Form **990-PF**

Department of the Treasury
Internal Revenue Service

EXTENSIONS ATTACHED

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 , 2012, and ending , 20

Name of foundation
DIETZ & WATSON FOUNDATION 1730-03-4/4

A Employer identification number
23-3028685

Number and street (or P O box number if mail is not delivered to street address)
GLENMEDE TRUST CO., N.A., 1650 MARKET ST.

Room/suite
1200

B Telephone number (see instructions)
215- 419-6000

City or town, state, and ZIP code
PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,369,643.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	187,691.	190,815.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	378,764.			
	b	Gross sales price for all assets on line 6a 2,196,571.				
	7	Capital gain net income (from Part IV, line 2)		378,764.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	18,587.	26,289.		STMT 1
	12	**Total** Add lines 1 through 11	585,042.	595,868.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,000.	NONE	NONE	1,000.
	c	Other professional fees (attach schedule)	34,001.	34,001.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	9,900.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	35.	35.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	44,936.	34,036.	NONE	1,000.
	25	Contributions, gifts, grants paid	325,742.			345,742.
	26	**Total expenses and disbursements** Add lines 24 and 25	370,678.	34,036.	NONE	346,742.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	214,364.			
	b	**Net investment income** (if negative, enter -0-)		561,832.		
	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 (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	28,526.	2,130.	2,130.
	2	Savings and temporary cash investments	133,530.	248,266.	248,266.
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less· allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	6,696,284.	6,822,314.	8,119,247.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,858,340.	7,072,710.	8,369,643.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	6,800,749.	6,991,491.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	57,591.	81,219.	
	30	**Total net assets or fund balances** (see instructions)	6,858,340.	7,072,710.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,858,340.	7,072,710.	

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	6,858,340.
2	Enter amount from Part I, line 27a	2	214,364.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	6.
4	Add lines 1, 2, and 3	4	7,072,710.
5	Decreases not included in line 2 (itemize) ▶	5	
6	*Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30*	6	7,072,710.

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	2,196,571.		1,817,807.	378,764.
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				378,764.
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	378,764.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	348,539.	7,957,157.	0.043802
2010	376,021.	7,184,907.	0.052335
2009	335,002.	5,707,252.	0.058698
2008	295,678.	6,020,559.	0.049111
2007	294,575.	6,619,995.	0.044498

2	Total of line 1, column (d)	2	0.248444
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049689
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,125,635.
5	Multiply line 4 by line 3	5	403,755.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,618.
7	Add lines 5 and 6	7	409,373.
8	Enter qualifying distributions from Part XII, line 4	8	346,742.

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			1	11,237.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	11,237.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	11,237.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,273.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,197.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,470.
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	1,233.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,233. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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?	4b	X	
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)*

			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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 3 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

			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

			Yes	No
	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)?	1b	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		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.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	7,923,950.
b	Average of monthly cash balances			1b	325,426.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	8,249,376.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	8,249,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	123,741.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	8,125,635.
6	**Minimum investment return.** Enter 5% of line 5			6	406,282.

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	406,282.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,237.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,237.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	395,045.
4	Recoveries of amounts treated as qualifying distributions			4	20,000.
5	Add lines 3 and 4			5	415,045.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	415,045.

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	346,742.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	346,742.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	346,742.

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					415,045.
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	5,454.				
e	From 2011	NONE				
f	**Total** of lines 3a through e		5,454.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 346,742.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					346,742.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		5,454.			5,454.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					62,849.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

DIETZ & WATSON

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 ▶ ☒ 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				345,742.
Total . . . . ▶ **3a**				345,742.
b *Approved for future payment*				
N/A				
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 (See instructions)
	(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	187,691.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income	900000	-7,702.	14	26,289.	
8 Gain or (loss) from sales of assets other than inventory			18	378,764.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-7,702.		592,744.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 585,042.

