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: THE NATIONAL ARTS PROGRAM FOUNDATION

A Employer identification number: 23-2272057

Number and street (or P O box number if mail is not delivered to street address): 701 PROVIDENCE ROAD

Room/suite

ORIGINAL
For Taxing Authorities

B Telephone number: 610-408-9600

City or town, state, and ZIP code: MALVERN, PA 19355

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) ▶$ 21,551,262.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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))

	Line	(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	10,352,016.			
	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	180,236.	180,236.	180,236.	STATEMENT 1
	5a Gross rents	93,000.	93,000.	93,000.	STATEMENT 2
	b Net rental income or (loss) <7,868.>				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	80,426.			
	b Gross sales price for all assets on line 6a 4,701,416.				
	7 Capital gain net income (from Part IV, line 2)		80,426.		
	8 Net short-term capital gain			36,573.	
	9 Income modifications				
	10a Gross sales less returns and allowances 15,660.				STATEMENT 4
	b Less Cost of goods sold				
	c Gross profit or (loss)	15,660.		15,660.	STATEMENT 5
	11 Other income				
	12 **Total.** Add lines 1 through 11	10,721,338.	353,662.	325,469.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	62,500.	15,625.	15,625.	46,875.
	14 Other employee salaries and wages	154,318.	38,580.	38,580.	115,738.
	15 Pension plans, employee benefits	59,485.	14,871.	14,871.	44,614.
	16a Legal fees STMT 6	17,657.	0.	0.	17,657.
	b Accounting fees STMT 7	15,833.	3,958.	3,958.	11,875.
	c Other professional fees STMT 8	43,613.	43,613.	43,613.	0.
	17 Interest	2,054.	2,054.	2,054.	0.
	18 Taxes STMT 9	45,568.	39,619.	39,619.	5,949.
	19 Depreciation and depletion	59,873.	51,640.	51,640.	
	20 Occupancy	676.	676.	676.	0.
	21 Travel, conferences, and meetings	7,687.	0.	0.	7,687.
	22 Printing and publications	40,074.	0.	0.	40,074.
	23 Other expenses STMT 10	317,668.	11,312.	11,312.	306,190.
	24 **Total operating and administrative expenses** Add lines 13 through 23	827,006.	221,948.	221,948.	596,659.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	827,006.	221,948.	221,948.	596,659.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	9,894,332.			
	b **Net investment income** (if negative, enter -0-)		131,714.		
	c **Adjusted net income** (if negative, enter -0-)			103,521.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<4,210.>		
	2 Savings and temporary cash investments	43,558.	337,544.	337,544.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	<5,000.>		
	10a Investments - U.S. and state government obligations STMT 12	2,714,699.	1,889,999.	1,889,999.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 13	473,815.	977,813.	977,813.
	11 Investments - land, buildings, and equipment basis ▶ 3,419,630.			
	Less accumulated depreciation STMT 14 ▶ 116,061.	2,055,209.	3,303,569.	2,415,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 15	475,941.	9,034,834.	9,034,834.
	14 Land, buildings, and equipment: basis ▶ 444,532.			
	Less accumulated depreciation STMT 11 ▶ 106,299.	346,466.	338,233.	338,233.
	15 Other assets (describe ▶ COLLECTION)	6,330,000.	6,557,839.	6,557,839.
	16 **Total assets** (to be completed by all filers)	12,430,478.	22,439,831.	21,551,262.
Liabilities	17 Accounts payable and accrued expenses	2,400.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ SECURITY DEPOSIT)	11,500.	17,275.	
	23 **Total liabilities** (add lines 17 through 22)	13,900.	17,275.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	12,416,578.	22,422,556.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	12,416,578.	22,422,556.	
	31 **Total liabilities and net assets/fund balances**	12,430,478.	22,439,831.	

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	12,416,578.
2	Enter amount from Part I, line 27a	2	9,894,332.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	111,646.
4	Add lines 1, 2, and 3	4	22,422,556.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,422,556.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,701,416.		4,620,990.	80,426.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				80,426.

