Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
COLEMAN FOUNDATION

A Employer identification number
23-6214964

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O PITCAIRN TRUST COMPANYONE
PITCAIRN NO 3000

B Telephone number (see instructions)
(215) 881-6146

City or town, state, and ZIP code
JENKINTOWN, PA 19046

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)* ▶$ 994,382

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) (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	5	5		
4	Dividends and interest from securities	12,749	12,749		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	56,011			
b	Gross sales price for all assets on line 6a 641,856				
7	Capital gain net income (from Part IV, line 2)		56,011		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	68,765	68,765		
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 (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	22,015	19,813		2,202
17	Interest				
18	Taxes (attach schedule) (see instructions)	39	39		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	22,054	19,852		2,202
25	Contributions, gifts, grants paid	45,500			45,500
26	**Total expenses and disbursements.** Add lines 24 and 25	67,554	19,852		47,702
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,211			
b	**Net investment income** (if negative, enter -0-)		48,913		
c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	48,019	69,259	69,259
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	153,719	100,247	128,130
	b	Investments—corporate stock (attach schedule)	666,731	703,780	796,993
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	868,469	873,286	994,382
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	868,469	873,286	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	868,469	873,286	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	868,469	873,286	

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	868,469
2	Enter amount from Part I, line 27a	2	1,211
3	Other increases not included in line 2 (itemize) ▶	3	3,606
4	Add lines 1, 2, and 3	4	873,286
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	873,286

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	56,011
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	59,199	1,055,766	0 056072
2010	33,330	1,002,494	0 033247
2009	96,022	931,650	0 103067
2008	58,726	1,167,191	0 050314
2007	56,928	1,323,479	0 043014

2	**Total** of line 1, column (d).	2	0 285714
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 057143
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	977,549
5	Multiply line 4 by line 3.	5	55,860
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	489
7	Add lines 5 and 6.	7	56,349
8	Enter qualifying distributions from Part XII, line 4.	8	47,702

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	978
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	978
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	978
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	663		
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	663
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	315
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** ▶	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶PAUL IRWIN Telephone no ▶(215) 881-6147

Located at ▶165 TOWNSHIP LINE ROAD STE 3000 JENKINTOWN PA ZIP +4 ▶19046

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 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		
	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? ☐ 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**
	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**		

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 Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
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	
2	
All other program-related investments See page 24 of the 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	943,353
b	Average of monthly cash balances	1b	49,083
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	992,436
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	992,436
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,887
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	977,549
6	**Minimum investment return.** Enter 5% of line 5	6	48,877

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	48,877
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 978		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	978
3	Distributable amount before adjustments Subtract line 2c from line 1	3	47,899
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	47,899
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	47,899

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	47,702
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	47,702
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	47,702

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				47,899
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			17,605	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 47,702				
a Applied to 2011, but not more than line 2a			17,605	
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.				30,097
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				17,802
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

	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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

PAUL IRWIN PITCAIRN TRUST COMPANY
165 TOWNSHIP LINE ROAD SUITE 3000
JENKINTOWN, PA 19046
(215) 881-6147

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

NO SPECIAL FORM

c Any submission deadlines

NO

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

NO

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 Additional Data Table				
Total . . . . ▶ **3a**				45,500
b *Approved for future payment*				
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	5	
4 Dividends and interest from securities. . . .			14	12,749	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	56,011	
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). .		0		68,765	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 68,765

(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)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2013-05-10 | ******

Signature of officer or trustee | Date | 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
MATTHEW R HILBERT	MATTHEW R HILBERT	2013-05-10		P01437997

