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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 , and ending

Name of foundation SWARTZLANDER R COMMUNITY HS T W		A Employer identification number 23-1608256
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 814,345	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
Revenue				
1 Contributions gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	20,992	20,675		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	7,801			
b Gross sales price for all assets on line 6a 312,036				
7 Capital gain net income (from Part IV, line 2)		7,801		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	28,793	28,476	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	13,008	9,756		3,252
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	459	209		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	13,467	9,965	0	3,252
25 Contributions, gifts, grants paid	34,000			34,000
26 Total expenses and disbursements. Add lines 24 and 25	47,467	9,965	0	37,252
27 Subtract line 26 from line 12	-18,674			
a Excess of revenue over expenses and disbursements		18,511		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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12

Form 990-PF (2012) SWARTZLANDER R COMMUNITY HS T W

23-1608256

Page **2**

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	32,978	34,340	34,340
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	749,059	735,151	780,007
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	782,037	769,491	814,347
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	782,037	769,491	
	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 instructions)	782,037	769,491	
	31 Total liabilities and net assets/fund balances (see instructions)	782,037	769,491	

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	782,037
2 Enter amount from Part I, line 27a	2	-18,674
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	8,945
4 Add lines 1, 2, and 3	4	772,308
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,817
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	769,491

Form **990-PF** (2012)

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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,801
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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.

(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	18,716	805,175	0.023245
2010	33,388	795,537	0.041969
2009	3,508	456,925	0.007677
2008	2,000	46,085	0.043398
2007	3,000	33,236	0.090264

2 Total of line 1, column (d)	2	0.206553
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	0.041311
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	797,348
5 Multiply line 4 by line 3	5	32,939
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	185
7 Add lines 5 and 6	7	33,124
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	37,252

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	185
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0
3 Add lines 1 and 2		3	185
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	185
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	391	
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	391	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	206	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 185 Refunded	11	21	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ _____ (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? 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
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WELLS FARGO BANK N A</u> Telephone no ► <u>888-730-4933</u> Located at ► <u>101N Independence Mall E MACY1372-062 Philadelphia PA</u> ZIP+4 ► <u>19106-2112</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No	X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

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, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee	4 00	13,008	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions) If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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	

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	773,166
b	Average of monthly cash balances	1b	36,324
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	809,490
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	809,490
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,142
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	797,348
6	Minimum investment return. Enter 5% of line 5	6	39,867

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	39,867
2a	Tax on investment income for 2012 from Part VI, line 5	2a	185
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	185
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,682
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,682
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	39,682

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	37,252
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	37,252
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	185
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,067

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				39,682
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			33,102	
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	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>37,252</u>				
a Applied to 2011, but not more than line 2a			33,102	
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				4,150
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				35,532
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	34,000
b Approved for future payment NONE				
Total			▶ 3b	0

Form **990-PF** (2012)

SWARTZLANDER R COMMUNITY HS T W

23-1608256 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BUCKS COUNTY FREE LIBRARY