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	80,426.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	36,573.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	564,619.	12,233,121.	.046155
2010	613,823.	12,794,358.	.047976
2009	547,436.	13,096,816.	.041799
2008	450,243.	12,321,051.	.036543
2007	557,003.	9,985,351.	.055782

2	**Total** of line 1, column (d)	2	.228255
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	.045651
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,885,500.
5	Multiply line 4 by line 3	5	770,840.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,317.
7	Add lines 5 and 6	7	772,157.
8	Enter qualifying distributions from Part XII, line 4	8	596,659.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ 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)			1	2,634.
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	2,634.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,634.
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,861.		
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	13,861.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,227.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	11,227.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? N/A	13		

Website address ▶ WWW.NATIONALARTSPROGRAM.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶610-408-9600

Located at ▶701 PROVIDENCE ROAD, MALVERN, PA ZIP+4 ▶19355

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 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		62,500.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 17	596,659.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	4,283,159.
b	Average of monthly cash balances	1b	161,642.
c	Fair market value of all other assets	1c	12,697,839.
d	**Total** (add lines 1a, b, and c)	1d	17,142,640.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,142,640.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,140.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,885,500.
6	**Minimum investment return.** Enter 5% of line 5	6	844,275.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	596,659.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	596,659.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	596,659.

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				0.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 496,717.				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	496,717.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ N/A				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	496,717.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	496,717.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ 07/06/09

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	103,521.	26,449.	157,998.	110,684.	398,652.
b 85% of line 2a	87,993.	22,482.	134,298.	94,081.	338,854.
c Qualifying distributions from Part XII, line 4 for each year listed	596,659.	564,619.	613,823.	547,436.	2,322,537.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	596,659.	564,619.	613,823.	547,436.	2,322,537.
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	562,850.	407,771.	426,479.	436,561.	1,833,661.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

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

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	180,236.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<7,868.>	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	80,426.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					15,660.
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		252,794.	15,660.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 268,454.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	THE FOUNDATION SPONSORS ANNUAL EXHIBITS AND AWARD PROGRAMS TO
	ENCOURAGE TALENT IN THE VISUAL ARTS OF EMPLOYEES AND THEIR FAMILIES
	OF MUNICIPALITIES, COUNTIES, AND COMMERCIAL ORGANIZATIONS.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11/7/2013 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY-ANN F. SCHALLER		11/5/13		P00125034

Firm's name ▶ KREISCHER MILLER — Firm's EIN ▶ 23-1980475

Firm's address ▶ 100 WITMER ROAD, SUITE 350 HORSHAM, PA 19044-2369 — Phone no. (215)441-4600

Mary-Ann F. Schaller
P00125034

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE NATIONAL ARTS PROGRAM FOUNDATION	23-2272057

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE NATIONAL ARTS PROGRAM FOUNDATION	23-2272057

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF LEONARD E.B. ANDREWS 701 N. PROVIDENCE ROAD MALVERN, PA 19355	$ 1,300,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	ESTATE OF LEONARD E.B. ANDREWS 701 N. PROVIDENCE ROAD MALVERN, PA 19355	$ 3,725,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	ESTATE OF LEONARD E.B. ANDREWS 701 N. PROVIDENCE ROAD MALVERN, PA 19355	$ 227,839.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	ESTATE OF LEONARD E.B. ANDREWS 701 N. PROVIDENCE ROAD MALVERN, PA 19355	$ 5,099,177.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE NATIONAL ARTS PROGRAM FOUNDATION	23-2272057

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	101 CHURCH STREET, MALVERN, PA	$ 1,300,000.	11/01/12
2	418 DUTTON MILL, MALVERN, PA	$ 3,725,000.	12/31/12
3	ART COLLECTION	$ 227,839.	11/01/12
		$	
		$	
		$	

Name of organization	Employer identification number
THE NATIONAL ARTS PROGRAM FOUNDATION	23-2272057

