*

Account Number *23 00 5032 0 PW*

Report Date ***04/12/2013 4:04 PM***
Previous Close Date ***04/11/2013***

Reconstruct Account Holdings As Of 12/31/2012

CUSIP	Security Name		Shares / Par	Investment	Unit Price	Market Value	Price Date
	FOREIGN EQUITIES						
66987V109	NOVARTIS A G	SPONSORED ADR	200.0000	10,060.06	63.30	12,660.00	12/31/2012
	Total FOREIGN EQUITIES	CS	**200.0000**	**10,060.06**		**12,660.00**	
	MUTUAL FUNDS-TAXABLE						
025076209	AMERICAN CENTY CAP PORTFOLIOEQUITY INC INS		6,211.1800	50,000.00	7.82	48,571.43	12/31/2012
09248G404	BLACKROCK INTL FD	INSTL CL	2,753.1560	50,000.00	12.85	35,378.05	12/31/2012
256206103	DODGE & COX FDS	INTL STK FD	2,281.4740	100,000 00	34.64	79,030.26	12/31/2012
780905840	ROYCE FD	PENN MUT INV	4,811.6310	50,000.00	11.50	55,333.76	12/31/2012
921928206	VANGUARD MORGAN GROWTH FD INADMIRAL SHS		1,325.8110	75,000.00	61.68	81,776.02	12/31/2012
	Total MUTUAL FUNDS-TAXABLE		**17,383.2520**	**325,000.00**		**300,089.52**	
	Total EQUITIES		**37,283.2520**	**1,178,175.67**		**1,340,480.37**	
	Total Securities		**721,688.6570**	**2,339,212.07**		**2,568,833.90**	
	Income Cash			**2,264.38**	(26849.19) ①	**2,264.38**	
	Principal Cash			**-29,113.57**		**-29,113.57**	
	TOTAL			**2,312,362.88**		**2,541,984.71**	