(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). (See instructions.)
	NOT APPLICABLE

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

▶ Cindy Eri Yingling   9-19-13   ▶ Trustee

Signature of officer or trustee   Date   Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY	Francis X. Mehaffey	9/17/13		P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A.   Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391   Phone no 215-419-6000

Form **990-PF** (2012)

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES			
	- DIVIDENDS AND BOND INTEREST	187,691	190,815	
LINE 11	OTHER INCOME			
	- PARTNERSHIP INCOME PER K-1'S	26,289	26,289	
	- PARTNERSHIP INCOME PER K-1'S PER FORM 990-T	-7,702	0	
		18,587	26,289	
EXPENSES:				
LINE 16b	ACCOUNTING FEES			
	- THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	1,000	0	1,000
LINE 16c	OTHER PROFESSIONAL FEES			
	- THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	34,001	34,001	0
LINE 18	TAXES			
	- EXCISE TAX PAYMENTS	9,900	0	0
LINE 23	OTHER EXPENSES			
	- MISCELLANEOUS EXPENSE	35	35	0
CONTRIBUTIONS:				
LINE 25	CONTRIBUTIONS, GIFTS, GRANTS PAID			
	- 2012 CONTRIBUTIONS PAID PER PART XV, PAGE 11	345,742		345,742
	- LESS PRIOR YEAR RETURNED CONTRIBUTIONS	20,000		0
		325,742		345,742

STATEMENT 1 AND 2

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
248266	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	248,266	1 00	248,266		0	0.00 *
2130+	Cash		1.00	2,130	1.00	2,130		0	0.00
Cash & Reserves Total				250,396		250,396		0	0.00
Fixed Income									
U S Government Obligations									
50000	US TREASURY N/B DTD 11/15/2003 4 25% 11/15/2013 (912828BR0)	Aaa	0.97	48,365	103.52	51,762	3,396	2,125	4.11
40000	US TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014 (912828KV1)	Aaa	1.04	41,774	102.84	41,138	636-	900	2.19 #
20000	US TREASURY N/B DTD 6/30/2009 2.625% 6/30/2014 (912828KY5)	Aaa	1.02	20,485	103.57	20,714	229	525	2.53 #
40000	US TREASURY N/B DTD 5/15/2006 5.125% 5/15/2016 (912828FF2)	Aaa	1 01	40,225	115.63	46,250	6,025	2,050	4.43
40000	US TREASURY N/B DTD 11/30/2011 1.375% 11/30/2018 (912828RT9)	Aaa	1.02	40,936	102.66	41,062	126	550	1.34
30000	US TREASURY N/B DTD 5/10/2010 3.5% 5/15/2020 (912828ND8)	Aaa	1.03	31,006	116.10	34,831	3,825	1,050	3.01

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Total			222,791		235,757	12,965	7,200	3.05
U S Government Mutual Funds									
18106+	PIMCO TOTAL RETURN FUND-INST DTD 1/31/2008 (PTTRX)		11 31	204,749	11.24	203,506	1,243-	5,491	2.70 #
	Total			204,749		203,506	1,243-	5,491	2 70
U S Government Agencies									
90000	FHLB DTD 9/15/2008 3.625% 10/18/2013 (3133XSAE8)	Aaa	1.06	95,533	102.72	92,445	3,087-	3,263	3.53 #
50000	FHLMC DTD 10/17/2003 4.875% 11/15/2013 (3134A4UK8)	Aaa	0 97	48,744	104.13	52,066	3,322	2,438	4.68
40000	FHLMC DTD 7/16/2004 5% 7/15/2014 (3134A4UU6)	Aaa	1.12	44,965	107.27	42,909	2,056-	2,000	4 66
75000	FHLB DTD 10/19/2007 5% 11/17/2017 (3133XMQ87)	Aaa	1.21	90,933	119.89	89,914	1,019-	3,750	4 17 #
	Total			280,175		277,334	2,841-	11,451	4 13