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	FEDERAL HOME LOAN BANK	P	06/11/12	07/19/12
b	FEDERAL NATL MTG ASSN FR	P	02/24/12	07/03/12
c	FEDERAL NATL MTG ASSOC	P	07/19/12	10/02/12
d	FEDERAL NATL MTG ASSOC	P	07/19/12	11/29/12
e	FED HM LN MTG CP	P	06/28/12	08/15/12
f	FED HM LN MTG CP	P	06/28/12	10/19/12
g	US TREASURY NOTES 2 3/4%	P	09/29/11	05/03/12
h	US TREASURY NOTES 2 3/4%	P	09/29/11	07/16/12
i	US TREASURY NOTE 2 3/8%	P	07/16/12	08/14/12
j	US TREASURY NOTE 2 3/8%	P	07/16/12	09/11/12
k	US TREASURY NOTE 2 3/8%	P	07/16/12	11/16/12
l	AMER EXPRESS CREDIT CO	P	08/15/08	03/21/12
m	BERKSHIRE HATHAWAY INC	P	02/09/10	09/05/12
n	FEDERAL HOME LOAN BANK 5%	P	10/15/08	01/06/12
o	FEDERAL HOME LOAN BANK 4 7/8%	P	05/16/07	01/05/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	171,702.		170,600.	1,102.
b	112,488.		113,798.	<1,310.>
c	65,389.		65,042.	347.
d	65,723.		65,042.	681.
e	200,148.		200,415.	<267.>
f	55,386.		55,114.	272.
g	109,762.		108,469.	1,293.
h	1,399,464.		1,367,791.	31,673.
i	168,730.		170,424.	<1,694.>
j	60,823.		61,178.	<355.>
k	533,851.		535,306.	<1,455.>
l	75,835.		69,967.	5,868.
m	106,273.		99,978.	6,295.
n	75,653.		76,809.	<1,156.>
o	127,381.		124,963.	2,418.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 1,102.
b				** <1,310.>
c				** 347.
d				** 681.
e				** <267.>
f				** 272.
g				** 1,293.
h				** 31,673.
i				** <1,694.>
j				** <355.>
k				** <1,455.>
l				5,868.
m				6,295.
n				<1,156.>
o				2,418.

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

223591
05-01-12

** (SHORT-TERM)

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	FEDERAL HOME LOAN BANK 4 7/8%	P	05/16/07	02/22/12
b	FEDERAL HOME LOAN BANK 4 7/8%	P	05/16/07	06/08/12
c	FEDERAL HOME LOAN BANK 5%	P	09/18/07	06/28/12
d	FEDERAL HOME LOAN BANK 3 3/4%	P	10/15/08	08/09/12
e	FEDERAL HOME LOAN BANK 3 3/4%	P	10/15/08	09/11/12
f	FEDERAL HOME LOAN BANK 1 3/8%	P	05/25/10	02/09/12
g	FEDERAL HOME LOAN BANK 1 3/8%	P	05/25/10	06/08/12
h	GENERAL ELEC CAP CORP	P	02/13/08	01/31/12
i	JPMORGAN CHASE & CO	P	03/22/10	08/06/12
j	PFIZER INC	P	03/17/09	02/24/12
k	CENTURYLINK INC	P	02/16/12	11/01/12
l	CITIGROUP INC	P	08/21/12	11/15/12
m	JOHNSON & JOHNSON	P	02/16/12	11/07/12
n	KON PHILIP ELEC ADR	P	03/14/12	12/12/12
o	KON PHILIP ELEC ADR	P	03/13/12	12/13/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	76,035.		74,982.	1,053.
b	200,000.		200,000.	0.
c	404,012.		403,728.	284.
d	102,965.		99,402.	3,563.
e	51,337.		49,731.	1,606.
f	70,292.		70,383.	<91.>
g	20,000.		20,109.	<109.>
h	103,362.		104,579.	<1,217.>
i	105,663.		101,053.	4,610.
j	113,795.		99,936.	13,859.
k	3,840.		3,828.	12.
l	5,314.		4,499.	815.
m	8,766.		8,103.	663.
n	2,637.		2,074.	563.
o	3,277.		2,547.	730.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,053.
b				0.
c				284.
d				3,563.
e				1,606.
f				<91.>
g				<109.>
h				<1,217.>
i				4,610.
j				13,859.
k				** 12.
l				** 815.
m				** 663.
n				** 563.
o				** 730.

