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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE LEWIS A AND DONNA M PATTERSON CHAR FDN

A Employer identification number

496-66679500

20-7020377

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

1525 W W.T. HARRIS BLVD. D1114-044

800-352-3705

City or town, state, and ZIP code

CHARLOTTE, NC 28288

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify) \_\_\_\_\_

16) ▶ \$ 847,854.

(Part I, column (d) must be on cash basis.)

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 ☐

## 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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	20,317.	20,022.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	134,130.			
b Gross sales price for all assets on line 6a 992,475.				
7 Capital gain net income (from Part IV, line 2)		134,130.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	154,447.	154,152.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	11,037.	8,278.		2,759.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 4	4,205.	NONE	NONE	4,205.
b Accounting fees (attach schedule) STMT 5	700.	NONE	NONE	700.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	237.	237.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	16,179.	8,515.	NONE	7,664.
25 Contributions, gifts, grants paid	42,500.			42,500.
26 Total expenses and disbursements. Add lines 24 and 25	58,679.	8,515.	NONE	50,164.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	95,768.			
b Net investment income (if negative, enter -0-)		145,637.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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SCANNED JUN 19 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	43,805.	51,237.	51,237.
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .	NONE		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .		110,181.	113,263.
	b	Investments - corporate stock (attach schedule) . . . . .	562,639.	539,430.	578,486.
	c	Investments - corporate bonds (attach schedule) . . . . .	106,442.	58,600.	58,304.
	Liabilities	11	Investments - land, buildings, and equipment basis . . . . .		
		Less accumulated depreciation ▶ (attach schedule) . . . . .			
12		Investments - mortgage loans . . . . .			
13		Investments - other (attach schedule) . . . . .		46,700.	46,564.
14		Land, buildings, and equipment basis . . . . .			
		Less accumulated depreciation ▶ (attach schedule) . . . . .			
15		Other assets (describe ▶ . . . . .)			
16		<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	712,886.	806,148.	847,854.
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	712,886.	806,148.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	712,886.	806,148.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	712,886.	806,148.		

### 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	712,886.
2	Enter amount from Part I, line 27a . . . . .	2	95,768.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	808,654.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	2,506.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	806,148.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
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 992,475.		858,345.	134,130.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			134,130.		
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	134,130.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see 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	37,278.	830,906.	0.044864
2010	35,626.	765,840.	0.046519
2009	46,147.	701,404.	0.065792
2008	48,545.	954,307.	0.050869
2007	36,216.	1,112,523.	0.032553
2 Total of line 1, column (d)			2 0.240597
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048119
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 850,697.
5 Multiply line 4 by line 3			5 40,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,456.
7 Add lines 5 and 6			7 42,391.
8 Enter qualifying distributions from Part XII, line 4 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.			8 50,164.

**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	1,456.
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 . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	1,456.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	1,456.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	29.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	1,427.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		1,456.
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		
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 checked="" 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c 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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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		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 . . . . .		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? . . . . . If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
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 . . . . .	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 . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 13</u> Telephone no <u></u>			
Located at <u></u> ZIP+4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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 <u></u>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> <u></u>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <u></u>		
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? <input type="checkbox"/> <u></u>	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 <u></u>		
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) <input type="checkbox"/> <u></u>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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) <input type="checkbox"/> <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <u></u>	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? <input type="checkbox"/> <u></u>	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **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? ☐ 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK	TRUSTEE			
1525 W WT HARRIS BLVD, CHARLOTTE, NC 28288	40	3,716	-0-	-0-
PNC BANK	PRIOR TRUSTEE			
PO BOX 94651, CLEVELAND, OH 44101	40	7,321		

**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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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**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		NONE

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**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	834,690.
b	Average of monthly cash balances	1b	28,962.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	863,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	863,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,955.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	850,697.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	42,535.

**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	42,535.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,456.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,079.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	41,079.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,079.

**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	50,164.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,164.
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	1,456.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	48,708.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				41,079.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			35,670.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 50,164.				
a Applied to 2011, but not more than line 2a . . .			35,670.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .	NONE			14,494.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
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 . . . . .				26,585.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