Firm's name ▶ PITCAIRN TRUST COMPANY — Firm's EIN ▶ 23-2472424

Firm's address ▶ 165 TOWNSHIP LINE ROAD STE 3000 JENKINTOWN, PA 19046 — Phone no (215) 887-6700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3900 325 SHARES OF PRINCETON FUTURES STRATEGY I	P	2012-05-29	2012-11-15
5 SHARES OF GOOGLE INC CL A	P	2011-03-15	2012-01-03
1 SHARES OF GOOGLE INC CL A	P	2011-08-17	2012-01-03
288 SHARES OF THE WALT DISNEY CO	P	2011-08-15	2012-01-24
33 SHARES OF AUTODESK INC	P	2011-08-17	2012-02-03
86 SHARES OF AMPHENOL CORP CL A	P	2011-08-15	2012-02-03
113 SHARES OF BANK NEW YORK MELLON CORP	P	2011-03-15	2012-02-03
93 SHARES OF IMAX CORP	P	2011-03-08	2012-02-03
80 SHARES OF QUALCOMM INC	P	2011-08-17	2012-02-03
98 SHARES OF CTRIP COM INTL LTD-ADR	P	2011-05-31	2012-02-07
69 SHARES OF IMAX CORP	P	2011-03-08	2012-03-06
11 SHARES OF IMAX CORP	P	2011-08-17	2012-03-06
58 SHARES OF AMER EXPRESS CO	P	2012-02-14	2012-04-03
25 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-04-03
67 SHARES OF DISCOVER FINANCIAL SVCS	P	2012-01-17	2012-04-03
42 SHARES OF SCHWAB (CHAS) CORP	P	2011-08-17	2012-04-03
157 SHARES OF BIOMARIN PHARMACEUTICAL INC	P	2011-05-31	2012-04-17
51 SHARES OF IMAX CORP	P	2011-08-17	2012-04-17
165 SHARES OF OWENS ILLINOIS INC	P	2011-08-17	2012-04-17
29 SHARES OF AMAZON COM INC	P	2011-08-15	2012-05-08
277 SHARES OF CISCO SYSTEMS INC	P	2011-08-15	2012-05-15
155 SHARES OF ALCOA INC	P	2012-03-20	2012-05-24
115 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-05-24
10 SHARES OF AMAZON COM INC	P	2011-08-15	2012-05-24
50 SHARES OF AMC NETWORKS INC CL A	P	2012-02-07	2012-05-24
30 SHARES OF AMPHENOL CORP CL A	P	2012-05-22	2012-05-24
5 SHARES OF APACHE CORP	P	2012-05-01	2012-05-24
100 SHARES OF AUTODESK INC	P	2012-05-22	2012-05-24
9 SHARES OF BAKER HUGHES INC	P	2012-01-03	2012-05-24
25 SHARES OF BECTON DICKINSON & CO	P	2011-10-25	2012-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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47 SHARES OF BOSTON SCIENTIFIC	P	2011-06-07	2012-05-24
40 SHARES OF CAMERON INTL COPR	P	2012-03-13	2012-05-24
38 SHARES OF CARNIVAL CORP	P	2011-12-13	2012-05-24
23 SHARES OF CARNIVAL CORP	P	2012-02-07	2012-05-24
36 SHARES OF CERNER CORP	P	2012-01-04	2012-05-24
30 SHARES OF CHESAPEAKE ENERGY CORP	P	2012-05-01	2012-05-24
205 SHARES OF CORNING INC	P	2011-08-24	2012-05-24
5 SHARES OF DIGITAL RLTY TR INC COM	P	2012-02-14	2012-05-24
75 SHARES OF DIRECTV	P	2011-11-23	2012-05-24
60 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-05-24
20 SHARES OF DUPONT FABROS TECHNOLOGY	P	2012-02-14	2012-05-24
88 SHARES OF EMC CORPORATION	P	2011-08-10	2012-05-24
130 SHARES OF ELECTRONIC ARTS INC	P	2012-01-17	2012-05-24
15 SHARES OF EOG RESOURCES INC	P	2012-05-01	2012-05-24
3 SHARES OF GOOGLE INC CL A	P	2011-08-17	2012-05-24
5 SHARES OF GOOGLE INC CL A	P	2012-02-01	2012-05-24
2 SHARES OF HESS CORPORATION	P	2011-08-10	2012-05-24
58 SHARES OF HESS CORPORATION	P	2012-02-07	2012-05-24
90 SHARES OF JUNIPER NETWORKS INC	P	2012-02-21	2012-05-24
5 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-05-24
67 SHARES OF MONSANTO CO	P	2012-05-15	2012-05-24
80 SHARES OF MOODY'S CORP	P	2012-02-14	2012-05-24
50 SHARES OF MYRIAD GENETICS INC	P	2012-05-01	2012-05-24
90 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-05-24
20 SHARES OF NORFOLK SOUTHERN CORP	P	2012-02-21	2012-05-24
80 SHARES OF QUANTA SERVICES INC	P	2011-11-23	2012-05-24
15 SHARES OF RANGE RESOURCES CORP	P	2012-05-01	2012-05-24
130 SHARES OF RIVERBED TECHNOLOGY IN	P	2012-03-06	2012-05-24
38 SHARES OF SCHLUMBERGER LTD	P	2012-02-03	2012-05-24
2 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140 SHARES OF SCHWAB (CHAS) CORP	P	2011-08-17	2012-05-24
275 SHARES OF SOUTHWEST AIRLINES	P	2011-07-20	2012-05-24
65 SHARES OF THE WALT DISNEY CO	P	2012-05-15	2012-05-24
75 SHARES OF VIRGIN MEDIA INC COM	P	2011-08-24	2012-05-24
45 SHARES OF VOLCANO CORP	P	2011-08-02	2012-05-24
10 SHARES OF WATERS CORP	P	2011-09-13	2012-05-24
55 SHARES OF AMDOCS LTD	P	2012-05-15	2012-05-24
40 SHARES OF ENCANA CORP	P	2012-05-01	2012-05-24
15 SHARES OF TOYOTA MOTOR CORP SPON ADR	P	2011-06-14	2012-05-24
30 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-05-24
774 SHARES OF BOSTON SCIENTIFIC	P	2011-06-07	2012-05-29
190 SHARES OF CARNIVAL CORP	P	2012-01-24	2012-06-05
10 SHARES OF CARNIVAL CORP	P	2012-02-07	2012-06-05
16 SHARES OF BECTON DICKINSON & CO	P	2011-10-25	2012-06-12
146 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-07-17
4 SHARES OF THE WALT DISNEY CO	P	2012-05-15	2012-07-24
6 SHARES OF AMAZON COM INC	P	2011-08-15	2012-07-24
19 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-07-31
96 SHARES OF QUANTA SERVICES INC	P	2011-11-23	2012-08-07
49 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-08-07
84 SHARES OF AUTODESK INC	P	2012-05-22	2012-08-15
41 SHARES OF DIRECTV	P	2011-11-23	2012-08-21
571 SHARES OF CORNING INC	P	2011-08-24	2012-08-21
230 SHARES OF CORNING INC	P	2012-03-01	2012-08-21
42 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-12	2012-09-04
65 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-26	2012-09-04
99 SHARES OF MOODY'S CORP	P	2012-02-03	2012-09-18
42 SHARES OF MOODY'S CORP	P	2012-02-14	2012-09-18
37 SHARES OF MOODY'S CORP	P	2012-07-17	2012-09-18
29 SHARES OF SCHWAB (CHAS) CORP	P	2012-02-07	2012-09-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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605 SHARES OF ALCOA INC	P	2012-03-20	2012-10-09
111 SHARES OF ALCOA INC	P	2012-07-31	2012-10-09
1 SHARES OF GOOGLE INC CL A	P	2012-10-02	2012-10-31
53 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-10-31
272 SHARES OF UNITED CONTINENTAL HOLDINGS INC	P	2012-08-28	2012-11-06
3 SHARES OF AIR PRODS & CHEMS INC	P	2012-06-12	2012-11-15
49 SHARES OF ALCOA INC	P	2012-07-31	2012-11-15
28 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-11-15
15 SHARES OF AMC NETWORKS INC CL A	P	2012-02-07	2012-11-15
10 SHARES OF AMPHENOL CORP CL A	P	2012-05-22	2012-11-15
3 SHARES OF APACHE CORP	P	2012-05-01	2012-11-15
22 SHARES OF AUTODESK INC	P	2012-05-22	2012-11-15
12 SHARES OF BAKER HUGHES INC	P	2012-01-03	2012-11-15
10 SHARES OF CAMERON INTL COPR	P	2012-03-13	2012-11-15
4 SHARES OF CARNIVAL CORP	P	2012-01-24	2012-11-15
10 SHARES OF CERNER CORP	P	2012-09-04	2012-11-15
11 SHARES OF CHESAPEAKE ENERGY CORP	P	2012-05-01	2012-11-15
13 SHARES OF COCA COLA CO	P	2012-11-13	2012-11-15
3 SHARES OF DIGITAL RLTY TR INC COM	P	2012-02-14	2012-11-15
19 SHARES OF DIRECTV	P	2011-11-23	2012-11-15
4 SHARES OF DUPONT FABROS TECHNOLOGY	P	2012-02-14	2012-11-15
46 SHARES OF EMC CORPORATION	P	2012-06-19	2012-11-15
49 SHARES OF ELECTRONIC ARTS INC	P	2012-01-17	2012-11-15
1 SHARES OF EOG RESOURCES INC	P	2012-05-01	2012-11-15
11 SHARES OF FASTENAL CO	P	2012-08-28	2012-11-15
7 SHARES OF JOHNSON & JOHNSON	P	2012-11-13	2012-11-15
10 SHARES OF JOY GLOBAL INC	P	2012-10-09	2012-11-15
49 SHARES OF JUNIPER NETWORKS INC	P	2012-02-21	2012-11-15
2 SHARES OF LINKEDIN CORP - A	P	2012-07-31	2012-11-15
5 SHARES OF MANPOWERGROUP INC	P	2012-08-28	2012-11-15