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

223591
05-01-12

** (SHORT-TERM)

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	KON PHILIP ELEC ADR	P	05/31/12	12/14/12
b	LOWES COS INC	P	03/09/12	11/08/12
c	MCGRAW-HILL COMPANIES INC	P	02/07/12	11/28/12
d	MERCK KGAA ADR	P	01/26/12	12/18/12
e	MERCK KGAA ADR	P	01/26/12	12/19/12
f	ORIENTAL LAND CO LTD ADR	P	05/07/12	11/16/12
g	ORIENTAL LAND CO LTD ADR	P	05/07/12	11/19/12
h	ORIENTAL LAND CO LTD ADR	P	05/07/12	11/20/12
i	ORIENTAL LAND CO LTD ADR	P	05/01/12	11/21/12
j	ORIENTAL LAND CO LTD ADR	P	04/20/12	11/23/12
k	ORIENTAL LAND CO LTD ADR	P	04/24/12	11/26/12
l	ORIENTAL LAND CO LTD ADR	P	04/24/12	11/27/12
m	ORIENTAL LAND CO LTD ADR	P	04/24/12	11/28/12
n	ORIENTAL LAND CO LTD ADR	P	04/12/12	11/29/12
o	ORIENTAL LAND CO LTD ADR	P	04/12/12	11/30/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,632.		1,955.	677.
b	8,128.		7,340.	788.
c	2,569.		2,289.	280.
d	1,117.		854.	263.
e	6,513.		5,055.	1,458.
f	1,910.		1,719.	191.
g	1,918.		1,719.	199.
h	1,293.		1,137.	156.
i	1,282.		1,127.	155.
j	1,256.		1,102.	154.
k	1,254.		1,100.	154.
l	1,269.		1,099.	170.
m	1,294.		1,099.	195.
n	646.		549.	97.
o	640.		549.	91.

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				** 677.
b				** 788.
c				** 280.
d				** 263.
e				** 1,458.
f				** 191.
g				** 199.
h				** 156.
i				** 155.
j				** 154.
k				** 154.
l				** 170.
m				** 195.
n				** 97.
o				** 91.

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

223591
05-01-12

** (SHORT-TERM)

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	ORIENTAL LAND CO LTD ADR	P	04/12/12	12/03/12
b	ORIENTAL LAND CO LTD ADR	P	04/11/12	12/04/12
c	ORIENTAL LAND CO LTD ADR	P	04/10/12	12/06/12
d	ORIENTAL LAND CO LTD ADR	P	04/10/12	12/07/12
e	ORIENTAL LAND CO LTD ADR	P	04/09/12	12/10/12
f	ORIENTAL LAND CO LTD ADR	P	04/09/12	12/12/12
g	ORIENTAL LAND CO LTD ADR	P	04/04/12	12/13/12
h	ORIENTAL LAND CO LTD ADR	P	04/02/12	12/14/12
i	ORIENTAL LAND CO LTD ADR	P	04/02/12	12/17/12
j	SUNCORP GROUP ADR	P	02/02/12	12/18/12
k	WESTERN UNION CO	P	02/08/12	12/11/12
l	WESTERN UNION CO	P	02/08/12	12/12/12
m	FREEPORT-MCMRN CPPR&GOLD	P	12/01/11	12/05/12
n	FREEPORT-MCMRN CPPR&GOLD	P	11/21/11	12/06/12
o	KON PHILIP ELEC ADR	P	11/21/11	12/11/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	643.		549.	94.
b	1,292.		1,090.	202.
c	641.		539.	102.
d	637.		539.	98.
e	635.		538.	97.
f	944.		805.	139.
g	921.		802.	119.
h	918.		799.	119.
i	918.		799.	119.
j	530.		454.	76.
k	5,249.		7,695.	<2,446.>
l	661.		905.	<244.>
m	4,098.		4,932.	<834.>
n	3,849.		4,498.	<649.>
o	1,314.		926.	388.

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 94.
b				** 202.
c				** 102.
d				** 98.
e				** 97.
f				** 139.
g				** 119.
h				** 119.
i				** 119.
j				** 76.
k				** <2,446.>
l				** <244.>
m				<834.>
n				<649.>
o				388.