**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:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<b>a Paid during the year</b>				
PITTSBURGH SYMPHONY ORCHESTRA HEINZ HALL 600 PENN AVENUE PITTSBURGH PA 152	NONE	NONE	MUSIC	7,500.
VINCENTIAN REGENCY 9399 BABCOCK BLVD Allison Park PA 15101	NONE	PUBLIC CHA	SUPPORT	7,500.
PHIPPS CONSERVATORY ONE SCHENLEY PARK Pittsburg PA 15213	NONE	PUBLIC CHA	SUPPORT	10,000.
NORTH HILLS COMM OUTREACH 1975 FERGUSON ROAD ALLISON PARK PA 15101	NONE	EMERGENCY	SUPPORT	7,500.
SISTERS PLACE 418 MITCHELL AVE CLAIRTON PA 15025	NONE	NONE	HOUSING SUPPORT SERVICES	7,500.
PATHWAY TO HOPE 520 S HARISON STREET 206 OLATHE KS 66061	NONE	NONE	BRAIN DISORDERS	2,500.
<b>Total</b> . . . . .			<b>3a</b>	42,500.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	20,317.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	134,130.		
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				154,447.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					13	154,447.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LIMITED INC COM	195.	195.
MACY'S INC	50.	50.
MERCK & CO INC NEW	40.	40.
MERGER FD SH BEN INT	255.	255.
MICROSOFT CORP COM	168.	168.
MOODY'S CORPORATION COM	35.	35.
NATIONAL OILWELL INC COM	25.	25.
NUVEEN FUNDS INT DURATION MUNI BD FD CL	88.	
NUVEEN HIGH YIELD MUNI BD-R #1668	47.	
OGE ENERGY CORP COM	35.	35.
ORACLE CORP COM	24.	24.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	158.	158.
PIMCO FOREIGN BOND FUND-INST	138.	138.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	90.	90.
PROCTER & GAMBLE CO COM	84.	84.
QUALCOMM INC COM W/RTS ATTACHED	60.	60.
ROYCE TOTAL RET FUND-INV #267	140.	140.
SPDR DJ WILSHIRE INTERNATIONAL REAL	1,254.	1,254.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	4.	4.
TEMPLETON FOREIGN FD - ADV #604	1,253.	1,253.
UNION PAC CORP COM	42.	42.
UNITED TECHNOLOGIES CORP COM	96.	96.
UNITEDHEALTH GRP INC COM	51.	51.
VANGUARD TOTAL BOND MARKET ETF	282.	282.
VANGUARD INFLAT PROTECT SEC FD #119	52.	52.
VANGUARD MSCI EMERGING MARKETS EFT	385.	385.
VANGUARD REIT VIPER	387.	266.
WELLS FARGO & CO NEW COM W/RIGHTS ATTACH	110.	110.
WELLS FARGO ADV INTL BOND-IS #4705	38.	38.
WELLS FARGO ADV HI INC-INS #3110	59.	59.
WELLS FARGO ADV INTM T/F-INS #3158	40.	1.
WHOLE FOODS MKT INC COM	193.	193.
WISCONSIN ENERGY CORP COM	144.	144.

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496-66679500

STATEMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COVIDIEN PLC	39.	39.
INTEREST EARNED ON TAX REFUND	22.	22.
MISCELLANEOUS DIVIDENDS	9,650.	9,650.
	-----	-----
TOTAL	20,317.	20,022.
	=====	=====



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	70.	70.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	9.	9.
AMERICAN EXPRESS CO COM	22.	22.
APPLE COMPUTER INC COM	212.	212.
BRISTOL-MYERS SQUIBB CO COM	54.	54.
CHEVRONTXACO CORP COM	252.	252.
CHUBB CORP COM	45.	45.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP I	104.	104.
CITIGROUP, INC.	1.	1.
COCA-COLA CO COM	102.	102.
COMCAST CORP NEW CL A	44.	44.
DIAMOND HILL LONG-SHORT FD CL I #11	110.	110.
DREYFUS EMG MKT DEBT LOC C-I #6083	317.	317.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	21.	21.
EXXON MOBIL CORP COM	228.	228.
FMC CORP COM NEW W/RTS EXP 03/01/2006	11.	11.
FED NATL MTG ASSN 5.250% 9/15/16	656.	656.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	320.	320.
GATEWAY FUND - Y #1986	130.	130.
GENERAL ELEC CO COM	61.	61.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	112.	112.
HOME DEPOT INC COM	93.	93.
HUSSMAN STRATEGIC GROWTH FD	274.	274.
INTEL CORP COM	65.	65.
INTL BUSINESS MACHINES CORP COM	85.	85.
ISHARES S&P 500 INDEX FUND	479.	479.
ISHARES MIDCAP INDEX FD	86.	86.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	206.	206.
JP MORGAN CHASE & CO COM	72.	72.
JOHNSON & JOHNSON COM	207.	207.
KRAFT FOODS INC-A COM	35.	35.
LAUDER ESTEE COS INC CL A	101.	101.
EAL788 5892 05/30/2013 11:21:35	496-66679500	

## FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	4,205.			4,205.
TOTALS	4,205.	NONE	NONE	4,205.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	700.			700.
TOTALS	700.	NONE	NONE	700.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	8.	8.
FOREIGN TAXES ON QUALIFIED FOR	144.	144.
FOREIGN TAXES ON NONQUALIFIED	85.	85.
	-----	-----
TOTALS	237.	237.
	=====	=====

THE LEWIS A AND DONNA M PATTERSON CHAR FDN

20-7020377

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31359MW41 FED NATL MTG ASSN	25,481.	29,273.
67065Q772 NUVEEN HIGH YIELD BD	64,900.	64,418.
67065Q700 NUVEEN INTERM BD	19,800.	19,572.
	-----	-----
TOTALS	110,181.	113,263.
	=====	=====