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1 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-11-15
22 SHARES OF MOODY'S CORP	P	2012-07-17	2012-11-15
18 SHARES OF MYRIAD GENETICS INC	P	2012-09-11	2012-11-15
6 SHARES OF NORFOLK SOUTHERN CORP	P	2012-02-21	2012-11-15
6 SHARES OF PALL CORP	P	2012-06-05	2012-11-15
10 SHARES OF QUALCOMM INC	P	2012-08-15	2012-11-15
4 SHARES OF RANGE RESOURCES CORP	P	2012-05-01	2012-11-15
40 SHARES OF RIVERBED TECHNOLOGY IN	P	2012-03-06	2012-11-15
10 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-11-15
3 SHARES OF TIFFANY & CO (NEW)	P	2012-05-29	2012-11-15
23 SHARES OF TYSON FOODS INC CL A	P	2012-09-11	2012-11-15
6 SHARES OF UNIVERSAL HEALTH SERVICES CL B	P	2012-11-06	2012-11-15
35 SHARES OF US AIRWAYS GROUP INC	P	2012-08-28	2012-11-15
12 SHARES OF VERIFONE HOLDINGS INC	P	2012-10-23	2012-11-15
7 SHARES OF VIACOM INC NEW CL B	P	2012-10-23	2012-11-15
32 SHARES OF WESTERN UNION CO	P	2012-08-07	2012-11-15
15 SHARES OF AMDOCS LTD	P	2012-05-15	2012-11-15
11 SHARES OF ENCANA CORP	P	2012-05-01	2012-11-15
13 SHARES OF PETROLEO BRASILEIRO SA ADR	P	2012-07-31	2012-11-15
17 SHARES OF QIAGEN NV	P	2012-04-17	2012-11-15
14 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-12	2012-11-15
39 SHARES OF WEATHERFORD INTL LTD	P	2012-04-17	2012-11-15
5 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-11-15
122 SHARES OF WEATHERFORD INTL LTD	P	2012-04-17	2012-11-27
59 SHARES OF AUTODESK INC	P	2012-05-22	2012-12-04
84 SHARES OF MOODY'S CORP	P	2012-07-17	2012-12-11
16 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-12-18
170 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2011-12-27	2012-12-26
53 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-12-26
40000 UNITS OF US TREASURY NOTE/BOND 1 875% 07/15/2013	P	2004-04-19	2012-02-14