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

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05-01-12

** (SHORT-TERM)

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	KON PHILIP ELEC ADR	P	11/22/11	12/12/12
b	MCGRAW-HILL COMPANIES INC	P	11/22/11	11/27/12
c	MCGRAW-HILL COMPANIES INC	P	11/21/11	11/28/12
d	MERCK KGAA ADR	P	11/22/11	12/13/12
e	MERCK KGAA ADR	P	11/21/11	12/17/12
f	MERCK KGAA ADR	P	11/21/11	12/18/12
g	SUNCORP GROUP ADR	P	11/22/11	12/12/12
h	SUNCORP GROUP ADR	P	11/23/11	12/14/12
i	SUNCORP GROUP ADR	P	11/23/11	12/17/12
j	WESTERN UNION CO	P	11/22/11	12/12/12
k	WESTERN UNION CO	P	11/21/11	12/13/12
l	WHARF HOLDINGS ADR	P	12/01/11	12/13/12
m	WHARF HOLDINGS ADR	P	12/06/11	12/14/12
n	WHARF HOLDINGS ADR	P	12/07/11	12/17/12
o	WHARF HOLDINGS ADR	P	12/07/11	12/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,296.		2,303.	993.
b	5,188.		4,350.	838.
c	2,569.		2,165.	404.
d	2,238.		1,572.	666.
e	2,228.		1,564.	664.
f	2,235.		1,564.	671.
g	1,584.		1,238.	346.
h	3,191.		2,438.	753.
i	1,050.		809.	241.
j	5,288.		6,568.	<1,280.>
k	1,318.		1,627.	<309.>
l	2,300.		1,486.	814.
m	1,542.		984.	558.
n	1,522.		976.	546.
o	1,499.		975.	524.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				993.
b				838.
c				404.
d				666.
e				664.
f				671.
g				346.
h				753.
i				241.
j				<1,280.>
k				<309.>
l				814.
m				558.
n				546.
o				524.

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

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** (SHORT-TERM)

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	WHARF HOLDINGS ADR	P	12/07/11	12/19/12
b	ACCENTURE PLC CL A	P	11/22/11	11/27/12
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	764.		487.	277.
b	6,730.		5,471.	1,259.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				277.
b				1,259.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	80,426.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	36,573.

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** (SHORT-TERM)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	180,236.	0.	180,236.
TOTAL TO FM 990-PF, PART I, LN 4	180,236.	0.	180,236.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	93,000.
	2	
TOTAL TO FORM 990-PF, PART I, LINE 5A		93,000.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		51,640.	
REPAIRS & MAINTENANCE		4,002.	
UTILITIES		510.	
TAXES		39,619.	
INSURANCE		2,288.	
MISCELLANEOUS		400.	
BANK CHARGES		30.	
- SUBTOTAL -	1		98,489.
REPAIRS & MAINTENANCE		2,213.	
UTILITIES		166.	
- SUBTOTAL -	2		2,379.
TOTAL RENTAL EXPENSES			100,868.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<7,868.>

FORM 990-PF INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 STATEMENT 4

INCOME		
1. GROSS RECEIPTS		
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		
6. OTHER INCOME	15,660	
7. GROSS INCOME (ADD LINES 5 AND 6)		15,660
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		

FORM 990-PF COST OF GOODS SOLD - OTHER INCOME STATEMENT 5

DESCRIPTION	AMOUNT
OTHER INCOME	14,099.
TAX REFUND	1,561.
TOTAL OTHER INCOME	15,660.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,657.	0.	0.	17,657.
TO FM 990-PF, PG 1, LN 16A	17,657.	0.	0.	17,657.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,833.	3,958.	3,958.	11,875.
TO FORM 990-PF, PG 1, LN 16B	15,833.	3,958.	3,958.	11,875.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	18,613.	18,613.	18,613.	0.
PROFESSIONAL FEES	25,000.	25,000.	25,000.	0.
TO FORM 990-PF, PG 1, LN 16C	43,613.	43,613.	43,613.	0.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	5,949.	0.	0.	5,949.
TAXES	39,619.	39,619.	39,619.	0.
TO FORM 990-PF, PG 1, LN 18	45,568.	39,619.	39,619.	5,949.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHOLARSHIPS/CASH AWARDS	208,830.	0.	0.	208,830.
COMPUTER EXPENSES	27,273.	0.	0.	27,273.
REPAIRS & MAINTENANCE	23,853.	2,213.	2,213.	21,474.
UTILITIES	15,817.	166.	166.	15,651.
POSTAGE/OFFICE EXPENSES	14,358.	0.	0.	14,358.
INSURANCE	11,410.	0.	0.	11,410.
MISCELLANEOUS	6,500.	0.	0.	6,500.
BANK SERVICE CHARGES	694.	0.	0.	694.
REPAIRS & MAINTENANCE	4,002.	4,002.	4,002.	0.
INSURANCE	2,288.	2,288.	2,288.	0.
MISCELLANEOUS	400.	400.	400.	0.
BANK CHARGES	30.	30.	30.	0.
REPAIRS & MAINTENANCE	2,213.	2,213.	2,213.	0.
TO FORM 990-PF, PG 1, LN 23	317,668.	11,312.	11,312.	306,190.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & FIXTURES	4,900.	4,900.	0.	0.
FURNITURE & FIXTURES	8,700.	8,700.	0.	0.
OFFICE EQUIPMENT	1,887.	1,887.	0.	0.
SOFTWARE - ADOBE PHOTOSHOP	772.	772.	0.	0.
COMPUTER	1,646.	1,646.	0.	0.
COMPUTERS	1,811.	1,811.	0.	0.
ELECTRIC CUTTER	8,349.	8,349.	0.	0.