Corporate Bonds - Industrial

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
40000	UNITED TECHNOLOGIES CORP DTD 12/7/2007 5.375% 12/15/2017 (913017BM0)	A2	1.10	43,814	118.86	47,544	3,730	2,150	4 52
40000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 (931142CJ0)	Aa2	1.13	45,192	122.51	49,002	3,810	2,320	4 73
35000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	Aaa	1.21	42,247	121 35	42,472	225	1,803	4.24
30000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6)	A1	1.32	39,746	134.95	40,484	738	2,370	5.85
30000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.30	38,908	135.65	40,694	1,786	2,370	5 82
35000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	Aa3	1.33	46,593	142 09	49,733	3,139	2,931	5.89
45000	COCA COLA CO DTD 8/10/2011 3 3% 9/1/2021 (191216AV2)	Aa3	1 11	49,784	110.24	49,608	176-	1,485	2.99
	Total			306,284		319,537	13,252	15,429	4.83
Corporate Bonds - Finance									
25000	PROCTER & GAMBLE CO DTD 8/10/2004 4.95% 8/15/2014 (742718DA4)	Aa3	0 99	24,739	107 41	26,852	2,113	1,238	4 61

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
40000	AMERICAN EXPRESS CR CORP DTD 6/12/2012 1.75% 6/12/2015 (0258M0DE6)	A2	1.02	40,975	102 09	40,838	137-	700	1.71
40000	JPMORGAN CHASE & CO DTD 10/4/2005 5.15% 10/1/2015 (46625HDF4)	A3	1 05	42,113	109.92	43,966	1,853	2,060	4.69
40000	TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2)	Aa3	0 99	39,720	103.68	41,470	1,750	800	1.93
40000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	A1	1.11	44,435	117.97	47,189	2,754	2,250	4.77
40000	HONEYWELL INTERNATIONAL DTD 2/29/2008 5 3% 3/1/2018 (438516AX4)	A2	1.09	43,430	119.54	47,815	4,385	2,120	4.43
40000	ORACLE CORP DTD 4/9/2008 5 75% 4/15/2018 (68389XAC9)	A1	1.11	44,305	121.70	48,680	4,375	2,300	4.72
40000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A2	1.09	43,645	111 53	44,614	969	1,560	3 50 #
	Total			323,362		341,424	18,062	13,028	3.82
Other Taxable Bond Mutual Funds									
10343+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		12 41	128,403	13 34	137,971	9,569	6,133	4 45 #

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
9642+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.39	100,182	10.39	100,182		4,176	4.17 #
13648+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.31	140,650	11.71	159,816	19,165	4,945	3 09 #
14546+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		10 00	145,444	10.41	151,426	5,981	8,485	5 60 #
	Total			514,679		549,395	34,716	23,739	4.32
Fixed Income Total				1,852,040		1,926,953	74,911	76,338	3.96
Equities									
Basic Industries									
800	3M CO (MMM)		73.25	58,600	92.85	74,280	15,681	1,888	2.54 #
1000	E I DU PONT DE NEMOURS & CO (DD)		40.45	40,450	44.98	44,979	4,528	1,720	3 82 #
700	PARKER-HANNIFIN CORP. (PH)		63.97	44,776	85.06	59,542	14,766	1,148	1.93 #
900	UNITED TECHNOLOGIES CORP. (UTX)		41.20	37,083	82 01	73,809	36,726	1,926	2 61 #
	Total			180,909		252,610	71,700	6,682	2.65
Communication Services									
1500	AT&T INC (T)		36.72	55,080	33.71	50,565	4,515-	2,700	5 34 #

