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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**  
Open to Public Inspection

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

Name of foundation WITHINGTON FOUNDATION INC C/O MR ANDREW K ROOKE		<b>A Employer identification number</b>  22-3291812	
Number and street (or P O box number if mail is not delivered to street address) 7029 SHEAFF LANE		<b>B Telephone number</b> (see instructions)  (215) 591-9573	
City or town, state, and ZIP code FT WASHINGTON, PA 19034		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 19,156,684		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	2,867	2,867		
	<b>4</b> Dividends and interest from securities. . . . .	387,307	387,307		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	531,304			
	<b>b</b> Gross sales price for all assets on line 6a _____ 5,710,052				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .				
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	-4,097	43		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	917,381	390,217		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	18,217	18,217		
	<b>c</b> Other professional fees (attach schedule) . . . . .	193,276	193,276		
	<b>17</b> Interest . . . . .	280	280		
	<b>18</b> Taxes (attach schedule) (see instructions)	11,782	10,400		
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .	5,178	5,178		
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	24,703	24,703		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	253,436	252,054		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,021,291			1,021,291
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,274,727	252,054		1,021,291
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-357,346			
	<b>b Net investment income</b> (if negative, enter -0-)		138,163		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	309,206	396,223	396,223
	3	Accounts receivable ▶ <u>101,593</u>			
		Less allowance for doubtful accounts ▶ _____		101,593	101,593
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	61,695	60,292	60,292
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	13,281,795	12,930,572	15,320,830
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	3,487,517	3,277,746	3,277,746	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,140,213	16,766,426	19,156,684	
Liabilities	17	Accounts payable and accrued expenses . . . . .	20,680	18,632	
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	20,680	18,632	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .	17,119,533	16,747,794	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	17,119,533	16,747,794	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	17,140,213	16,766,426	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	17,119,533
2	Enter amount from Part I, line 27a . . . . .	2	-357,346
3	Other increases not included in line 2 (itemize) ▶ _____	3	12,192
4	Add lines 1, 2, and 3 . . . . .	4	16,774,379
5	Decreases not included in line 2 (itemize) ▶ _____	5	26,585
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	16,747,794

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )	
1a					
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	{ . . . . . }			3

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2011	947,097	17,145,119	0 055240		
2010	1,038,152	18,887,103	0 054966		
2009	898,536	19,310,170	0 046532		
2008	872,230	21,052,320	0 041432		
2007	1,289,807	25,440,116	0 050700		
2 Total of line 1, column (d). . . . .				2	0 248870
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 049774
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .				4	18,431,741
5 Multiply line 4 by line 3. . . . .				5	917,421
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .				6	1,382
7 Add lines 5 and 6. . . . .				7	918,803
8 Enter qualifying distributions from Part XII, line 4. . . . .				8	1,021,291

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 page 18 of the 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)				
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 . . . . .		1	1,382	
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	1,382	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,382	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	60,292		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	60,292	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	58,910	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	58,910	Refunded	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  NJ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		
Website address ▶N/A				
14	The books are in care of ▶ANDREW K ROOKE Telephone no ▶(215) 591-9573 Located at ▶7029 SHEAFF LANE FT WASHINGTON PA ZIP +4 ▶19034			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW K ROOKE 7029 SHEAFF LANE FORT WASHINGTON, PA 19034	PRESIDENT 30 00	0	0	0
WILLIAM W ROOKE 10617 E TAMARISK WY SCOTTSDALE, AZ 85262	VICE PRESID 30 00	0	0	0
CHARLES C ROOKE 2134 SOUTH JACKSON DENVER, CO 80210	SECR TREAS 30 00	0	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.				

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. . . . .		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



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	14,916,087
b	Average of monthly cash balances. . . . .	1b	352,715
c	Fair market value of all other assets (see instructions). . . . .	1c	3,443,625
d	Total (add lines 1a, b, and c). . . . .	1d	18,712,427
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	
3	Subtract line 2 from line 1d. . . . .	3	18,712,427
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	280,686
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,431,741
6	Minimum investment return. Enter 5% of line 5. . . . .	6	921,587

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	921,587
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,382
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,382
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	920,205
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	920,205
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	920,205

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	1,021,291
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,021,291
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	1,382
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,019,909
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				920,205
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			498,810	
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 ▶ \$ 1,021,291				
a Applied to 2011, but not more than line 2a			498,810	
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. . . . .				522,481
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. . . . .				397,724
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,021,291
b Approved for future payment				
Total . . . . .			3b	

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					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	2,867	
<b>4</b>	Dividends and interest from securities. . . .			14	387,307	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			15	43	
<b>8</b>	Gain or (loss) from sales of assets other than inventory					531,304
<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 <b>a</b> See Additional Data Table					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .				386,077	531,304
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .				<b>13</b> 386,077	<b>917,381</b>

