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

Department of the Treasury
Internal Revenue Service

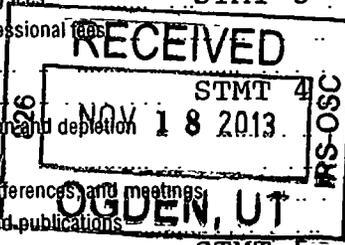
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to public inspection

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

Name of foundation ABRAM M SNYDER FOUNDATION		A Employer identification number 23-2746308
Number and street (or P O box number if mail is not delivered to street address) 685 PARISH LAKE DRIVE	Room/suite	B Telephone number 251-597-5723
City or town, state, and ZIP code FOLEY, AL 36535		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 768,476. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,659.	8,659.		STATEMENT 1
	4 Dividends and interest from securities	24,359.	17,317.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,475.			
	b Gross sales price for all assets on line 6a 30,000.				
	7 Capital gain net income (from Part IV, line 2)		2,475.		
	8 Net short-term capital gain				
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less: Cost of goods sold				
b Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	35,493.	28,451.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	650.	0.		650.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	389.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	-59.	0.		-58.
	24 Total operating and administrative expenses. Add lines 13 through 23	980.	0.		592.
	25 Contributions, gifts, grants paid	30,700.			30,700.
26 Total expenses and disbursements. Add lines 24 and 25	31,680.	0.		31,292.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,813.				
b Net investment income (if negative, enter -0-)		28,451.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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		129,261.	160,599.	160,599.	
	2	Savings and temporary cash investments					
	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					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 6		350,607.	350,607.	411,906.
	c	Investments - corporate bonds	STMT 7		66,275.	38,750.	51,376.
11	Investments - land, buildings, and equipment basis						
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 8		144,570.	144,570.	144,595.	
14	Land, buildings, and equipment basis						
	Less: accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			690,713.	694,526.	768,476.	
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					
	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 <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			690,713.	694,526.		
30	Total net assets or fund balances			690,713.	694,526.		
31	Total liabilities and net assets/fund balances			690,713.	694,526.		

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	690,713.
2	Enter amount from Part I, line 27a	2	3,813.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	694,526.
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	694,526.

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 CITIGROUP BOND	P	VARIOUS	08/27/12
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 30,000.		27,525.	2,475.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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			2,475.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2	2,475.
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

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	29,468.	696,477.	.042310
2010	28,028.	666,900.	.042027
2009	20,032.	588,492.	.034040
2008	31,023.	670,745.	.046252
2007	42,419.	729,308.	.058163

2 Total of line 1, column (d)	2	.222792
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	.044558
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	714,934.
5 Multiply line 4 by line 3	5	31,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	285.
7 Add lines 5 and 6	7	32,141.
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	31,292.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	569.
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	569.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	520.
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	520.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	51.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		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 Yes No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No
 Website address N/A

14 The books are in care of CARL SNYDER Telephone no 251-597-5723
 Located at 685 PARISH LAKE DRIVE, FOLEY, AL ZIP+4 36535

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 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 Yes No
 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.

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)? N/A
 Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c Yes No

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 Yes No

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 Yes No

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

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b Yes No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 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
PATRICIA SNYDER 685 PARISH LAKE DRIVE FOLEY, AL 36535	SECRETARY 1.00	0.	0.	0.
ELIZABETH SNYDER 3791 LYCOMING CREEK ROAD COGAN STATION, PA 17728	PRESIDENT 1.00	0.	0.	0.
CARL SNYDER 685 PARISH LAKE DRIVE FOLEY, AL 36535	VP/TREASURER 1.00	0.	0.	0.
SANDRA DODGE 61 DIANE ROAD COGAN STATION, PA 17728	DIRECTOR 1.00	0.	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 N/A	
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	
3 All other program-related investments. See instructions	

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	580,891.
b	Average of monthly cash balances	1b	144,930.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	725,821.
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	725,821.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,887.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	714,934.
6	Minimum investment return. Enter 5% of line 5	6	35,747.

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	35,747.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	569.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	569.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	35,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35,178.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	35,178.

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	31,292.
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	31,292.
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	31,292.

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				35,178.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,168.	
b Total for prior years		0.		
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: ▶ \$ 31,292.				
a Applied to 2011, but not more than line 2a			7,168.	
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				24,124.
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	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		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				11,054.
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	0.			
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 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
<i>a Paid during the year</i>				
BIG BROTHERS/BIG SISTERS 2401 REACH RD WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	300.
AMERICAN CANCER SOCIETY 1948 EAST THIRD STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	500.
AMERICAN RED CROSS 320 EAST THIRD STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	1,800.
AMERICAN RESCUE WORKERS 643 ELMIRA STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	8,000.
BOY SCOUTS OF AMERICA 815 NORTHWAY ROAD WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	400.
Total SEE CONTINUATION SHEET(S) ▶ 3a				30,700.
<i>b Approved for future payment</i>				
NONE				
Total ▶ 3b				0.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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: [Signature], Date: 11/12/13, Title: VP/TREASURER.