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			55,080		50,565	4,515-	2,700	5.34	
Consumer Discretionary										
300	ADVANCE AUTO PARTS (AAP)		72.94	21,882	72.35	21,705	177-	72	0 33	
600	BED BATH & BEYOND INC (BBBY)		67.45	40,471	55.91	33,546	6,925-	0	0.00	#
700	COACH INC (COH)		57.51	40,257	55 51	38,857	1,400-	840	2 16	
1100	HOME DEPOT INC (HD)		33.23	36,554	61.85	68,035	31,481	1,276	1.88	#
800	OMNICOM GROUP (OMC)		52 05	41,643	49.96	39,968	1,675-	960	2 40	#
1000	TJX COS INC (TJX)		13.47	13,470	42.45	42,450	28,980	460	1.08	#
800	YUM BRANDS INC (YUM)		23.99	19,189	66.40	53,120	33,931	1,072	2.02	#
	Total			213,466		297,681	84,216	4,680	1.57	
Consumer Staples										
700	COLGATE PALMOLIVE CO. (CL)		51.70	36,188	104.54	73,178	36,990	1,736	2.37	#
1000	H J HEINZ CO (HNZ)		44 78	44,780	57 68	57,680	12,900	2,060	3.57	#
1000	PEPSICO INC. (PEP)		51.17	51,168	68.43	68,430	17,262	2,150	3 14	#
1000	PROCTER & GAMBLE CO. (PG)		48.14	48,139	67.89	67,890	19,752	2,248	3.31	#
	Total			180,275		267,178	86,904	8,194	3.07	
Energy										
500	APACHE CORP (APA)		92.02	46,011	78.50	39,250	6,761-	340	0.87	
670	CHEVRON CORP (CVX)		67.83	45,445	108.14	72,454	27,009	2,412	3 33	#
800	EXXON MOBIL CORPORATION (XOM)		37 98	30,381	86 55	69,240	38,859	1,824	2.63	#
1100	SCHLUMBERGER LTD. (SLB)		61.73	67,902	69.30	76,228	8,326	1,210	1.59	#

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			189,739		257,172	67,434	5,786	2.25	
Financials										
1200	AMERICAN EXPRESS CO. (AXP)		38.71	46,447	57.48	68,976	22,529	960	1 39	#
200	BLACKROCK INC (BLK)		195.66	39,132	206.71	41,342	2,210	1,200	2.90	#
600	FRANKLIN RESOURCES INC (BEN)		81.07	48,643	125 70	75,420	26,777	696	0.92	#
1200	US BANCORP (USB)		21.72	26,064	31.94	38,328	12,264	936	2.44	#
1000	WELLS FARGO CO (WFC)		25.53	25,530	34.18	34,180	8,650	880	2.57	
	Total			185,816		258,246	72,430	4,672	1.81	
Health Care										
1000	ABBOTT LABORATORIES (ABT)		44 22	44,222	65.50	65,500	21,278	560	0.85	#
800	BAXTER INTL. INC. (BAX)		50.36	40,288	66 66	53,328	13,040	1,440	2 70	#
400	C R BARD INC. (BCR)		98.44	39,376	97 74	39,096	280-	320	0.82	
1200	JOHNSON & JOHNSON (JNJ)		55.56	66,670	70.10	84,120	17,451	2,928	3.48	#
800	UNITEDHEALTH GROUP INC (UNH)		54.66	43,726	54.24	43,392	334-	680	1.57	
	Total			234,282		285,436	51,155	5,928	2.08	
Technology										
225	APPLE INC. (AAPL)		67.88	15,273	532.17	119,739	104,466	2,385	1.99	#
700	AVAGO TECHNOLOGIES LTD (AVGO)		34.12	23,887	31 65	22,156	1,731-	476	2.15	
450	INTERNATIONAL BUSINESS MACHINES CORP (IBM)		81.00	36,448	191.55	86,198	49,750	1,530	1.77	#
2400	MICROSOFT CORP. (MSFT)		25.71	61,707	26 71	64,103	2,396	2,208	3 44	#
2000	ORACLE CORP (ORCL)		13.03	26,051	33.32	66,640	40,589	480	0.72	#
700	QUALCOMM CORP (QCOM)		59.06	41,343	61.86	43,302	1,959	700	1 62	