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10000 UNITS OF US TREASURY NOTE/BOND 1 875% 07/15/2013	P	2004-10-12	2012-02-14
1360 SHARES OF SPDR MSCI ACWI EX US	P	2010-06-09	2012-02-14
698 SHARES OF BOSTON SCIENTIFIC	P	2010-02-24	2012-01-17
3 SHARES OF THE WALT DISNEY CO	P	2008-10-08	2012-01-24
14 SHARES OF AUTODESK INC	P	2008-04-30	2012-02-03
41 SHARES OF AUTODESK INC	P	2008-07-23	2012-02-03
11 SHARES OF BANK NEW YORK MELLON CORP	P	2009-09-22	2012-02-03
136 SHARES OF BANK NEW YORK MELLON CORP	P	2009-10-27	2012-02-03
139 SHARES OF BANK NEW YORK MELLON CORP	P	2009-12-02	2012-02-03
17 SHARES OF BANK NEW YORK MELLON CORP	P	2010-02-24	2012-02-03
37 SHARES OF NORFOLK SOUTHERN CORP	P	2010-07-13	2012-02-03
27 SHARES OF PALL CORP	P	2009-09-29	2012-02-03
40 SHARES OF PALL CORP	P	2009-09-30	2012-02-03
57 SHARES OF QUALCOMM INC	P	2010-04-13	2012-02-03
38 SHARES OF QUALCOMM INC	P	2010-06-09	2012-02-03
176 SHARES OF STATE STREET CORP	P	2011-01-25	2012-02-03
366 SHARES OF CISCO SYSTEMS INC	P	2008-04-30	2012-02-14
226 SHARES OF OWENS ILLINOIS INC	P	2010-05-25	2012-02-14
264 SHARES OF KRAFT FOODS INC CL A	P	2011-01-11	2012-02-21
24 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-05-30	2012-03-20
15 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2010-02-24	2012-03-20
123 SHARES OF LIBERTY GLOBAL INC CL A	P	2010-11-02	2012-03-27
16 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-04-03
331 SHARES OF SCHWAB (CHAS) CORP	P	2010-09-08	2012-04-03
16 SHARES OF OWENS ILLINOIS INC	P	2010-05-25	2012-04-17
61 SHARES OF GEN-PROBE INC	P	2009-11-18	2012-05-01
56 SHARES OF GEN-PROBE INC	P	2009-12-02	2012-05-01
20 SHARES OF MASTERCARD INC CL A	P	2010-06-09	2012-05-08
2 SHARES OF MASTERCARD INC CL A	P	2010-10-19	2012-05-08
59 SHARES OF VISA INC CL A	P	2010-08-10	2012-05-08