[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge

*****	2013-05-09	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	RALPH J SAULINO CPA	RALPH J SAULINO CPA	2013-10-24		
	Firm's name <input type="checkbox"/>	FINANCIAL & TAX PLANNING ASSOCIATES		Firm's EIN <input type="checkbox"/>	
		1995 MORRIS RD SUITE 200			
Firm's address <input type="checkbox"/>	BLUE BELL, PA 19422		Phone no (215) 699-8600		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ALZHEIMERS ASSOC SD 6632 CONVOY COURT 6632 CONVOY COURT SAN DIEGO,CA 92111		IRC501(C) (3)	ALZHEIMERS SUPPORT	10,000
AMOS TUCK SCHOOL 100 TUCK HALL 100 TUCK HALL HANOVER,NH 03755		IRC501(C) (3)	SUPPORT EDUCATION	500
BANCROFT COMMUNITY 425 KINGS HIGHWAY EAST 425 KINGS HIGHWAY EAST HADDONFIELD,NJ 08033		IRC501(C) (3)	PROFESSIONAL DEVELOPMENT EDUCATION	25,000
BLACK KNIGHT FOUNDATION 635 GARDEN MKT DRIVE 635 GARDEN MKT DRIVE TRAVELERS REST,SC 29690		IRC501(C) (3)	SUPPORT UNDERPRIVILEGED CHILDREN	5,000
BOYS GIRLS CLUB SD 115 W WOODWARD AVENUE 115 W WOODWARD AVENUE ESCINDIDO,CA 92025		IRC501(C) (3)	CHILD DEVELOPMENT	5,000
BUCKNELL UNIVERSITY COOLEY HALL COOLEY HALL LEWISBURG,PA 17837		IRC501(C) (3)	GENERAL UNIVERSITY FUNDING SUPPORT	115,000
CAMC FOUNDATION 3412 STAUNTON AVENUE 3412 STAUNTON AVENUE CHARLESTON,WV 25304		IRC501(C) (3)	SUPPORT FOR STAND ALONE CANCER CTR	50,000
CAMPERDOWN ACADEMY 501 HOWELL ROAD 501 HOWELL ROAD GREENVILLE,SC 29615		IRC501(C) (3)	DYSLEXIA IN CHILDREN	2,500
CANCER SOCIETY GREENVILLE CTY 113 MILLS AVE 113 MILLS AVE GREENVILLE,SC 29605		IRC501(C) (3)	CANCER SUPPORT RESEARCH	6,000
CANCER SUPPORT COMMUNITY PHILADELPH 4100 CHAMOUNIX DRIVE 4100 CHAMOUNIX DRIVE PHILADELPHIA,PA 19131		IRC501(C) (3)	SUPPORT THOSE WITH CANCER DIAGNOSIS	5,000
CHARLES SCHWAB CUP DESERT CL 37035 N SCOTTSDALE ROAD 37035 N SCOTTSDALE ROAD SCOTTSDALE,AZ 85266		IRC501(C) (3)	SUPPORT LOCAL COMMUNITY CHARITIES	5,000
CHILDRENS HOSPITAL SAN DIEGO 3020 CHILDRENS WAY 3020 CHILDRENS WAY SAN DIEGO,CA 92123		IRC501(C) (3)	PEDIATRIC HEALTH CENTER	60,000
CHOP PHILADELPHIA 34TH ST CIVIC CTR BLVD 34TH ST CIVIC CTR BLVD PHILADELPHIA,PA 19178		IRC501(C) (3)	TREATMENT OF CHILDRENS DISEASES	5,000
CHRIST CHURCH EPIS SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE,SC 29607		IRC501(C) (3)	UNDERGRADUATE EDUCATIONAL FUNDING	145,000
COMMUNITY FOUNDATION OF GREENVILLE 630 E WASHINGTON STREET 630 E WASHINGTON STREET GREENVILLE,SC 29601		IRC501(C) (3)	SUPPORT GREENVILLE COMMUNITY	2,500

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITY PRTSHP SCHOOL 1936 N JUDSON STREET 1936 N JUDSON STREET PHILADELPHIA,PA 19121		IRC501(C)(3)	INDEPENDENT ELEMENTRY SCHOOL	85,000
COMPUTERS 2 SD KIDS 8324 MIRAMAR MALL 8324 MIRAMAR MALL SAN DIEGO,CA 92121		IRC501(C)(3)	COMPUTERS FOR UNDERPRIVILEGED CH	15,000
COVENANT MERCIES ONE FELLOWSHIP DRIVE ONE FELLOWSHIP DRIVE GLEN MILLS,PA 19342		IRC501(C)(3)	SUPPORT ORPHAN CHILDREN	1,000
CROSSROADS INC 1845 E OCOTILLO ROAD 1845 OCOTILLO ROAD PHOENIX,AZ 85016		IRC501(C)(3)	TREATMENT FOR ALCOHOL AND DRUG ABUSE	10,000
CULVER MILITARY ACADEMY 1300 ACADEMY RD 157 1300 ACADEMY RD 157 CULVER,IN 46511		IRC501(C)(3)	SUPPORT EDUCATION	5,000
DARTMOUTH COLLEGE FUND 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER,NH 03755		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	10,000
FAIRFIELD UNIVERSITY 1073 N BENSON ROAD 1073 N BENSON ROAD FAIRFIELD,CT 06824		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	5,000
HIGHLAND HISTORICAL SOC 7001 SHEAFF LANE 7001 SHEAFF LANE FORT WASHINGTON,PA 19034		IRC501(C)(3)	PRESERVATION OF HISTORICAL SITES	1,500
LAJOLLA COUNTRY DAY SCHOO 9490 GENESEE AVE 9490 GENESEE AVENUE LAJOLLA,CA 92037		IRC501(C)(3)	COLLEGE PREP TO DEVELOPE SCHOLARS	33,591
LAJOLLA PLAYHOUSE PO BOX 12039 PO BOX 12039 LAJOLLA,CA 92039		IRC501(C)(3)	SUPPORT INNOVATIVE COMPELLING THEATE	5,000
LEUKEMIA LYMPHOMA SOCIETY 555 E NORTH LANE 555 E NORTH LANE CONSHOHOCKEN,PA 19428		IRC501(C)(3)	FAMILY SUPPORT CANCER VICTIMS	5,000
LOCHLAND SCHOOL 1065 LOCHLAND ROAD 1065 LOCHLAND ROAD GENEVA,NY 14456		IRC501(C)(3)	SUPPORT DEVELOPMENTALLY DISABLED	25,000
MEMORIAL SLOAN KETTERING CANCER CTR 1275 YORK AVENUE 1275 YORK AVENUE NEW YORK,NY 10065		IRC501(C)(3)	RESEARCH CANCER TREATMENT	5,000
MORRISTOWN BEARD SCHOOL 70 WHIPPANY ROAD 70 WHIPPANY ROAD MORRISTOWN,NJ 07960		IRC501(C)(3)	NORMAL EDUCATION SUPPORT	10,000
MORRISTOWN MEMORIAL HOSP 95 MADISON AVE B02 95 MADISON AVENUE B02 MORRISTOWN,NJ 07960		IRC501(C)(3)	HOSPITAL ANNUAL FUNDING SUPPORT	5,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
NATL MS SOCIETY 30 S 17TH STREET STE 800 30 S 17TH STREET STE 800 PHILADELPHIA,PA 19103		IRC501(C)(3)	MS RESEARCH	500
OPERATION FOR HOPE FOUNDATION PO BOX 61172 PO BOX 61172 PHOENIX,AZ 85082		IRC501(C)(3)	SUPPORT FOSTER CHILDREN	40,000
PEACE CENTER 101 WBROAD STREET 101 WBROAD STREET GREENVILLE,SC 29601		IRC501((C)(3	SUPPORT PERFORMING ARTS	5,000
SC CHILDRENS THEATRE 153 AUGUSTA STREET 153 AUGUSTA STREET GREENVILLE,SC 29601		IRC501(C)(3)	SUPPORT CHILDREN'S PERFORMING ARTS	2,500
SC JUNIOR GOLF FOUNDATION PO BOX 286 PO BOX 286 IRMO,SC 29603		IRC501(C)(3)	SUPPORT JUNIOR SPORTS	2,500
SCOTTSDALE HEALTH FOUNDAT 10001 N 92ND ST STE 121 10001 N 92ND ST STE 121 SCOTTSDALE,AZ 85258		IRC501(C)(3)	SUPPORT HEALTH AND WELFARE OF COMM	50,000
SCRIPP HEALTH FOUNDATION PO BOX 2669 PO BOX 2669 LAJOLLA,CA 92038		IRC501(C)(3)	CARIOVASCULAR TREATMENT	30,000
SERENITY SUNDAY PHOENIX S 3901 E STANFORD DRIVE 3901 E STANFORD DRIVE PARADISE VALLEY,AZ 85253		IRC501(C)(3)	DRUG/ ALCOHOL RECOVERY SUPPORT	25,000
SK INSTITUTE INC PO BOX 1131 PO BOX 1131 LAJOLLA,CA 92038		IRC501(C)(3)	SUPPORT GENERAL REHABILATIVE HEALTH	5,000
SNAP PO BOX 6416 PO BOX 6416 CHICAGO,IL 60680		IRC501(C)(3)	PREIST ABUSED SURVIVOR SUPPORT	5,000
SPECIAL OLYMPICS 2570 BLVD OF THE GENERALS 2570 BLVD OF THE GENERALS NORRISTOWN,PA 19403		IRC501(C)(3)	SUPPORT PHYSICALLY MENTALLY CHALLENG	2,200
ST ANDREWS PRIORY SCH 224 QUEEN EMMA SQUARE 224 QUEEN EMMA SQUARE HONOLULA,HI 96813		IRC501(C)(3)	SUPPORT OF ALL GIRLS EDUCATION	25,000
TGEN FOUNDATION 400 E VAN BUREN STREET 400 E VANBUREN STREET PHOENIX,AZ 85004		IRC501(C)(3)	PANCREATIC CANCER RESEARCH	50,000
THE COMMUNITY SCHOOL 1936 NORTH JUDSON STREET 1936 NORTH JUDSON STREET PHILADELPHIA,PA 19121		IRC501(C)(3)	SCHOLARSHIPS UNDERPRIVILEGED KIDS	5,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD 2199 S UNIVERSITY BLVD DENVER,CO 80208		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF PA 3451 WALNUT STREET 3451 WALNUT STREET PHILADELPHIA, PA 19104		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	86,000
WISSAHICKEN VALLEY WATERSHED ASSOC 12 MORRIS ROAD 12 MORRIS ROAD AMBLER, PA 19002		IRC501(C)(3)	PRESERVE WISSAHICKEN CREEK	5,000
WVU FOUNDATION ONE WATERFRONT PLACE ONE WATERFRONT PLACE MORGANTOWN, WV 26507		IRC501(C)(3)	SUPPORT EDUCATION	5,000
YMCA OF GREENVILLE 601 E MCBEE AVE STE 212 601 E MCBEE AVE STE 212 GREENVILLE, SC 29615		IRC501(C)(3)	SUPPORT YOUNG MEN'S HEALTH & ATHLETE	5,000
<b>Total</b> . . . . .  <b>3a</b>				1,021,291