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			204,709		402,138	197,429	7,779	1.93	
U S Mutual Funds										
2206+	ARTISAN MID CAP VALUE FD-INV (ARTQX)		20.43	45,064	20.79	45,853	788	0	0 00	#
285+	DODGE & COX STOCK FUND (DODGX)		105.28	30,000	121.90	34,736	4,736	563	1 62	
9208+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		15 20	139,940	18.63	171,547	31,607	1,547	0.90	*#
20992+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)		10 58	222,004	14 51	304,595	82,591	3,800	1 25	#
2340+	GMO QUALITY FUND IV (GQEFX)		22 89	53,551	22.35	52,299	1,252-	1,219	2.33	#
1614+	HARBOR CAPITAL APPRECIATION FUND (HACAX)		40.27	65,000	42.52	68,632	3,632	273	0.40	
3474+	LONGLEAF PARTNERS FUND (LLPFX)		23.42	81,360	26 39	91,689	10,329	445	0 49	#
2980+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		11.50	34,269	15 05	44,843	10,574	0	0.00	#
5544+	MANNING & NAPIER EQUITY SERI (EXEYX)		16 56	91,818	17.14	95,030	3,212	194	0 20	#
1746+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		17.02	29,716	21.02	36,708	6,992	793	2.16	#
489+	STRALEM EQUITY FUND (STEFX)		124.16	60,708	137.90	67,428	6,720	1,232	1.83	#
991+	VANGUARD PRIMECAP FUND ADMIRAL SHARES (VPMAX)		58.89	58,372	72 07	71,436	13,064	0	0 00	#
4924+	VANGUARD SMALL CAP INDEX FD SIGNAL SHS (VSISX)		27.21	133,979	34.92	171,943	37,964	3,196	1 86	#
	Total			1,045,781		1,256,739	210,956	13,262	1.06	

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
International Mutual Funds									
12639+	DUPONT CAPITAL EMG MKTS -I (DCMEX)		7.86	99,360	9.72	122,849	23,489	1,087	0.88 #
7596+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		19.34	146,932	24.41	185,424	38,492	1,534	0.83 #
2754+	OAKMARK INTERNATIONAL FD I (OAKIX)		16 34	45,000	20.93	57,641	12,641	1,209	2 10
10859+	THORNBURG INTL VALUE FD-I (TGVIX)		27.80	301,907	28 09	305,035	3,128	4,289	1.41 #
13564+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		22.01	298,589	23.24	315,234	16,644	0	0.00 #
4000	VANGUARD FTSE ALL-WORLD EX-U (VEU)		42.67	170,661	45 75	183,000	12,339	5,380	2.94 #
	Total			1,062,449		1,169,183	106,733	13,499	1.15
Equities Total				3,552,506		4,496,948	944,441	73,182	1.63
Other									
Alternative Assets									
167985	GLENMEDE CLIENT OPP UNF COMMITMENT		0.00	0	0.00	0		0	0.00 #
331999+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL		1.00	331,999	1.29	429,375	97,375	0	0.00 #
150000	GLENMEDE PRIVATE INVESTMENT FUND VII UNFUNDED COMMITMENT		0.00	0	0 00	0		0	0 00
350000	GLENMEDE PRIVATE INVESTMENT FUND VII LLC		1 00	350,000	1.61	564,935	214,935	0	0 00 #
35244+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.83	381,663	11.09	390,857	9,194	21,182	5.42 #

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION IA
12/31/12
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
6396+	THIRD AVENUE REAL ESTATE VAL (TAREX)		20.75	132,687	25 37	162,256	29,569	5,718	3 52 #
2523	UNITED STATES COMMODITY INDEX (USCI)		66.16	166,931	58.63	147,923	19,007-	0	0 00 #
	Total			1,363,280		1,695,346	332,065	26,900	1 59
Other Total				1,363,280		1,695,346	332,065	26,900	1.59
Grand Total				7,018,222		8,369,643	1,351,418	176,420	2 11