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: JAMES R. WEHR, Preparer's signature: JAMES R. WEHR, Date: 11/11/13, Check [] if self-employed, PTIN: P00050339, Firm's name: PARENTEBEARD LLC, Firm's EIN: 23-2932984, Firm's address: 400 MARKET STREET WILLIAMSPORT, PA 17701, Phone no: (570) 323-6023.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAMP SUSQUE 47 SUSQUE CAMP ROAD TROUT RUN, PA 17771	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	250.
FAIRLAWN COMMUNITY CHURCH 353 PLEASANT HILL ROAD COGAN STATION, PA 17728	NONE	CHURCH	CHARITABLE GIFT	250.
FOOD BANK 3301 WAHOO DRIVE WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	1,000.
HABITAT FOR HUMANITY 455 HEPBURN STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	250.
HEMLOCK GIRL SCOUTS 999 NORTH LOYALSOCK AVENUE MONTOURSVILLE, PA 17754	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	500.
HEPBURN TOWNSHIP FIRE DEPARTMENT 615 STATE ROUTE 973E COGAN STATION, PA 17728	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	700.
HOSPICE OF LYCOMING COUNTY 110 GRAMPAN BLVD WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	1,000.
JAMES V. BROWN LIBRARY 19 EAST FOURTH STREET WILLIAMSPORT, PA 17701	NONE	PUBLIC LIBRARY	CHARITABLE GIFT	1,000.
JOURNEY HOUSE NUCC 202 EAST THIRD STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	250.
LCCCS CHILDREN'S DEVELOPMENT CENTER 625 WEST EDWIN STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	1,250.
Total from continuation sheets				19,700.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LYCOMING COUNTY 4-H GROUP 542 COUNTY FARM ROAD, SUITE 206, LYSOCK VIEW COMPLEX MONTOURSVILLE, PA 17754-9621	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	400.
LYCOMING COUNTY HISTORICAL SOCIETY 858 WEST FOURTH STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	200.
LYCOMING PRESBYTERIAN CHURCH 656 WEST CREEK ROAD COGAN STATION, PA 17728	NONE	CHURCH	CHARITABLE GIFT	300.
MAYO CLINIC 13400 MAYO CLINIC SCOTTSDALE, AZ 85259	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	100.
NEW COVENANT UNITED CHURCH 202 EAST THIRD STREET WILLIAMSPORT, PA 17701	NONE	CHURCH	CHARITABLE GIFT	500.
NORTH CENTRAL SIGHT SERVICES, INC. 2121 REACH ROAD WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	3,800.
OLD LYCOMING TOWNSHIP FIRE DEPARTMENT 1600 DEWEY AVENUE WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	250.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	125.
TROUT RUN FIRE DEPARTMENT 241 STATE ROUTE 14 TROUT RUN, PA 17771	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	250.
UNITED CHURCHES OF LYCOMING COUNTY 202 EAST THIRD STREET WILLIAMSPORT, PA 17701	NONE	CHARITABLE ORGANIZATION	CHARITABLE GIFT	400.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CASH ACCOUNT INTEREST	8,659.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,659.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	24,359.	0.	24,359.
TOTAL TO FM 990-PF, PART I, LN 4	24,359.	0.	24,359.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	650.	0.		650.
TO FORM 990-PF, PG 1, LN 16B	650.	0.		650.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	389.	0.		0.
TO FORM 990-PF, PG 1, LN 18	389.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	30.	0.		31.
REFUNDS	-89.	0.		-89.
TO FORM 990-PF, PG 1, LN 23	-59.	0.		-58.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
794 SHARES AUTOLIV	23,718.	53,508.
42 SHARES CITIGROUP	10,315.	1,662.
1000 SHARES CONAGRA	26,944.	29,500.
780 SHARES DUKE ELECT	26,150.	49,764.
957 SHARES PFIZER	28,320.	24,001.
1170 SHARES SPECTRA	18,850.	32,035.
400 SHARES UNISYS	36,748.	6,920.
3039 SHARES VERIZON	92,730.	131,497.
2000 SHARES HILTON HOTEL PREFERRED	50,000.	46,438.
729 SHARES FRONTIER COMM.	6,133.	3,120.
275 SHARES COCA COLA BOTTLING	15,482.	18,287.
530 SHARES PPL	15,217.	15,174.
TOTAL TO FORM 990-PF, PART II, LINE 10B	350,607.	411,906.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
30M CITICORP BOND, 5.5% DUE 8/27/12	0.	0.
50M ROYAL BANK OF SCOTLAND, 5% DUE 10/12	38,750.	51,376.
TOTAL TO FORM 990-PF, PART II, LINE 10C	38,750.	51,376.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3973 SHARES NUVEEN NMZ	COST	51,828.	56,019.
4093 SHARES NUVEEN NMD	COST	51,930.	54,928.
2400 SHARES NUVEEN GLOBAL JGG - MUTUAL FUND	COST	40,812.	33,648.
TOTAL TO FORM 990-PF, PART II, LINE 13		144,570.	144,595.