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a CROSSTEX ENERGY LLC			14	-1,204	
b ENTERPRISE PRODUCTS PARTNER			14	-1,409	
c HOLLY ENERGY PTNRS LP			14	-814	
d KINDER MORGAN ENERGY PTRS			14	-346	
e LINN ENERGY LLC			14	939	
f NUSTAR ENERGY LP			14	-694	
g PENN VIRGINIA			14	-241	
h PLAINS AMER PIPELINE			14	190	
i WILLIAMS PARTNERS LP			14	-1,300	
j NB CROSSROADS			14	739	

## TY 2012 Accounting Fees Schedule

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREP FEE	18,217	18,217		

## TY 2012 Compensation Explanation

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Person Name	Explanation
ANDREW K ROOKE	
WILLIAM W ROOKE	
CHARLES C ROOKE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NORTHERN TRUST		PURCHASE			1,390,931	1,369,036			21,895	
NB CROSSROADS FUND XVII		PURCHASE			412				412	
MERRILL LYNCH		PURCHASE			836,755	917,624			-80,869	
MERRILL LYNCH TARGA RESOURCE		PURCHASE			11,716	10,356			1,360	
MERRILL LYNCH PENTAIR LTD		PURCHASE			1				1	
MERRILL LYNCH PENN VA RES LP		PURCHASE			23,300	26,475			-3,175	
POWERSHARES DB COMM IND		PURCHASE			1,143				1,143	
NORTHERN TRUST		PURCHASE			2,260,174	1,956,795			303,379	
NB CROSSROADS FUND XVII		PURCHASE			53,278				53,278	
NB CROSSROADS FUND XVII (1231)		PURCHASE			19				19	
NORTHERN TRUST (CAP GAIN DIV)		PURCHASE			465				465	
NORTHERN TRUST (UNREC 1250 GAIN)		PURCHASE			54				54	
MERRILL LYNCH		PURCHASE			86,303	86,733			-430	
MERRILL LYNCH		PURCHASE			861,251	683,017			178,234	
MERRILL LYNCH NUSTAR ENERGY		PURCHASE			26,594	21,046			5,548	
MERRILL LYNCH CROSSTEX ENERGY		PURCHASE			24,107	7,874			16,233	
KINDER MORGAN		PURCHASE			68				68	
POWERSHARES DB PREC (STR 1256)		PURCHASE			2,371				2,371	
NUSTAR ENERGY (1231)		PURCHASE				105			-105	
WILLIAMS PTRS LP (1231)		PURCHASE				31			-31	
WILLIAMS PTRS LP		PURCHASE			3				3	
CROSSTEX		PURCHASE			1				1	
PENN VIRGINIA RESOURCE (1231)		PURCHASE			183				183	
ENTERPRISE PRODUCTS (1231)		PURCHASE				109			-109	
ENTERPRISE PRODUCTS		PURCHASE			2,339				2,339	
POWERSHARES DB GOLD (STR 1256)		PURCHASE			3,696				3,696	
FRANKLIN ST PROPERTIES (C/G DIV)		PURCHASE			217				217	
POWERSHARES DB COMM IND		PURCHASE				15,306			-15,306	
POWERSHARES DB COMM (STR 1256)		PURCHASE			22,808				22,808	
MERRILL LYNCH		PURCHASE			132				132	
MERRILL LYNCH		PURCHASE			138				138	
FSP PHOENIX TOWER CORP		PURCHASE			101,593	84,241			17,352	