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
DIETZ & WATSON FOUNDATION
12/31/2012
1730-03-4/4

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 10			7,018,222		8,369,643	1,351,421	176,420
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 9 and 10							
	GLENMEDE PRIVATE INVESTMENT FUND VII LLC ADJUSTMENT TO BASIS PER K-1		27,258	-	-	(27,258)	-
	GLENMEDE CLIENT OPPORTUNITIES PFCI POOL ADJUSTMENT TO BASIS PER K-1		46,759	-	-	(46,759)	-
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(19,529)	-	-	19,529	-
Other Total			54,488	-	-	-54,488	-
Adjusted Grand Total			7,072,710		8,369,643	1,296,933	176,420

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

NAME: THE GLENMEDE TRUST CO., N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

STATEMENT 3

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 6 FORM 990-PF
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. LOUIS J. ENI, JR. 5701 TACONY STREET PHILADELPHIA, PA 19135	TRUSTEE	FULL TIME	0	0	0
2. CHRISTOPHER W. ENI 5701 TACONY STREET PHILADELPHIA, PA 19135	TRUSTEE	FULL TIME	0	0	0
3. RUTH ENI 5701 TACONY STREET PHILADELPHIA, PA 19135	SECRETARY/ TREASURER/ TRUSTEE	FULL TIME	0	0	0
4. CYNTHIA ENI YINGLING 5701 TACONY STREET PHILADELPHIA, PA 19135	PRESIDENT AND TRUSTEE	FULL TIME	0	0	0

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
1	Albertson's Charity Classic	Beaverton, OR	General Purposes	10,000
2	AJ Foundation	Wyncombe, PA	General Purposes	350
3	Anne Capano Charitable Foundation	New London, CT	General Purposes	5,000
4	Bancroft	Haddonfield, NJ	General Purposes	5,000
5	Bottom Line	Jamaica Plain, MA	General Purposes	3,000
6	Burlington County Council, Boy Scouts of America	Rancocas, NJ	General Purposes	1,500
7	Central and South Jersey Affiliate of Komen for The Cure	Lawrenceville, NJ	General Purposes	4,000
8	Children's Hospital Foundation	Philadelphia, PA	General Purposes	5,000
9	City of Hope	Phoenix, AZ	General Purposes	3,000
10	College America	Lemoyne, PA	General Purposes	1,000
11	Crohn's & Colitis Foundation of America	New York, NY	General Purposes	15,000
12	Curtis Auxiliary	Mt Holly, NJ	General Purposes	4,000
13	Deborah Hospital Foundation	Browns Mills, NJ	General Purposes	2,500
14	Delanco Emergency Squad	Delanco, NJ	General purposes	5,000

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
15	Drexel University College of Medicine	Philadelphia, PA	General Purposes	10,000
16	Free Library Of Philadelphia Foundation	Philadelphia, PA	General Purposes	1,000
17	Food Marketing Educational Foundation	Philadelphia, PA	General Purposes	5,000
18	Foundation Fighting Blindness	New York, NY	General Purposes	2,500
19	Friends of The Medford Cultural Arts	Medford, NJ	General Purposes	1,500
20	German-American Chamber of Commerce Philadelphia	Philadelphia, PA	General Purposes	2,400
21	Great Guys Group	Wayne, PA	General Purposes	500
22	Habitat For Humanity	Philadelphia, PA	General Purposes	7,500
23	Hellenic Times Scholarship Fund	New York, NY	General Purposes	500
24	Helping Hand Fund	Philadelphia, PA	General Purposes	1,000
25	Hirsch Academy	Decatur, GA	General Purposes	3,000
26	Home Port Alliance for the USS NJ	Camden, NJ	General Purposes	8,000
27	Horizon House	Philadelphia, PA	General Purposes	1,500
28	Int'l 22Q11.2 Deletion Syndrome Foundation	Philadelphia, PA	General Purposes	2,522