Street

150 SOUTH PINE STREET

City

DOYLESTOWN

State

PA

Zip Code

18901

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,000

Name

ADOLESCENT PARENTING & SUPPORT CONTINUUM

Street

204 N WEST STREET #101

City

DOYLESTOWN

State

PA

Zip Code

18901

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

BUCKS FOR KIDS

Street

43 EAST OAKLAND AVENUE

City

DOYLESTOWN

State

PA

Zip Code

18901

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals		Capital Gains/Losses		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
		2,814		0		312,036		0		304,235		7,801	
		Long Term CG Distributions		Short Term CG Distributions		Other sales							
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FU			9/30/2010		2/10/2012	1,042	987				55
2	X	ARTISAN INTERNATIONAL FU			9/30/2010		8/6/2012	5,567	4,999				568
3	X	ARTISAN INTERNATIONAL FU			10/24/2011		1/1/2012	1,470	1,285				185
4	X	CREDIT SUISSE COMM RT ST			8/10/2012		8/6/2012	1,062	1,171				-109
5	X	DIAMOND HILL LONG-SHORT			8/10/2012		1/1/2012	807	787				20
6	X	DODGE & COX INT'L STOCK F			1/1/22/2010		8/6/2012	661	741				-80
7	X	DODGE & COX INT'L STOCK F			9/30/2010		8/6/2012	4,558	4,964				-306
8	X	DODGE & COX INT'L STOCK F			9/30/2010		1/1/2012	2,167	2,180				-13
9	X	DODGE & COX INCOME FD CC			9/30/2010		2/10/2012	27,261	26,780				481
10	X	DODGE & COX INCOME FD CC			8/10/2012		1/1/2012	1,046	1,034				12
11	X	DODGE & COX INCOME FD CC			5/10/2012		1/1/2012	9,263	9,103				160
12	X	DODGE & COX INCOME FD CC			8/10/2012		1/1/2012	15,291	15,137				154
13	X	DODGE & COX INCOME FD CC			4/28/2011		1/1/2012	12,110	11,666				444
14	X	DREYFUS EMG MKT DEBT LO			8/12/2011		1/1/2012	1,038	1,028				10
15	X	JP MORGAN MID CAP VALUE			2/4/2011		2/10/2012	671	642				29
16	X	JP MORGAN MID CAP VALUE			9/30/2010		2/10/2012	716	602				114
17	X	JP MORGAN MID CAP VALUE			9/30/2010		5/6/2012	2,047	1,654				393
18	X	JP MORGAN MID CAP VALUE			9/30/2010		8/6/2012	946	742				204
19	X	GOLDMAN SACHS GRTH OPP			8/12/2011		1/1/2012	883	684				199
20	X	GOLDMAN SACHS GRTH OPP			9/30/2010		2/10/2012	933	854				79
21	X	GOLDMAN SACHS GRTH OPP			9/30/2010		4/10/2012	14,319	12,995				1,324
22	X	GOLDMAN SACHS GRTH OPP			8/12/2011		4/10/2012	5,728	5,112				616
23	X	OPPENHEIMER DEVELOPING			9/30/2010		1/1/2012	1,467	1,427				40
24	X	PIMCO TOTAL RET FD-INST			9/30/2010		2/10/2012	21,619	28,838				-1,219
25	X	PIMCO FOREIGN BD FD USD			8/12/2011		8/6/2012	1,171	1,172				0
26	X	PIMCO FOREIGN BD FD USD			8/12/2011		8/6/2012	7,072	6,784				288
27	X	RIDGEMOUNT SEIX HY BDI			9/30/2010		8/6/2012	954	940				14
28	X	RIDGEMOUNT SEIX HY BDI			9/30/2010		1/1/2012	949	921				28
29	X	RIDGEMOUNT SEIX HY BDI			9/30/2010		1/1/2012	1,567	1,531				36
30	X	T ROWE PRICE SHORT TERM			9/30/2010		5/6/2012	10,510	10,596				-86
31	X	T ROWE PRICE SHORT TERM			2/14/2012		5/6/2012	8,759	8,751				8
32	X	T ROWE PRICE SHORT TERM			2/14/2012		8/6/2012	28,479	28,420				59
33	X	T ROWE PRICE SHORT TERM			2/14/2012		1/1/2012	11,383	11,359				24
34	X	SPDR DJ WILSHIRE INTERNA			4/29/2011		8/6/2012	2,403	2,574				-171
35	X	SPDR DJ WILSHIRE INTERNA			5/22/2011		8/6/2012	39	42				-3
36	X	SPDR DJ WILSHIRE INTERNA			9/30/2010		1/1/2012	1,308	1,317				-9
37	X	SPDR DJ WILSHIRE INTERNA			9/30/2010		1/1/2012	1,325	1,182				143
38	X	TCW SMALL CAP GROWTH FL			5/10/2012		1/1/2012	805	820				-15
39	X	TCW SMALL CAP GROWTH FL			5/10/2012		1/1/2012	768	821				-53
40	X	TCW SMALL CAP GROWTH FL			8/10/2012		1/1/2012	699	741				-42
41	X	TCW SMALL CAP GROWTH FL			9/30/2010		1/1/2012	7,173	7,369				-196
42	X	HARBOR CAPITAL APRECTION			9/30/2010		2/10/2012	1,724	1,386				338
43	X	HUSSMAN STRATEGIC GROW			9/30/2010		8/6/2012	13,801	16,565				-2,765
44	X	ISHARES S & P 500 INDEX FU			9/30/2010		2/10/2012	1,480	1,265				215
45	X	ISHARES S & P 500 INDEX FU			9/30/2010		5/6/2012	11,156	9,431				1,725
46	X	KEELEY SMALL CAP VAL FD CC			9/30/2010		2/10/2012	1,752	1,447				305
47	X	KEELEY SMALL CAP VAL FD CC			5/10/2012		8/6/2012	724	707				17
48	X	KEELEY SMALL CAP VAL FD CC			5/10/2012		1/1/2012	506	458				48
49	X	KEELEY SMALL CAP VAL FD CC			8/12/2011		1/1/2012	916	740				176
50	X	LAUDUS MONDRIAN INT'L FUND			9/30/2010		8/6/2012	7,490	7,559				-69
51	X	MFS VALUE FUND-CLASS I 8			2/4/2011		8/6/2012	1,201	1,142				59
52	X	MFS VALUE FUND-CLASS I 8			2/4/2011		1/1/2012	1,051	976				75
53	X	MAINSTAY EP US EQUITY-INS			9/30/2010		2/10/2012	11,633	11,635				0
54	X	MAINSTAY EP US EQUITY-INS			9/30/2010		5/6/2012	823	819				4
55	X	MAINSTAY EP US EQUITY-INS			9/30/2010		8/6/2012	11,162	10,845				317
56	X	MERGER FD SH BEN INTL 290			9/30/2010		8/6/2012	3,655	3,664				-9
57	X	TCW SMALL CAP GROWTH FL			8/12/2011		12/19/2012	4,312	4,220				92
58	X	TCW SMALL CAP GROWTH FL			8/12/2011		2/10/2012	6,142	5,975				167
59	X	VANGUARD REIT VIPER			9/30/2010		5/6/2012	3,349	2,809				540
60	X	VANGUARD REIT VIPER			9/30/2010		8/6/2012	980	776				202
61	X	VANGUARD REIT VIPER			9/30/2010		8/6/2012	395	309				86
62	X	VANGUARD REIT VIPER			9/30/2010		8/6/2012						