TY 2012 Investments Corporate  
Stock Schedule

**Name:** WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE  
**EIN:** 22-3291812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 1000S	76,530	92,850
3M CO 100S		
3M CO 400S		
ABB LTD 645S		
ABBOTT LAB 485S	28,203	31,768
ABBOTTS LABS 500S	27,690	32,750
ACCENTURE 401S	23,459	26,667
ACUITY BRANDS INC 123S	4,847	8,331
ADIDAS AG 888S	33,798	39,782
ADT CORP 500S	16,546	23,245
AFLAC INC 1000S		
AGILENT TECH INC 719S	27,590	29,436
AGL RESOURCES 1000S	35,480	39,970
AGRIUM INC 400S	33,602	39,949
AIA GROUP LTD 2378S	35,513	37,123
AIR PRODUCTS & CHEM 500S	40,008	42,010
ALBEMARLE 500S		
ALEXION PHARM INC 196S	12,813	18,387
ALLERGAN INC 216S	13,803	19,814
ALLETE INC 175S	4,720	7,172
ALLIANZ SE ADR 1075S		
ALLSTATE CORP 799S	25,225	32,096
ALPS ALERIAN MLP 800S	12,756	12,760
ALTERA CORP 245S		
ALTRIA GROUP INC 486S	13,109	15,270
AMAZON COM INC 149S	9,328	37,420
AMAZON.COM 250S	64,380	62,718
AMERICAN EXPRESS CO 600S	33,416	34,488
AMERICAN EXPRESS CO 775S	32,978	44,547
AMERICAN TOWER CORP 211S	11,093	16,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERISOURCE BERGEN CORP 1212S	44,394	52,334
ANADARKO PETRO CORP 165S	12,960	12,261
ANALOG DEVICES INC 429S	16,323	18,044
ANGLO AMERN 375S		
ANHEUSER BUSCH 120S		
AON CORP 500S		
APACHE CORP 400S	33,931	31,400
APACHE CORP 501S	59,670	39,329
APPLE INC		
APPLE INC 130S	13,064	70,893
APPLE INC 153S		
APPLE INC 400S	74,426	212,869
ARM HLDS 955S	17,427	36,128
ASML HOLDINGS NV NY 327S	18,798	21,062
ASTRAZENECA 315S		
AT&T INC 1000S	31,621	33,710
AT&T INC 2132S	60,060	71,869
ATLAS COPCO 540S		
AUTOMATIC DATA PROC 230S	11,918	13,112
AVAGO TECH LTD 304S	10,616	9,625
AVIS BUDGET GRP INC 556S	7,763	11,020
BABOCK & WILCOX CO 261S	4,048	6,838
BAE SYS PLC 390S		
BAIDU INC 200S		
BAIDU INC 435S	32,292	43,626
BANK NS HALIFAX 215S	12,456	12,444
BANK NY MELLON CORP 1319S	41,983	33,898
BANK OF AMERICA 3625S		
BARCLAYS PLC 570S		
BASF AKTIENG LEVEL 1 215S		



Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAXTER INTL INC 500S	26,880	33,330
BAXTER INTL INC 992S	42,014	66,127
BAYBERRY GROUP 395S		
BAYER AG SPON 500S	26,205	47,960
BAYERISCHE MOTOREN 625S		
BCE INC 355S	13,366	15,244
BEAM INC 472S	22,551	28,837
BECTON DICKINSON 200S		
BECTON DICKISON & CO 500S	41,641	39,095
BED BATH & BEYOUND 240S		
BENEFICIAL MUTUAL BANCORP 552S	5,474	5,244
BERKSHIRE HATHAWAY 100S		
BERKSHIRE HATHAWAY 100S		
BERKSHIRE HATHAWAY 500S	35,937	44,850
BG PLC ADR FINAL INSTALL 1493S	27,405	24,948
BHP BILLITON LTD 215S		
BHP BILLITON LTD 300S		
BIOGEN IDSC INC 121S	17,064	17,747
BIOTECH HOLDINGS INC 800S		
BLACK HILLS CORP 1000S	26,980	36,340
BLACKROCK INC 76S	12,216	15,710
BOC HONG KONG 165S		
BOEING CO 225S		
BOEING CO INC 183S	12,084	13,791
BOEING INC 100S		
BOEING INC 100S		
BOEING INC 500S	32,314	37,680
BORG WARNER 100S		
BORG WARNER 415S	26,186	29,722
BORG WARNER 720S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BP PRUDHOE BAY RTYT 700S		
BRINKS CO 340S		
BRISTOL MYERS SQUIBB 500S	17,763	16,295
BRISTOL MYERS SQUIBB 759S	21,634	24,736
BRIT AMERN TOB 406S		
BROADCOM CORP 342S	11,498	11,358
BROADRIDGE FINL SOLUTIONS 427S	7,841	9,770
BROOKFIELD ASSET MGMT 250S		
BROWN FORMAN CORP 500S	30,885	30,750
BT GROUP PLC 775S		
BURBERRY GROUP 682S	26,335	27,812
CANADIAN IMPERIAL BANK 88S	6,861	7,094
CANADIAN NATL RES LTD 500S	39,541	45,505
CANADIAN NATL RW CO 300S		
CANADIAN NATL RY CO 446S	27,845	40,590
CANON INC 400S		
CANON INC 967S		
CAPITAL FED FINL INC 874S	10,530	10,217
CARNIVAL CORP 1142S	40,298	41,991
CARNIVAL PLC 190S		
CARRIZO OIL & GAS INC 199S	6,470	4,163
CATERPILLAR INC 300S		
CATERPILLAR INC 800S	30,604	71,686
CBOE HLDGS INC 292S	8,000	8,602
CBS CORP 775S	25,121	29,489
CELGENE CORP 325S		
CELGENE CORP 500S	33,858	39,235
CERNER CORP 1000S	33,590	77,510
CHECKPOINT SOFTWARE TECH 516S	28,968	24,582
CHEMTURA CORP 603S	9,753	12,820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP 600S	44,072	64,884
CHEVRON CORP 779S	75,330	84,241
CHGO BRDG & IRON 293S	7,120	13,581
CHINA MOBILE 130S		
CHINA TELECOM CORP 200S		
CHIPOTLE MEX GRILL INC 56S	14,862	16,658
CIRCOR INTL INC 182S	5,030	7,205
CISCO SYS INC 787S	15,591	15,465
CITI GROUP INC 600S	18,312	23,736
CLEAN HARBORS INC 500S		
CNOOC LTD 167S	26,633	36,740
COACH INC 300S	11,870	16,653
COCA COLA 1000S	22,410	36,250
COCA COLA 430S	14,076	15,588
COGNIZANT TECH SOL 80S		
COGNIZANT TECH SOLUTIONS 500S	12,425	36,941
COLGATE PALMOLIVE CO 500S	31,900	52,270
COMCAST CORP 700S	26,009	26,152
COMPASS GROUP 1736S	20,504	20,797
COMPASS MINERALS 82S	5,963	6,126
COMVERSE INC 71S	2,147	2,026
COMVERSE TECH INC 1468S	5,345	5,637
CONCHO RES INC 105S	8,800	8,459
CONOCO PHILLIPS 639S	30,451	37,056
CONSOLIDATED EDISON INC 500S	20,400	27,770
CONVANCE INC 545S		
COSTCO CORP 250S	23,409	24,683
COSTCO WHSL CORP 220S	12,056	21,729
CREDIT SUISSE GRP 909S		
CRESCENT POINT ENERGY CORP 184S	8,017	6,959