NEW COMPUTER	1,385.	1,385.	0.	0.
NEW PHONE	251.	251.	0.	0.
FURNITURE & FIXTURES	12,700.	7,105.	5,595.	5,595.
FURNITURE & FIXTURES	5,295.	2,961.	2,334.	2,334.
FURNITURE & FIXTURES	6,000.	3,357.	2,643.	2,643.
FURNITURE & FIXTURES	6,300.	3,450.	2,850.	2,850.
FURNITURE & FIXTURES	420.	225.	195.	195.
BUILDING	150,000.	15,384.	134,616.	134,616.
LAND	190,000.	0.	190,000.	190,000.
OFFICE EQUIPMENT	40,882.	40,882.	0.	0.
DELL COMPUTER	3,064.	3,064.	0.	0.
FURNITURE & FIXTURES- TIE TO TB	170.	170.	0.	0.
TO 990-PF, PART II, LN 14	444,532.	106,299.	338,233.	338,233.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FED HM LN MTG CP	X		196,959.	196,959.
FEDERAL HOME LOAN BANK	X		25,399.	25,399.
FEDERAL NATL MTG ASSOC	X		42,120.	42,120.
US TREASURY NOTES	X		1,325,014.	1,325,014.
BANK OF MONTREAL		X	65,247.	65,247.
ENERGY NW WA ELEC REV TAX COLUMBIA GENERATING		X	62,010.	62,010.
KFW		X	71,428.	71,428.
NJ ECON DEV AUTH TAXABLE		X	101,822.	101,822.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,589,492.	1,589,492.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			300,507.	300,507.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,889,999.	1,889,999.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EXPRESS CREDIT CO	78,474.	78,474.
BANK OF NEW YORK MELLON	64,789.	64,789.
BB&T CORPORATION	72,399.	72,399.
COSTCO WHOLESALE CORP	65,435.	65,435.
DOMINION RESOURCES INC.	60,010.	60,010.
GENERAL ELEC CAP CORP	105,734.	105,734.

JOHN DEERE CAPITAL CORP	75,717.	75,717.
NOVARTIS CAPITAL CORP	104,003.	104,003.
PEPSICO INC	100,376.	100,376.
PFIZER INC	0.	0.
PNC FUNDING CORP	79,239.	79,239.
PROCTER & GAMBLE CO	106,175.	106,175.
TOYOTA MOTOR CREDIT CORP	65,462.	65,462.
TOTAL TO FORM 990-PF, PART II, LINE 10C	977,813.	977,813.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONSTRUCTION COSTS	1,712,958.	87,844.	1,625,114.
BUILDING	225,000.	23,076.	201,924.
IMPROVEMENTS	40,528.	4,156.	36,372.
LAND	125,000.	0.	125,000.
LAND	9,775.	0.	9,775.
CLOSETS BY DESIGN	4,900.	758.	4,142.
STOVETOP	1,469.	227.	1,242.
101 CHURCH RENTAL PROPERTY	1,300,000.	0.	1,300,000.
TOTAL TO FM 990-PF, PART II, LN 11	3,419,630.	116,061.	3,303,569.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AB FOODS LTD ADR	FMV	22,880.	22,880.
ACCENTURE PLC CL A	FMV	21,612.	21,612.
ACE LIMITED	FMV	22,344.	22,344.
AETNA INC NEW	FMV	17,366.	17,366.
AKZO NOBEL NV ADR	FMV	10,383.	10,383.
ALLIANZ AKTIENGES ADR	FMV	13,471.	13,471.
AVAGO TECHNOLOGIES	FMV	12,660.	12,660.
BARRICK GOLD CORP	FMV	23,631.	23,631.
BERKSHIRE HATHAWAY	FMV	101,928.	101,928.
BESSEMER SWEEP PROGRAM (8G8188)	FMV	71,313.	71,313.
BHP BILLITON PLC?ADR	FMV	14,425.	14,425.
CA ONTARIO (PROVIDENCE OF)	FMV	78,959.	78,959.
CENTURYLINK INC	FMV	13,692.	13,692.
CHINA CONSTRUCTION ADR	FMV	20,865.	20,865.
CHINA TELECOM ADR	FMV	21,034.	21,034.
CITIGROUP INC	FMV	14,835.	14,835.
COACH INC	FMV	18,040.	18,040.