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23 SHARES OF VISA INC CL A	P	2010-10-19	2012-05-08
13 SHARES OF CME GROUP INC	P	2011-04-26	2012-05-15
17 SHARES OF CISCO SYSTEMS INC	P	2008-04-30	2012-05-15
172 SHARES OF CISCO SYSTEMS INC	P	2009-04-28	2012-05-15
44 SHARES OF CISCO SYSTEMS INC	P	2010-02-02	2012-05-15
13 SHARES OF CISCO SYSTEMS INC	P	2010-02-24	2012-05-15
197 SHARES OF DISCOVERY COMMUNICATIONS NEW COM SER A	P	2010-05-05	2012-05-15
15 SHARES OF WASHINGTON POST CL B	P	2010-08-17	2012-05-22
90 SHARES OF ALERE INC	P	2010-05-05	2012-05-24
25 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-05-24
46 SHARES OF BAKER HUGHES INC	P	2008-04-30	2012-05-24
153 SHARES OF BOSTON SCIENTIFIC	P	2010-02-24	2012-05-24
39 SHARES OF CARNIVAL CORP	P	2011-03-22	2012-05-24
4 SHARES OF CERNER CORP	P	2010-07-06	2012-05-24
15 SHARES OF CERNER CORP	P	2011-02-22	2012-05-24
4 SHARES OF CME GROUP INC	P	2011-04-26	2012-05-24
20 SHARES OF COCA COLA CO	P	2010-06-09	2012-05-24
35 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-05-24
52 SHARES OF EMC CORPORATION	P	2011-03-01	2012-05-24
12 SHARES OF FEDEX CORP	P	2009-03-05	2012-05-24
3 SHARES OF FEDEX CORP	P	2010-06-29	2012-05-24
15 SHARES OF FLOWSERVE CORP	P	2011-05-17	2012-05-24
2 SHARES OF GOOGLE INC CL A	P	2010-05-25	2012-05-24
3 SHARES OF MONSANTO CO	P	2008-12-03	2012-05-24
10 SHARES OF PALL CORP	P	2009-09-30	2012-05-24
15 SHARES OF QUALCOMM INC	P	2010-06-09	2012-05-24
60 SHARES OF THE KROGER CO	P	2009-12-08	2012-05-24
90 SHARES OF TIME WARNER INC	P	2010-11-02	2012-05-24
4 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-07-15	2012-05-24
11 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2010-02-24	2012-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 SHARES OF NESTLE SA SPONS ADR	P	2009-06-16	2012-05-24
120 SHARES OF QIAGEN NV	P	2011-03-01	2012-05-24
21 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-05-24
39 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2011-03-01	2012-05-24
21 SHARES OF UNILEVER PLC SPONS ADR	P	2008-07-02	2012-05-24
34 SHARES OF UNILEVER PLC SPONS ADR	P	2008-11-05	2012-05-24
59 SHARES OF WEATHERFORD INTL LTD	P	2010-01-06	2012-05-24
49 SHARES OF WEATHERFORD INTL LTD	P	2010-02-24	2012-05-24
72 SHARES OF WEATHERFORD INTL LTD	P	2011-03-08	2012-05-24
89 SHARES OF QIAGEN NV	P	2011-03-01	2012-05-29
31 SHARES OF CERNER CORP	P	2008-12-03	2012-06-12
54 SHARES OF CERNER CORP	P	2010-07-06	2012-06-12
227 SHARES OF THE KROGER CO	P	2009-12-08	2012-06-19
31 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-07-15	2012-06-19
37 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2009-03-05	2012-06-19
61 SHARES OF THE WALT DISNEY CO	P	2008-10-08	2012-07-24
28 SHARES OF THE WALT DISNEY CO	P	2008-11-18	2012-07-24
55 SHARES OF CME GROUP INC	P	2011-04-26	2012-08-07
83 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-08-07
2 SHARES OF GOOGLE INC CL A	P	2010-05-25	2012-08-21
33 SHARES OF WEATHERFORD INTL LTD	P	2010-02-24	2012-08-21
150 SHARES OF COCA COLA CO	P	2010-06-09	2012-08-28
95 SHARES OF TIME WARNER INC	P	2010-03-09	2012-09-04
46 SHARES OF TIME WARNER INC	P	2010-11-02	2012-09-04
524 SHARES OF SCHWAB (CHAS) CORP	P	2011-08-17	2012-09-25
11 SHARES OF MONSANTO CO	P	2008-12-03	2012-10-01
4 SHARES OF MONSANTO CO	P	2011-08-30	2012-10-01
31 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-10-01
58 SHARES OF FEDEX CORP	P	2009-03-05	2012-10-16
3 SHARES OF GOOGLE INC CL A	P	2008-10-08	2012-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6 SHARES OF GOOGLE INC CL A	P	2010-05-25	2012-10-31
7 SHARES OF FLOWSERVE CORP	P	2010-11-16	2012-11-02
5 SHARES OF FLOWSERVE CORP	P	2011-05-17	2012-11-02
18 SHARES OF ALERE INC	P	2008-09-17	2012-11-15
21 SHARES OF ALERE INC	P	2010-05-05	2012-11-15
3 SHARES OF AMAZON COM INC	P	2011-08-15	2012-11-15
6 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-11-15
6 SHARES OF BECTON DICKINSON & CO	P	2011-10-25	2012-11-15
11 SHARES OF CARNIVAL CORP	P	2011-08-10	2012-11-15
8 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-11-15
20 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-11-15
3 SHARES OF FLOWSERVE CORP	P	2010-11-16	2012-11-15