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CROSSTEX ENERGY LP 1500S		
CROWN CASTLE INTL CORP 173S	9,660	12,484
CSX CORP 900S		
DANA HLDGS 448S	7,617	6,993
DARA BIOSCIENCE INC 10743S	499,962	8,276
DARDEN REST INC 480S		
DASSAULT SYS 228S	15,414	25,784
DAVITA INC 300S	24,756	33,159
DBS GROUP HLDGS LTD 405S		
DEERE & CO 484S	36,034	41,827
DEERE & CO 800S	32,468	69,136
DELTIC TIMBER CORP 147S	6,618	10,381
DENNYS CORP INC 1274S	4,378	6,217
DIAGEO PLC 800S	84,873	93,264
DIAGEO PLC SPSD 200S		
DIGITAL RLTY INC 240S	14,444	16,294
DINEEQUITY INC 158S	8,056	10,586
DIRECT TV GROUP HLDGS 700S	16,135	35,112
DOVER CORP 500S		
DOVER CORP 761S	49,322	50,005
DRESSER RAND GROUP INC 130S	4,469	7,298
DUETSCHE BANK 463S	20,113	20,506
DUNKIN BRANDS GRP INC 377S	10,260	12,509
DUPONT DENEMOURS 120S		
DUPONT EI DEMOURS 100S		
DUPONT EI DEMOURS 500S	19,749	22,489
EBAY INC 1235S	37,520	63,010
ELECTA AB ADR 1316S	20,310	20,512
EMBRAER SA REPSTG 1337S	39,988	38,118
EMC CORP 2256S	52,292	57,077

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMC CORP 3250S	74,131	82,225
EMC CORP 500S		
EMERSON ELECTRIC 1140S		
EMERSON ELECTRIC CO 1000S	42,158	52,960
EMERSON ELECTRIC CO 344S	17,995	18,218
EMERSON ELECTRIC CO 400S		
ENBRIDGE INC 495S		
ENEL SOCIETA 1200S		
ENERGY INC & GROWTH FUND 1137S		
ENPRO IND INC 251S	8,446	10,266
ENTERPRISE PRODUCTS PARTNERS 2740S	3,337	137,219
ENTERPRISE PTNRS LP 100S		
ENTERPRISE PTNRS LP 600S		
ENTERPRISE PTNRS LP 800S		
ESTEE LAUDER CO 347S	14,423	20,771
EXPRESS SCRIPTS 120S		
EXPRESS SCRIPTS HLDGS CO 969S	50,535	52,326
EXPRESS SCRIPTS INC 1400S	57,018	75,600
EXPRESS SCRIPTS INC 400S		
EXPRESS SCRIPTS INC 400S		
EXXON MOBIL CORP 1000S	38,080	86,550
FACEBOOK INC 613S	17,990	16,324
FACTSET RESH SYS INC 500S	30,255	44,030
FAMILY DLR STORES INC 137S	9,264	8,687
FANUC LTD JAPAN 1329S	23,393	41,292
FED EX CORP 200S		
FEDERAL SIGNAL CORP 415S		
FEDEX CORP DE 100S		
FEDEX CORP DE 400S	33,887	36,688
FIRST AMERN FINL GROUP 493S	6,880	11,876

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIRST MERIT CORP 394S	7,562	5,591
FIRST NIAGRA FINL GRP 810S	8,706	6,423
FIRST TR ENERGY INCOME 637S	13,745	19,524
FLOWERS FOODS INC 533S	6,624	12,403
FLowsERV CORP 48S	2,512	7,046
FLSMIDTH & CO 3280S	19,963	18,965
FORESTAR GROUP INC 305S	5,566	5,286
FORMENTO ECONOMICO MEXICANA 150S		
FORTUNE BRANDS HUME & SEC INC 145S	2,321	4,237
FOSTER LB CO 129S	3,002	5,604
FRANKLIN STREET PPYS CORP 15833S	268,960	194,904
FREEPORT MCMORAN COPPER 800S	30,608	27,360
FREEPORT MCMRAN GLD 100S		
FREEPORT MCMRAN GLD 1413S	62,725	48,325
FRESENIUS MEDICAL CARE 1248S	31,454	42,806
FUJIFILMS HLDGS CORP 360S		
GALLAGHER ARTHUR CO 302S	10,768	10,454
GDR ASSA ABLOY 2074S	28,133	38,720
GENERAL ELECTRIC 4566S	94,672	95,840
GENERAL ELECTRIC CAP CORP 500S		
GENERAL ELECTRIC CORP 200S		
GENERAL ELECTRIC CORP 3000S	66,138	62,970
GENERAL ELECTRIC CORP 300S		
GENERAL ELECTRIC CORP 500S		
GENERAL ELECTRIC CORP 500S		
GENERAL MILLS 200S		
GENERAL MILLS 700S	23,117	28,294
GENESEE & WYO INC 93S	5,041	7,075
GENUINE PARTS INC 205S	10,381	13,034
GILEAD SCIENCES INC 205S	14,081	15,057