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
29	Irish Pub Children's Foundation	Philadelphia, PA	General Purposes	2,500
30	JDRF South Jersey Chapter	Cherry Hill, NJ	General Purposes	5,500
31	Kay Yow/WBCA Cancer Foundation	State College, PA	General Purposes	500
32	Ladies of Port Richmond	Philadelphia, PA	General Purposes	500
33	Larc School	Bellmawr, NJ	General Purposes	1,700
34	Lourdes Health System	Willingboro, NJ	General Purposes	5,000
35	Medford-Vincentown Rotary Club	Medford, NJ	General Purposes	500
36	Miracle Hill Ministries	Greenville, SC	General Purposes	1,000
37	Moorestown Friends School	Moorestown, NJ	General Purposes	11,000
38	MRHS Football	Glendale, AZ	General Purposes	2,000
39	National Kidney Foundation	Philadelphia, PA	General Purposes	100
40	NJ Center For Touretts's Syndrome	Sommerville, NJ	General Purposes	5,000
41	New Jersey Food Council	Trenton, NJ	General Purposes	4,500
42	New England Food Foundation	Boston, MA	General Purposes	2,500

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
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TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
43	NORWESCAP Food Bank	Phillipsburg, NJ	General Purposes	3,000
44	PA Friends of Agriculture Foundation	State College, PA	General Purposes	500
45	Pennsylvania SPCA	Philadelphia, PA	General Purposes	500
46	Philadelphia Affiliate of Komen for The Cure	Philadelphia, PA	General Purposes	70,000
47	PSU Dubois	State College, PA	General Purposes	500
48	RAINN	State College, PA	General Purposes	500
49	Richard L Barbour, Jr , Scholarship Fund	Mt Holly, NJ	General Purposes	150
50	Robert M Cerullo Foundation	East Brunswick, NJ	General Purposes	8,000
51	Ronald McDonald House of SNJ	Camden, NJ	General Purposes	2,520
52	Rowan Breast Cancer Educational Fund	Philadelphia, PA	General Purposes	10,000
53	Scarc Foundation, Inc	Augusta, NJ	General Purposes	5,500
54	Second PA REGT	Mt. Holly, NJ	General Purposes	2,000
55	Shore Memorial Health Foundation	Somers Point, NJ	General Purposes	5,000
56	Shriner's Hospital for Children	Tampa, FL	General Purposes	1,000

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
57	St. Vincent's Home	Philadelphia, PA	General Purposes	1,000
58	Susan G Komen For The Cure Miami/ Fort Lauderdale Affiliate	Miami, FL	General Purposes	1,000
59	TSANJ	Sommerville, NJ	General Purposes	10,000
60	Teal Ribbon Ovarian Cancer Research Foundation	Concordville, PA	General Purposes	1,000
61	The Kenny Family Foundation	Wilmington, DE	General Purposes	5,000
62	The Safeway Foundation	Silver Spring, MD	General Purposes	7,500
63	The Steuben Day Observance Association	Philadelphia, PA	General Purposes	2,000
64	The Tender	Moorestown, NJ	General Purposes	1,000
65	The Trustees of the University of Pennsylvania	Philadelphia, PA	General Purposes	10,000
66	Thon	State College, PA	General Purposes	1,000
67	Tiger Woods Foundation	Irvine, CA	General Purposes	40,000
68	Veterans Speical Needs Endowed Scholarship	State College, PA	General Purposes	500
69	Woodford Cedar Run Wildlife Refuge	Medford, NJ	General Purposes	500

DIETZ & WATSON FOUNDATION
ACCOUNT #1730-03-4/4
E.I.N. 23-3028685
TAX YEAR ENDING 12/31/12

PART XV, FORM 990-PF, PAGE 11
2012 GRANTS AND CONTRIBUTION -PAID-

NO.	CHARITY	CITY AND STATE	PURPOSE	AMOUNT
70	Woodlands Foundation	Wexford, PA	General Purposes	2,500
	TOTAL 2012 GRANT PAYMENTS			**345,742**