CONOCOPHILLIPS	FMV	15,367.	15,367.
CVS/CAREMARK CORP	FMV	14,505.	14,505.
DAIHATSU MOTOR CO. LTD ADR	FMV	13,851.	13,851.
DETROIT ENERGY CO	FMV	7,506.	7,506.
DOLLAR GENERAL CORP	FMV	16,533.	16,533.
EAST JAPAN RAIL ADR	FMV	24,201.	24,201.
EKSPORTFINANS ASA	FMV	95,400.	95,400.
EMBRAER SA ADR	FMV	15,680.	15,680.
ENI S.P.A. ADR	FMV	23,341.	23,341.
EXELON CORP	FMV	11,896.	11,896.
GENERAL DYNAMICS CORP	FMV	11,429.	11,429.
IMPERIAL TOBACCO LT ADR	FMV	27,772.	27,772.
INTERNATIONAL BUS MACHINES	FMV	26,817.	26,817.
ITOCHU CORP ADR	FMV	19,931.	19,931.
JOHNSON & JOHNSON	FMV	22,081.	22,081.
JP MORGAN CHASE & CO	FMV	105,945.	105,945.
KON AHOLD ADR	FMV	25,387.	25,387.
LOWES COS INC	FMV	21,312.	21,312.
MACY® INC	FMV	20,485.	20,485.
MAGNA INTL INC CL A	FMV	16,256.	16,256.
MARATHON OIL CORP	FMV	18,396.	18,396.
MICROSOFT CORP	FMV	24,840.	24,840.
MUNICH RE GROUP ADR	FMV	24,205.	24,205.
NEWMONT MINING CORP	FMV	10,449.	10,449.
NIKON CORP PLC UNSPON?ADR	FMV	11,685.	11,685.
NORDEA BK SWEDEN AB ADR	FMV	13,841.	13,841.
OW GLOBAL OPPORTUNITIES FD	FMV	1,365,809.	1,365,809.
OW GLOBAL SML & MID CAP FD	FMV	950,763.	950,763.
OW LARGE CAP STRATEGIES FD	FMV	1,056,795.	1,056,795.
OW REAL RETURN FUND	FMV	309,279.	309,279.
QUALCOMM INC	FMV	21,650.	21,650.
REAL ESTATE 418 DUTTON MILL	FMV	3,725,000.	3,725,000.
SANOFI ? ADR	FMV	23,690.	23,690.
SEAGATE TECHNOLOGY PLC	FMV	9,886.	9,886.
SHELL INTERNATIONAL	FMV	104,401.	104,401.
SINOPEC/CHINA PETE&CHM ADR	FMV	22,984.	22,984.
SSE PLC ADR	FMV	15,558.	15,558.
SUMITOMO MITSUI FIN ADR	FMV	26,057.	26,057.
SUNCORP GROUP ADR	FMV	13,725.	13,725.
TARGET CORP	FMV	14,792.	14,792.
TELE2 AB ADR	FMV	9,900.	9,900.
TEVA PHARM INDS LTD ADR	FMV	20,537.	20,537.
THERMO FISHER SCIENTIFIC	FMV	23,917.	23,917.
TIM PARTICIPACOES SA ADR	FMV	12,883.	12,883.
TOKYO GAS LTD ADR	FMV	9,136.	9,136.
TOTAL SA ADR	FMV	26,005.	26,005.
UNITEDHEALTH GROUP INC	FMV	21,696.	21,696.
VODAFONE GP PLC NEW ADR	FMV	20,152.	20,152.
VOLKSWAGEN AG ADR	FMV	11,348.	11,348.
WALGREEN CO	FMV	27,757.	27,757.
WASTE MANAGEMENT INC NEW	FMV	16,026.	16,026.
WHARF HOLDINGS ADR	FMV	8,209.	8,209.
ZIMMER HLDGS INC	FMV	28,330.	28,330.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,034,834.	9,034,834.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SILAS R. MOUNTSIER, III 701 PROVIDENCE RD MALVERN, PA 19355	BOARD MEMBER 1.00	2,000.	0.	0.
ROY C. CARRIKER 701 PROVIDENCE RD MALVERN, PA 19355	BOARD MEMBER 1.00	2,000.	0.	0.
JOSEPH M. VALLOTI 701 PROVIDENCE RD MALVERN, PA 19355	BOARD MEMBER 1.00	2,000.	0.	0.
JILL MIRKOVIC 701 PROVIDENCE RD MALVERN, PA 19355	TREASURER 1.00	2,000.	0.	0.
KATHLEEN C. JAMIESON 701 PROVIDENCE RD MALVERN, PA 19355	PRESIDENT/CHAIRMAN 20.00	2,000.	0.	0.
JACQUELINE J. SZAFARA 701 PROVIDENCE RD MALVERN, PA 19355	SECRETARY/EXECUTIVE DIRECT 40.00	52,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		62,500.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY ONE