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLAXOSMITHKLINE 280S	11,524	12,172
GLENSIDE FORSIKRING 3000S	34,203	42,801
GOLD CORP INC 500S		
GOLDMAN SACHS GROUP INC 360S	42,814	45,922
GOOGLE INC 100S	69,915	70,738
GOOGLE INC 50S		
GOOGLE INC 61S	35,358	43,272
GULFPORT ENERGY CORP 289S	8,273	11,046
HALLIBURTON CO 944S	34,002	32,747
HANESBRANDS INC 413S	9,437	14,794
HANG LUNG LTD 1452S	23,994	28,850
HANOVER INSURANCE GROUP 254S	9,493	9,840
HARLEY DAVIDSON COM 285S		
HATACHI LTD 265S		
HCP INC 339S	12,257	15,316
HEALTHCARE REIT INC 271S	13,781	16,610
HEALTHCARE SERV GRP 735S		
HEARTWARE INTL 400S		
HENNESTMAURITZ 6543S	38,848	45,212
HERSHEY INC 500S	27,375	36,110
HESS CORP 820S	42,239	43,427
HILL ROM HLDGS INC 321S	7,374	9,149
HITACHI LTD 400S		
HJ HEINZ 418S	22,233	24,110
HOLLY ENERGY PARTNERS LP 300S		
HOLLY ENERGY PTNRS 500S	12,799	32,890
HOME DEPOT INC 800S	30,000	49,480
HONDA MOTOR CO 330S		
HONEYWELL 810S		
HONEYWELL INTL 500S	11,702	31,735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTL 646S	36,421	41,002
HONG KONG EXC 1512S	16,927	25,731
HSBC HLDGS 795S	36,575	42,191
HUMANA INC 515S		
IAC INTERACTIVE CORP 500S	12,280	23,621
IBERIABANK CORP 170S	7,070	8,350
IBM 112S	15,646	21,454
IBM CORP 1000S	107,481	191,550
IBM CORP 200S		
IBM CORP 300S		
ICONIX BRAND GRP 285S		
ILLUMINA INC 186S	6,736	10,340
IND & COMM BK UNSPON 2500S	32,238	35,480
INFORMMATICA CORP 500S		
ING GROUP NV 2378S		
INGERSOLL RAND 800S	35,497	38,368
INTEL CORP 2350S	50,506	48,481
INTL PAPER CO 2000S	55,415	79,680
INTRCONTINENTAL HOTELS 390S		
INTUITT 208S	12,573	12,376
ISHARES BARCLAYS TR/IN 4230S	357,352	357,097
ISHARES IBOX HIGH YIELD 1500S	129,390	140,025
ISHARES NASDAQ BIOTECH 700S	53,788	96,054
ISHARES TRUST DOW JONES 500S	41,525	43,180
ISHARES TRUST S&P INDIA NIFTY 1000S	24,717	24,910
ITAU UNIBAND HLDGS 2591S	43,111	42,648
ITC HLDGS 165S		
ITT CORP 465S	9,704	10,909
JARDINE MATHESON 200S		
JARDINE MATHESON HD 300S		



Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHN BEAN TECH CORP 290S	4,281	5,153
JOHNSON & JOHNSON 1000S	65,000	70,100
JOHNSON AND JOHNSON 254S	16,886	17,805
JP MORGAN CHASE & CO 600S	17,358	26,381
JP MORGAN CHASE CO 1232S	44,486	54,171
JUNIPER NETWORKS INC 330S		
KAISER ALUM CORP 190S	6,683	11,721
KANSAS CITY SOUTHERN 67S	1,571	5,593
KAYNE ANDERSON MLP INC 1140S	25,484	33,596
KEPPEL LTD 1696S		
KIDDI CORP 1294S	21,637	22,800
KIMBERLEY CLARK 237S	15,593	20,010
KINDER MORGAN ENERGY 500S		39,895
KINDER MORGAN ENERGY 623S	17,584	22,364
KINDER MORGAN MANAGEMENT 717S	51,748	53,652
KINGFISHER 4913S	40,271	45,396
KOHL'S CORP 491S	27,127	21,103
KOMATSU LTD 1760S	33,338	45,250
KOPPERS HLDGS INC 130S	4,234	4,960
KRAFT FOODS 361S	16,126	15,960
LABORATORY CORP HLDGS 319S	28,349	27,632
LAS VEGAS SANDS CORP 703S	33,043	32,450
LEAR CORP 1000S		
LEGACY RESERVE 500S	14,300	11,900
LEGACY RESERVES LP 400S	8,780	9,520
LI FUNG LTD 7431S	28,604	26,231
LINKEDIN CORP 200S	15,221	22,964
LINN ENERGY 1000S		
LINN ENERGY LLC 500S	4,478	17,620
LOREAL CO 200S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOREAL CO 800S		
LOWES CO INC 145S		
LULULEMON ATHLETICA INC 271S	15,467	20,658
LVMH MOET HENNESSY 1530S	25,314	57,666
MACDONALDS CORP 322S	26,370	28,403
MAKO SURGICAL CORP 700S		
MANNING NAPIER INC 278S	3,525	3,503
MASTERCARD INC 101S	22,898	49,619
MATTEL INC 475S	12,253	17,395
MCDERMOTT INTL INC 689S	6,900	7,593
MCDONALDS CORP 500S	30,415	44,105
MCKESSON CORP 200S		
MCKESSON CORP 600S	29,428	58,176
MEAD JOHNSON NUT 190S		
MEAD JOHNSON NUTRITION 100S		
MEAD JOHNSON NUTRITION 500S	22,323	32,945
MEAD WEST VACO CORP 1000S		
MERCADOLIBRE INC 328S	24,719	25,771
MERCK & CO INC 179S	6,329	7,328
MFB NORTHERN FUND JG R/E 29299S	249,524	270,438
MFB NORTHERN NHFIX HIGH YLD 101580S	661,431	766,930
MFC ISHARES EMERG MKTS 10700S	493,366	474,545
MFC ISHARES IBOXX INV 1100S	121,247	133,089
MFC ISHARES TR RUSSELL 1000 GROWTH 3	21,975	23,707
MFC JOHN HANCOCK BK 805S		
MFC PWRSHARES DB INDEX 21700S	607,596	602,826
MFC SHARES 185S		
MFC SPDR GOLD 1050S	154,280	170,111
MICHAEL KORS HLDGS LTD 328S	15,085	16,738
MICHELIN COMPAGNE GEN 1635S	23,672	30,864

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP 1168S	32,484	31,221
MITSUBISHI UFI FINL GROUP INC 5786S	31,631	31,360
mitsui co ltd 50S		
MONDELEZ INTL INC 574S	15,518	14,620
MONSANTO CO 260S	18,295	24,609
MORGAN STANLEY 964S	17,656	18,432
MOSAK INC 471S	26,783	26,673
NATL AUSTRALIA BANK 850S	20,137	22,406
NATL GRID TRANSCO 135S		
NATL OIL WELL VAR 215S		
NATL RETAIL INC 328S	7,808	10,234
NCR CORP 381S	6,472	9,708
NESTLE S A 1250S		
NESTLE S A SPONSORED REPSTG 615S	18,558	40,080
NESTLE SA REP RG 1500S	54,940	97,755
NETAPP INC 355S		
NETEASE INC 500S		
NEXTERA ENERGY INC 761S	38,218	49,540
NIKE INC 100S		
NIKE INC 100S		
NIKE INC 376S	11,401	19,402
NIKE INC 50S		
NIKE INC 50S		
NIKE INC 50S		
NIKE INC 50S		
NIPPON TELEG & TELE 270S		
NISSAN MTR LTD 795S		
NORFOLK SOUTHERN CORP 500S	38,155	30,920
NORTHEAST UTILITIES 500S	15,010	19,540
NORTHWEST BANKSHARES INC 777S	8,797	9,433