2 SHARES OF GOOGLE INC CL A	P	2008-10-08	2012-11-15
28 SHARES OF HESS CORPORATION	P	2011-08-10	2012-11-15
19 SHARES OF MONSANTO CO	P	2011-08-30	2012-11-15
16 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-11-15
9 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-11-15
80 SHARES OF SOUTHWEST AIRLINES	P	2011-07-20	2012-11-15
12 SHARES OF THE WALT DISNEY CO	P	2008-11-18	2012-11-15
15 SHARES OF TIME WARNER INC	P	2010-03-09	2012-11-15
24 SHARES OF VIRGIN MEDIA INC COM	P	2011-08-24	2012-11-15
12 SHARES OF VOLCANO CORP	P	2011-08-02	2012-11-15
2 SHARES OF WATERS CORP	P	2011-09-13	2012-11-15
6 SHARES OF NESTLE SA SPONS ADR	P	2009-06-16	2012-11-15
11 SHARES OF QIAGEN NV	P	2011-03-01	2012-11-15
14 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-11-15
1 SHARES OF TOYOTA MOTOR CORP SPON ADR	P	2011-06-14	2012-11-15
3 SHARES OF UNILEVER PLC SPONS ADR	P	2008-11-05	2012-11-15
9 SHARES OF WEATHERFORD INTL LTD	P	2010-02-24	2012-11-15
7 SHARES OF MONSANTO CO	P	2009-11-10	2012-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
35 SHARES OF MONSANTO CO	P	2011-08-30	2012-11-20
125 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-11-27
25 SHARES OF AUTODESK INC	P	2011-08-17	2012-12-04
35 SHARES OF FLOWSERVE CORP	P	2010-11-16	2012-12-04
9 SHARES OF FLOWSERVE CORP	P	2011-08-17	2012-12-04
24 SHARES OF MOODY'S CORP	P	2011-11-01	2012-12-11
91 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-12-11
27 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-12-12
137 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2011-09-20	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
35,911		36,017	-106
3,327		2,832	495
665		543	122
11,249		9,645	1,604
1,238		982	256
4,735		4,030	705
2,475		3,259	-784
2,008		2,589	-581
4,868		4,107	761
2,366		4,389	-2,023
1,708		1,921	-213
272		188	84
3,375		3,004	371
830		605	225
2,225		1,804	421
605		529	76
5,252		4,415	837
1,163		873	290
4,033		3,101	932
6,442		5,863	579
4,587		4,443	144
1,312		1,622	-310
1,248		2,261	-1,013
2,141		2,022	119
1,932		2,130	-198
1,596		1,594	2
411		489	-78
3,169		3,257	-88
369		461	-92
1,858		1,945	-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
271		325	-54
1,903		2,139	-236
1,211		1,298	-87
733		735	-2
2,838		2,233	605
444		600	-156
2,621		2,934	-313
353		348	5
3,457		3,440	17
1,932		1,452	480
519		471	48
2,114		1,944	170
1,840		2,322	-482
1,505		1,674	-169
1,808		1,628	180
3,013		2,921	92
92		109	-17
2,666		3,565	-899
1,521		2,136	-615
2,093		2,065	28
4,862		4,880	-18
2,950		3,080	-130
1,285		1,317	-32
1,734		1,446	288
1,342		1,372	-30
1,817		1,523	294
937		1,015	-78
2,048		3,510	-1,462
2,504		2,966	-462
132		138	-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,745		1,763	-18
2,372		2,916	-544
2,869		2,964	-95
1,626		1,816	-190
1,285		1,382	-97
820		760	60
1,605		1,668	-63
811		863	-52
1,153		1,209	-56
825		821	4
4,499		5,350	-851
5,879		6,042	-163
309		319	-10
1,159		1,245	-86
3,219		2,346	873
193		182	11
1,350		1,213	137
1,359		1,316	43
2,382		1,828	554
1,876		1,341	535
2,891		2,736	155
2,114		1,881	233
6,777		8,172	-1,395
2,730		3,008	-278
1,508		1,347	161
2,334		2,124	210
4,422		3,792	630
1,876		1,617	259
1,653		1,332	321
382		361	21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,524		6,330	-806
1,013		945	68
677		757	-80
698		1,042	-344
5,504		5,062	442
240		239	1
396		417	-21
339		551	-212
752		639	113
588		531	57
230		294	-64
670		717	-47
485		615	-130
525		535	-10
150		127	23
754		727	27
185		220	-35
469		475	-6
183		209	-26
936		871	65
81		94	-13
1,086		1,170	-84
624		875	-251
115		112	3
442		489	-47
483		489	-6
555		578	-23
847		1,163	-316
197		204	-7
175		184	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
458		413	45
1,021		792	229
539		486	53
343		411	-68
352		327	25
620		627	-7
271		271	0
682		1,080	-398
687		692	-5
180		172	8
384		374	10
248		262	-14
426		385	41
348		370	-22
345		379	-34
402		569	-167
478		455	23
227		237	-10
244		249	-5
291		265	26
513		449	64
352		535	-183
130		137	-7
1,187		1,672	-485
1,941		1,922	19
4,126		3,025	1,101
7,855		6,606	1,249
1,538		3,199	-1,661
480		1,042	-562
51,895		40,915	10,980