Part I, Line 18 (990-PF) - Taxes

		459	209	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	209	209		
2	PY EXCISE TAXES PAID	250			

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	31,314	37,419
3	DODGE & COX INCOME FD COM 147		0	37,531	39,071
4	HARBOR CAPITAL APRCTION-INST 2012		0	38,235	49,130
5	MERGER FD SH BEN INT 260		0	12,084	12,009
6	PIMCO TOTAL RET FD-INST 35		0	120,235	119,484
7	PIMCO FOREIGN BD FD USD H-INST 103		0	16,531	16,827
8	T ROWE PRICE SHORT TERM BD FD 55		0	6,272	6,285
9	ARTISAN MID CAP FUND-INSTL 1333		0	22,623	22,275
10	ISHARES RUSSELL 2000 GROWTH		0	19,788	20,396
11	ISHARES S & P 500 INDEX FUND		0	24,693	28,628
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	17,979	17,519
13	DODGE & COX INT'L STOCK FD 1048		0	36,382	37,817
14	MFS VALUE FUND-CLASS I 893		0	34,214	36,438
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	38,361	39,994
16	DRIEHAUS ACTIVE INCOME FUND		0	12,050	12,351
17	JP MORGAN MID CAP VALUE-I 758		0	13,729	18,004
18	HUSSMAN STRATEGIC GROWTH FUND 60		0	18,325	15,432
19	VANGUARD REIT VIPER		0	23,120	29,084
20	VANGUARD EMERGING MARKETS ETF		0	25,804	26,139
21	OPPENHEIMER DEVELOPING MKT-Y 788		0	23,152	24,651
22	SPDR DJ WILSHIRE INTERNATIONAL REA		0	27,016	28,573
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	17,407	19,973
24	RIDGEWORTH SEIX HY BD-I 5855		0	40,166	42,255
25	GATEWAY FUND - Y 1986		0	20,088	19,868
26	CREDIT SUISSE COMM RT ST-CO 2156		0	42,237	39,227
27	KEELEY SMALL CAP VAL FD CL I 2251		0	15,815	21,158

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	776
2	FEDERAL EXCISE TAX REFUND	2	8,169
3	Total	3	8,945

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	109
2	MUTUAL FUND & CTF INCOME SUBTRACTIONS	2	2,602
3	PY RETURN OF CAPITAL ADJUSTMENT	3	106
4	Total	4	2,817

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	12/31/2012	1	391
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	391

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	33,102
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	33,102