THE LEWIS A AND DONNA M PATTERSON CHAR FDN  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

20-7020377

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
008882532 INVESCO INTL GROWTH-	45,300.	45,872.
018490102 ALLERGAN INC	5,679.	8,256.
025816109 AMERICAN EXPRESS CO	1,869.	2,587.
037833100 APPLE INC	2,796.	10,643.
04314H600 ARTISAN MID CAP FUND	27,200.	26,415.
166764100 CHEVRON CORP	3,470.	4,866.
17275R102 CISCO SYSTEMS INC	6,798.	7,270.
191216100 COCA COLA CO	1.	3,081.
20030N101 COMCAST CORP CLASS A	3,870.	5,978.
22544R305 CREDIT SUISSE COMM R	39,600.	39,404.
25264S833 DIAMOND HILL LONG-SH	31,700.	31,648.
30231G102 EXXON MOBIL CORPORAT	4,666.	6,059.
339128100 JP MORGAN MID CAP VA	22,200.	22,113.
367829884 GATEWAY FUND - Y #19	19,800.	19,655.
38259P508 GOOGLE INC	5,154.	7,074.
437076102 HOME DEPOT INC	6,958.	9,896.
448108100 HUSSMAN STRATEGIC GR	19,800.	19,313.
458140100 INTEL CORP	6,145.	5,980.
464287648 ISHARES RUSSELL 2000	24,650.	24,971.
46625H100 JPMORGAN CHASE & CO	2,935.	3,518.
478160104 JOHNSON & JOHNSON	3,215.	3,505.
518439104 ESTEE LAUDER COMPANI	6,648.	8,380.
58933Y105 MERCK & CO INC NEW	2,586.	2,661.
589509108 MERGER FD SH BEN INT	15,800.	15,574.
594918104 MICROSOFT CORP	2,693.	2,805.
609207105 MONDELEZ INTERNATION	2,652.	3,054.
637071101 NATIONAL OILWELL INC	1,585.	2,734.
68389X105 ORACLE CORPORATION	1,178.	2,499.
742718109 PROCTER & GAMBLE CO	2,870.	3,395.

THE LEWIS A AND DONNA M PATTERSON CHAR FDN  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

20-7020377

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
747525103 QUALCOMM INC	4,306.	4,639.
78463X863 SPDR DJ WILSHIRE INT	31,620.	31,302.
880196506 TEMPLETON FOREIGN FD	45,300.	45,233.
907818108 UNION PACIFIC CORP	5,328.	8,800.
913017109 UNITED TECHNOLOGIES	5,392.	7,381.
91324P102 UNITEDHEALTH GROUP I	3,117.	3,797.
922042858 VANGUARD MSCI EMERGI	33,249.	34,155.
922908553 VANGUARD REIT VIPER	31,607.	31,913.
94975P447 WELLS FARGO ADV SP S	24,800.	25,548.
94975P751 WELLS FARGO ADV EMG	33,000.	33,777.
966837106 WHOLE FOODS MKT INC	1,893.	2,735.
	-----	-----
TOTALS	539,430.	578,486.
	=====	=====

THE LEWIS A AND DONNA M PATTERSON CHAR FDN  
FORM 990PF, PART II - CORPORATE BONDS  
=====

20-7020377

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
94985D582 WELLS FARGO ADV INTL	7,100.	7,070.
949917538 WELLS FARGO ADV HI I	19,800.	19,749.
949921662 WELLS FARGO ADV INTM	31,700.	31,485.
	-----	-----
TOTALS	58,600.	58,304.
	=====	=====



THE LEWIS A AND DONNA M PATTERSON CHAR FDN

20-7020377

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
261980494 DREYFUS EMG MKT DEBT	C	39,600.	39,574.
693390882 PIMCO FOREIGN BD FD	C	7,100.	6,990.
		-----	-----
TOTALS		46,700.	46,564.
		=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----MUTUAL FUND TAX EFFECTIVEDATE AFTER TYE  
ROUNDING

2,486.

20.

TOTAL

-----  
2,506.  
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: Wells Fargo Bank

ADDRESS: 1 WEST 4TH STREET 2ND FLOOR  
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

THE LEWIS A AND DONNA M PATTERSON CHAR FDN  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

20-7020377

RECIPIENT NAME:

[www.wellsfargo.com/privatefoundationgrants](http://www.wellsfargo.com/privatefoundationgrants)

ADDRESS:

1 west 4th Street  
Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

E-MAIL ADDRESS: [grantadministration@wellsfargo.com](mailto:grantadministration@wellsfargo.com)

FORM, INFORMATION AND MATERIALS:

[www.wellsfargo.com/privatefoundationgrants/patterson](http://www.wellsfargo.com/privatefoundationgrants/patterson)

SUBMISSION DEADLINES:

APRIL 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

No program limitations primarily supports the western PA  
counties

STATEMENT 14

Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Over Payment	Prep Code
7006 2760 0002 3330 2805	66679500	The Lewis A and Donna M Patterson Char Fdn	20-7020377	0 00	0 00	496