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,974		10,516	2,458
41,806		36,903	4,903
3,825		5,492	-1,667
117		77	40
525		532	-7
1,539		1,394	145
241		327	-86
2,979		3,825	-846
3,045		3,761	-716
372		483	-111
2,711		2,053	658
1,665		891	774
2,467		1,311	1,156
3,468		2,397	1,071
2,312		1,332	980
7,445		8,325	-880
7,257		9,370	-2,113
5,361		6,419	-1,058
10,172		8,285	1,887
1,922		1,719	203
1,201		882	319
6,252		4,700	1,552
931		169	762
4,769		4,578	191
391		454	-63
4,969		2,576	2,393
4,562		2,365	2,197
8,568		3,930	4,638
857		477	380
6,915		4,412	2,503

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,696		1,809	887
3,365		4,033	-668
282		435	-153
2,849		3,222	-373
729		1,013	-284
215		317	-102
10,028		7,460	2,568
4,995		4,935	60
1,665		3,494	-1,829
1,396		264	1,132
1,885		3,719	-1,834
882		1,204	-322
1,243		1,532	-289
315		157	158
1,183		736	447
1,017		1,241	-224
1,507		1,031	476
1,645		475	1,170
1,249		1,393	-144
1,072		465	607
268		214	54
1,611		1,793	-182
1,205		949	256
218		218	0
577		328	249
861		526	335
1,321		1,204	117
3,102		2,937	165
299		229	70
823		647	176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
570		359	211
1,970		2,479	-509
644		579	65
1,195		1,124	71
666		590	76
1,078		817	261
747		1,133	-386
621		804	-183
912		1,532	-620
1,472		1,838	-366
2,453		518	1,935
4,272		2,119	2,153
5,152		4,555	597
2,427		1,774	653
2,896		1,447	1,449
2,936		1,570	1,366
1,348		563	785
2,924		3,412	-488
2,060		1,503	557
1,337		949	388
420		541	-121
5,699		3,866	1,833
3,919		2,913	1,006
1,897		1,501	396
6,907		6,598	309
999		798	201
363		284	79
1,553		420	1,133
5,275		2,245	3,030
2,030		1,028	1,002

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,059		2,847	1,212
952		734	218
680		598	82
320		554	-234
374		815	-441
670		607	63
319		63	256
450		467	-17
412		330	82
399		108	291
772		484	288
399		314	85
1,304		685	619
1,390		1,527	-137
1,585		1,347	238
374		257	117
224		163	61
705		848	-143
567		241	326
662		460	202
769		581	188
314		368	-54
162		152	10
376		216	160
188		227	-39
462		386	76
80		81	-1
110		72	38
81		148	-67
623		483	140

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,114		2,482	632
3,166		2,264	902
823		744	79
4,916		3,668	1,248
1,264		825	439
1,179		822	357
3,147		2,508	639
938		744	194
1,240		2,632	-1,392

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-106
			495
			122
			1,604
			256
			705
			-784
			-581
			761
			-2,023
			-213
			84
			371
			225
			421
			76
			837
			290
			932
			579
			144
			-310
			-1,013
			119
			-198
			2
			-78
			-88
			-92
			-87

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-54
			-236
			-87
			-2
			605
			-156
			-313
			5
			17
			480
			48
			170
			-482
			-169
			180
			92
			-17
			-899
			-615
			28
			-18
			-130
			-32
			288
			-30
			294
			-78
			-1,462
			-462
			-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-18
			-544
			-95
			-190
			-97
			60
			-63
			-52
			-56
			4
			-851
			-163
			-10
			-86
			873
			11
			137
			43
			554
			535
			155
			233
			-1,395
			-278
			161
			210
			630
			259
			321
			21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-806
			68
			-80
			-344
			442
			1
			-21
			-212
			113
			57
			-64
			-47
			-130
			-10
			23
			27
			-35
			-6
			-26
			65
			-13
			-84
			-251
			3
			-47
			-6
			-23
			-316
			-7
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			45
			229
			53
			-68
			25
			-7
			0
			-398
			-5
			8
			10
			-14
			41
			-22
			-34
			-167
			23
			-10
			-5
			26
			64
			-183
			-7
			-485
			19
			1,101
			1,249
			-1,661
			-562
			10,980

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,458
			4,903
			-1,667
			40
			-7
			145
			-86
			-846
			-716
			-111
			658
			774
			1,156
			1,071
			980
			-880
			-2,113
			-1,058
			1,887
			203
			319
			1,552
			762
			191
			-63
			2,393
			2,197
			4,638
			380
			2,503

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			887
			-668
			-153
			-373
			-284
			-102
			2,568
			60
			-1,829
			1,132
			-1,834
			-322
			-289
			158
			447
			-224
			476
			1,170
			-144
			607
			54
			-182
			256
			0
			249
			335
			117
			165
			70
			176

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			211
			-509
			65
			71
			76
			261
			-386
			-183
			-620
			-366
			1,935
			2,153
			597
			653
			1,449
			1,366
			785
			-488
			557
			388
			-121
			1,833
			1,006
			396
			309
			201
			79
			1,133
			3,030
			1,002