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHWESTERN CORP 222S	7,765	7,710
NOVA NORDISK AS 456S	33,023	74,424
NOVARTIS 967S	50,012	61,211
NUSTAR ENERGY LP 500S		
OASIS PETE INC 250S	6,912	7,950
OCCIDENTAL PETE CORP 450S	37,041	34,475
OCCIDENTAL PETROLEM 580S	48,720	44,434
OIL CO LUKOIL 275S		
ONEOK INC 465S	15,908	19,879
ORACLE CORP 1013S	32,512	33,753
ORACLE CORP 2180S		
ORACLE CORP1000S	26,990	33,320
ORIX CORP 195S		
OUEST DIAGNOSTICS 440S		
PATTERSON COS INC 235S	4,816	8,044
PEARSON 1537S	28,933	30,033
PENN VA RESOURCES PTNRS 1000S		
PENSKE AUTO GROUP INC 385S	7,505	11,585
PENTAIR LTD 500S	20,919	24,575
PEPSICO 500S	32,445	34,215
PERRIGO CO 56S	6,361	5,826
PETROLEO BRASILFIRO 485S		
PHH CORP 506S	9,208	11,512
PHILIP MORRIS INTL 639S	39,419	53,446
PIEDMONT NATURAL GAS 1000S	17,390	31,310
PIMIO O-5 YEAR H/Y CORP 500S	50,520	51,715
PLAINS ALL AMER PIPELINE LP 1078S	7,198	48,769
PNM RES INC 267S	5,625	5,476
POTASH CORP SASK INC 810S	26,130	32,959
POWERSHARES DB GOLD FD 1000S	49,300	57,350

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWERSHARES DB MULTI SECT 700S	22,470	39,963
PPL CORP 1900S	33,003	54,397
PRAXAIR INC 134S	13,519	14,666
PRECISION CAST PARTS 142S	15,377	26,898
PRICELINE INC 35S	16,812	21,742
PROCTOR & GAMBLE 750S	47,790	50,918
PROCTOR & GAMBLE CO 1000S	32,060	67,890
PUBLIC SERV ENTERPRISE 1167S	37,999	35,710
PUBLICIS SA 2454S	28,186	37,203
QEP RES INC 500S		
QUALCOMM INC 129S	4,742	8,001
QUEST DIAGNOSTICS INC 323S	18,559	18,821
RACKSPACE HLDGS INC 188S	9,552	13,963
RALPH LAUREN CORP 126S	11,642	18,890
REALTY INCOME CORP 164S	5,379	6,594
RECKITT BENCKISER GRP 3327S	29,561	42,220
RED HAT INC 378S	16,058	20,019
REDWOOD TRUST INC 500S		
REDWOOD TRUST INC 500S		
REGAL BELOIT CORP 121S	7,136	8,527
REGIS CORP MINN 414S	7,341	7,005
REPSOL XPE 240S		
ROCHE HDLGS LTD 500S	24,615	25,250
ROCHE HLDGS LTD 160S		
ROPER INDUSTRIES INC 35S		
ROYAL BANK SCOTLAND 1979S	19,760	21,353
ROYAL DUTCH SHELL 220S		
ROYAL KPN NV 1035S		
RPM INTL INC 381S	8,246	11,186
RYLAND GROUP INC 163S	5,237	5,950

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SABMILLER PLC 507S	14,089	23,723
SABRA HEALTH CARE REIT INC 387S	8,455	8,406
SALESFORCE INC 163S	8,173	27,400
SALLY BEAUTY HLDGS INC 363S	3,130	8,556
SANDISK CORP 700S	34,737	30,492
SANOFI AVENTIS 625S		
SAP AG 596S	25,791	47,906
SAP AG STIS 500S	39,755	40,190
SBERBANK RUSSIA 1704S	18,772	21,402
SCHLMBERGER LTD 300S		
SCHLUMBERGER 500S	33,189	34,649
SCHLUMBERGER LTD 805S	48,790	55,778
SHIRE PLC 223S	13,237	20,556
SHIRE PLC 333S		
SIEMENS AG 100S		
SIEMENS AG 297S	29,450	32,513
SIEMENS AG 500S	52,859	54,735
SIMON PPTY GRP INC 621S	32,621	98,174
SIMON PROPERTIES GRP REIT 100S		
SIMON PROPERTIES GRP REIT 11S		
SIMON PROPERTIES GRP REIT 3S		
SIMON PROPERTIES GRP REIT 3S		
SIMON PROPERTIES GRP REIT 4S		
SMITH AO CORP 178S	6,610	11,226
SOLUTIA INC 315S		
SOUTHERN CO 391S	15,494	16,739
SOUTHERN COPPER CORP 441S	14,427	16,696
SOUTHWESTERN ENERGY DE 300S		
SOW STN ENERGY 200S		
SPDR BARCLAY CAPITAL H/Y 2000S	75,040	81,420