THE NATIONAL ARTS PROGRAM SPONSORED PROGRAMS THROUGHOUT THE U.S. TO ENCOURAGE THE CREATIVE TALENT IN THE VISUAL ARTS OF EMPLOYEES AND THEIR FAMILIES OF MUNICIPALITIES, COUNTIES, & COMMERCIAL ORGANIZATIONS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	596,659.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	FURNITURE & FIXTURES	103188	SL	7.00	16	4,900.			4,900.	4,900.		0.
12	FURNITURE & FIXTURES	043095	SL	7.00	16	8,700.			8,700.	8,700.		0.
13	OFFICE EQUIPMENT	070199	SL	5.00	16	1,887.			1,887.	1,887.		0.
14	SOFTWARE - ADOBE PHOTOSHOP	081502	SL	3.00	16	772.			772.	772.		0.
15	COMPUTER	103104	SL	5.00	16	1,646.			1,646.	1,646.		0.
16	COMPUTERS	093005	SL	5.00	16	1,811.			1,811.	1,811.		0.
17	ELECTRIC CUTTER	020706	SL	5.00	16	8,349.			8,349.	8,349.		0.
18	NEW COMPUTER	042606	SL	5.00	16	1,385.			1,385.	1,385.		0.
19	NEW PHONE	062906	SL	5.00	16	251.			251.	251.		0.
31	FURNITURE & FIXTURES	011909	SL	7.00	16	12,700.			12,700.	5,291.		1,814.
32	FURNITURE & FIXTURES	012809	SL	7.00	16	5,295.			5,295.	2,205.		756.
33	FURNITURE & FIXTURES	021109	SL	7.00	16	6,000.			6,000.	2,500.		857.
34	FURNITURE & FIXTURES	021809	SL	7.00	16	6,300.			6,300.	2,550.		900.
35	FURNITURE & FIXTURES	032309	SL	7.00	16	420.			420.	165.		60.
46	BUILDING	010209	SL	39.00	16	150,000.			150,000.	11,538.		3,846.
69	LAND	062906	L			190,000.			190,000.			0.
80	OFFICE EQUIPMENT	062906	SL	7.00	16	40,882.			40,882.	40,882.		0.
91920	DELL COMPUTER	062906	SL	5.00	16	3,064.			3,064.	3,064.		0.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
91937	FURNITURE & FIXTURES- TIE TO TB	010101	SL	7.00	16	170.			170.	170.		0.
	* TOTAL 990-PF PG 1 DEPR					444,532.		0.	444,532.	98,066.	0.	8,233.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE NATIONAL ARTS PROGRAM FOUNDATION	23-2272057
	Number, street, and room or suite no If a P O box, see instructions 701 PROVIDENCE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MALVERN, PA 19355	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 701 PROVIDENCE ROAD - MALVERN, PA 19355

Telephone No. ▶ 610-408-9600 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS AN ADDITIONAL EXTENSION OF TIME NEEDED TO TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 1,639.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 13,861.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/13/13

223842
01-21-13

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