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,212
			218
			82
			-234
			-441
			63
			256
			-17
			82
			291
			288
			85
			619
			-137
			238
			117
			61
			-143
			326
			202
			188
			-54
			10
			160
			-39
			76
			-1
			38
			-67
			140

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			632
			902
			79
			1,248
			439
			357
			639
			194
			-1,392

Form 990PF Part VIII Line 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
WILLIAM S COLEMAN 26 WEST SOUTHAMPTON AVE PHILADELPHIA, PA 191183909	TRUSTEE 1 00	0	0	0
DEBORAH COLEMAN 2 WINTHROP STREET WINCHESTER, MA 01890	TRUSTEE 1 00	0	0	0
PITCAIRN TRUST COMPANY 165 TOWNSHIP LINE ROAD SUITE 3000 JENKINTOWN, PA 19046	TRUSTEE 2 00	0	0	0
BARRY GROSSBACH 446 SOUTH 43RD STREET PHILADELPHIA, PA 19104	TRUSTEE 1 00	0	0	0
SAMUEL COLEMAN 289 GRACE CHURCH STREET RYE, NY 10580	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 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*				
CHURCH OF THE RESURRECTION 910 BOSTON POST ROAD RYE,NY 10580	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	1,500
DARTMOUTH COLLEGE - TUCK ANNUAL GIVING 6066 DEVELOPMENT OFFICE HANOVER,NH 037553555	NONE	SCHOOL	2011 ANNUAL GIVING	5,000
MORNINGSIDE PRESBYTERIAN CHURCH 1411 NORTH MORNINGSIDE DRIVE ATLANTA,GA 30306	NONE	PUBLIC CHARITY	UNRESTRICTED	4,000
PACE ACADEMY 966 WEST PACES FERRY RD ATLANTA,GA 30327	NONE	SCHOOL	UNRESTRICTED	3,000
RYE PRESBYTERIAN CHURCH 882 BOSTON POST ROAD RYE,NY 105802700	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	1,500
ST FRANCIS DE SALES SCHOOL 914 SOUTH 47TH STREET PHILADELPHIA,PA 191433618	NONE	NON-PROFIT ORGNAIZAT	UNRESTRICTED	2,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BLDG PHILADELPHIA,PA 191046285	NONE	NON-PROFIT ORGANIZAT	SPRINT FOOTBALL	1,000
WATERSIDE SCHOOL 535 FAIRFIELD AVENUE STAMFORD,CT 06902	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	2,000
WEAVERS WAY COMMUNITY PROGRAMS 559 CARPENTER LANE PHILADELPHIA,PA 19119	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	2,000
WEILL CORNELL MEDICAL COLLEGE 1300 YORK AVENUE NEW YORK,NY 10065	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	2,500
WILLIAMS ALUMNI FUND 75 PARK STREET WILLIAMSTOWN,MA 01267	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	4,000
WOODS HOLE OCEANOGRAPHIC INSTITUTION 266 WOODS HOLE ROAD WOODS HOLE,MA 025431050	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500
PENNSYLVANIA IMMIGRATION & CITIZENSHIP COALITION 2100 ARCH STREET 7TH FLOOR PHILADELPHIA,PA 19103	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
NEW SANCTUARY MOVEMENT OF PHILADELPHIA 2601 POTTER STREET PHILADELPHIA,PA 19125	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000
AUDUBON OF NEW YORK 200 TRILLIUM LANE ALBANY,NY 12203	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500

Form 990PF Part XV Line 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*				
WAQUOIT CONGREGATIONAL CHURCH 15 PARSONS LANE WAQUOIT,MA 02536	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000
THE SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA,VA 22313	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500
CHILDREN'S SCHOOL OF SCIENCE 24 SCHOOL STREET WOODS HOLE,MA 02543	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000
FRIENDS OF MARSHLANDS 220 BOSTON POST ROAD RYE,NY 10580	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
BLACKROCK DISASTER RELIEF FUND 165 TOWNSHIP LINE ROAD SUITE 150 JENKINTOWN,PA 19046	NONE	PUBLIC CHARITY	SANDY RELIEF FUND	2,500
Total . . . . ▶ **3a**				45,500

TY 2012 Investments Corporate Stock Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	703,780	796,993

TY 2012 Investments Government Obligations Schedule

Name:	COLEMAN FOUNDATION
EIN:	23-6214964
US Government Securities - End of Year Book Value:	100,247
US Government Securities - End of Year Fair Market Value:	128,130
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Other Increases Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Description	Amount
DIFFERNCE IN BOOK VALUE DUE TO WASH SALE BASIS ADJUSTMENTS	3,606

TY 2012 Other Professional Fees Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PITCAIRN TRUST COMPANY	22,015	19,813		2,202

TY 2012 Taxes Schedule

Name: COLEMAN FOUNDATION

EIN: 23-6214964

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	39	39		0