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR BARCLAYS TIPS ETF 1000S	60,177	60,720
SPDR GOLD TRUST 500S	38,250	81,010
SPDR SP BIOTECH 500S	42,353	43,955
SPDR SP CHINA 1000	69,050	74,090
SPDR SP HOMEBUILDERS 1000S	23,248	26,600
SPECTRA ENERGY CORP 945S		
SPERBANK RUSSIA SPON ADR 2061S		
SPLUNK INC 210S	6,497	6,094
STANLEY BLACK AND DECKER INC 500S	29,870	36,985
STARBUCKS CORP 112S	5,951	6,005
STARBUCKS CORP 500S	17,685	26,815
STRATEGIC OIL & GAS 287500S	250,000	334,650
STRYKER CORP 500S	26,115	27,410
SUNCOKE ENERGY INC 502S	7,260	7,826
SUPER VALUE INC 690S		
SWATCH GRP 1409S	29,136	35,497
SYNGENTA 285S	19,377	23,028
TAIWAN SEMICONDUCTOR MFG 1352S	18,159	23,200
TARGET CORP 200S		
TARGET CORP 500S	21,521	29,585
TECH RESOURCES LTD 351S		
TELEFONIC 877S		
TELSA MTRS INC 207S	5,767	7,011
TELUS CORP 500S	28,454	32,570
TENCENT HLDGS LTD 1362S	33,271	44,469
TERA DATA CORP DEL 116S	8,303	7,179
TESCO CORP 1502S		
TEVA PHARM INDS 962S	34,540	35,921
TIFFANY CO 130S		
TIME WARNER CABLE INC 500S	26,680	48,595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIME WARNER INC 416S	28,525	40,431
TIMKEN CO 225S		
TJX COS INC 516S	22,055	21,904
TOKIO MARINE HLDGS 420S		
TOTAL SA 315S		
TOYOTA MOTOR CORP 150S		
TOYOTA MOTOR CORP 534S	44,831	49,796
TOYOTA MOTORS CORP 400S	28,009	37,300
TRANSDIGM GRP INC 47S	5,797	6,409
TREEHOUSE FOODS INC 235S		
TRINITY IND INC 282S	5,355	10,101
TULLOW OIL 2122S	20,638	21,748
TURKIYE GARANTI BANKASI 4274S	17,086	22,225
TYCO INTL LTD 100S		
TYCO INTL LTD 500S	9,773	14,625
UBS E TRACS ALERIAN MLP 1000S	26,280	32,540
UGI CORP 1500S	30,075	49,065
UGI CORP 500S		
UNILEVEL PLC 215S		
UNION PAC CORP 159S	12,389	19,989
UNION PACIFIC 600S	38,462	75,432
UNION PACIFIC CORP 200S		
UNITED HEALTH GROUP INC 172S	9,385	9,329
UNITED PARCEL SERVICES INC 500S	29,605	36,865
UNITED PARCEL SVC 200S		
UNITED TECH CORP 200S		
UNITED TECHS CORP 500S	20,200	41,005
UNTD TECHNOLOGIES CORP 948S	75,030	77,745
US BANKCORP 951S	26,132	30,375
VAIL RESORTS INC 195S	8,690	10,548



Name of Stock	End of Year Book Value	End of Year Fair Market Value
VALE SA ADR REPSTG 300S		
VANGUARD INFO TECH 500S	30,675	34,555
VANGUARD MSCI EMERGING 1400S	57,374	62,342
VANGUARD REIT ETF 1000S	52,618	65,800
VECTREN CORP 275S	6,866	8,085
VERIFONE SYSTEMS INC 500S		
VERIZON COMMUNICATIONS 1000S	35,414	43,270
VERMILLION ENERGY INC 160S	7,856	8,365
VERTEX PHARM INC 370S	12,752	15,518
VIACOM INC 400S		
VIEW POINT FINL INC 479S	6,159	10,030
VISA INC 250S		
VISA INC 50S		
VMWARE INC 195S	8,533	18,357
VODAFONE GROUP 744S	17,609	17,734
VOLKSWAGEN 522S		
VOLVO AKTIEBOLAGET 550S		
VORNADO REALTY TRUST 500S		
VORNADO REALTY TRUST REIT 100S		
VORNADO REALTY TRUST REIT 10S		
VORNADO REALTY TRUST REIT 1S		
VORNADO REALTY TRUST REIT 2S		
VORNADO REALTY TRUST REIT 8S		
WABTEC CORP 128S	4,228	11,205
WADDEL & REED FINL INC 148S	4,167	5,153
WAL MART DE MEXICO 778S	11,476	25,503
WALMART STORES INC 100S		
WALMART STORES INC 200S		
WALMART STORES INC 500S	25,960	34,115
WALMART STORES INC 832S	46,710	56,767

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALT DISNEY 263S	5,147	13,095
WALT DISNEY CO 500S	14,010	24,895
WALTER ENERGY INC 105S		
WASTE MGMT INC 805S		
WATSON PHARM INC 845S	24,269	37,840
WATSON PHARMACEUTICALS 500S	29,903	43,000
WELLS FARGO 500S		
WELLS FARGO CO 2086S	60,742	71,299
WESTFIELD FINL INC 389S	3,267	2,812
WEX INC 172S	4,212	12,963
WHOLE FOODS MKTS 220S	7,715	20,093
WILLIAMS CO INC 668S	19,647	21,870
WILLIAMS PTRS LP UNIT LTD 500S	7,581	24,330
WINTRUST FINL CORP 226S	7,246	8,294
WORKDAY INC 73S	3,644	3,979
WRIGHT EXPRESS CORP 365S		
WYNDHAM WW CORP 142S	2,247	7,563
YANDEX NV 945S	25,490	20,384
YOUKU INC 70S		
YOUKU TUDOW INC 70S	3,372	1,277
YUM BRANDS INC 500S	32,567	33,200
YUM BRANDS INC 705S	48,695	46,812
ZURICH FINL SVCS 275S		

**TY 2012 Other Assets Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	88,888	88,888	88,888
FSP ENERGY TOWER I CORP	83,741	83,741	83,741
ESP PARK TEN DEV CORP	100,000	100,000	100,000
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	396,771	338,336	338,336
FSP PHOENIX TOWER CORP	84,241		
FRANKLIN STREET PROPERTIES	268,960		
HUFF ENERGY FUND	1,644,415	1,846,280	1,846,280
CARDIO VASCULAR INC	500,000	479,700	479,700
SURGI VISION	290,411	290,411	290,411
CORMATRIX I LLC		6,800	6,800
CORMATRIX II LLC		13,500	13,500

**TY 2012 Other Decreases Schedule**

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
F/B COSTS ADJUSTMENT	26,585

**TY 2012 Other Expenses Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS FEES / EXPENSES	6,302	6,302		
PASS THRU ENTITY EXPENSES	14,590	14,590		
MISCELLANEOUS EXPENSES	3,811	3,811		

**TY 2012 Other Income Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PENN VIRGINIA RESOURCE CO	43	43	
CROSSTEX ENERGY LLC	-1,204		
ENTERPRISE PRODUCTS PARTNERS	-1,409		
HOLLY ENERGY PTNRS LP	-814		
KINDER MORGAN ENERGY PTRS	-346		
LINN ENERGY LLC	939		
NUSTAR ENERGY LP	-694		
PENN VIRGINIA	-241		
PLAINS AMER PIPELINE	190		
WILLIAMS PARTNERS LP	-1,300		
NB CROSSROADS	739		

**TY 2012 Other Increases Schedule**

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
NON TAXABLE DIVIDEND	12,192

## TY 2012 Other Professional Fees Schedule

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	193,276	193,276		



**TY 2012 Taxes Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	10,268	10,268		
MISCELLANEOUS TAXES	132	132		
EXCISE TAXES	1,382			