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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation JOSEPH T AND HELEN M SIMPSON FOUNDATION		A Employer identification number 23-6242538	
Number and street (or P O box number if mail is not delivered to street address) ONE M T PLAZA 8TH FLOOR		B Telephone number (see instructions) (716) 842-5506	
City or town, state, and ZIP code BUFFALO, NY 14203		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,206,759		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) <u> </u> (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				
	4 Dividends and interest from securities.	110,852	112,619		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	208,964			
	b Gross sales price for all assets on line 6a <u>922,577</u>				
	7 Capital gain net income (from Part IV , line 2)		208,964		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	319,816	321,583		
	13 Compensation of officers, directors, trustees, etc	41,045	41,045		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	5,802	805		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	142,765	142,765		
	24 Total operating and administrative expenses. Add lines 13 through 23	189,612	184,615	0	0
	25 Contributions, gifts, grants paid	262,475			262,475
	26 Total expenses and disbursements. Add lines 24 and 25	452,087	184,615	0	262,475
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-132,271			
	b Net investment income (if negative, enter -0-)		136,968		
	c Adjusted net income (if negative, enter -0-) . . .			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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	33,791	
	2	Savings and temporary cash investments	29,083	29,083
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0
	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 ▶ _____ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	2,452,770	2,325,203
	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)		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,486,561	2,354,286
	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
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	2,486,561	2,354,286
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	2,486,561	2,354,286
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,486,561	2,354,286

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	2,486,561
2	Enter amount from Part I, line 27a	2	-132,271
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,354,290
5	Decreases not included in line 2 (itemize) ▶ _____	5	4
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,354,286

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	208,964
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	250,550	4,508,405	0 055574
2010	340,900	4,349,430	0 078378
2009	431,900	4,402,733	0 098098
2008	507,825	6,405,134	0 079284
2007	458,660	7,693,923	0 059613

2	Total of line 1, column (d).	2	0 370947
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 074189
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,241,252
5	Multiply line 4 by line 3.	5	314,654
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,370
7	Add lines 5 and 6.	7	316,024
8	Enter qualifying distributions from Part XII, line 4.	8	262,475

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 VIExcise 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	2,739
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	2,739
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,739
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,500
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	239
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	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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				
14	The books are in care of M AND T BANK Telephone no (716) 842-5506 Located at ONE M T PLAZA BUFFALO NY ZIP +4 14203			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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? 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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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?			
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
M AND T TRUST CO	TRUSTEE	17,045		
ONE M AND T PLAZA 8TH FLOOR BUFFALO, NY 14203	10			
HUGH J T SIMPSON	EXECUTIVE	24,000		
76 EMLYN LANE MECHANICSBURG, PA 17015	DIRECTOR 10			
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.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,235,298
b	Average of monthly cash balances.	1b	70,542
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,305,840
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	4,305,840
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,588
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,241,252
6	Minimum investment return. Enter 5% of line 5.	6	212,063

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	212,063
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,739
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,739
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	209,324
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	209,324
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	209,324

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	262,475
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	262,475
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	262,475
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				209,324
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	78,210			
b From 2008.	187,618			
c From 2009.	211,763			
d From 2010.	123,428			
e From 2011.	27,627			
f Total of lines 3a through e.	628,646			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 262,475				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				209,324
e Remaining amount distributed out of corpus	53,151			
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	681,797			
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				0
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). . .	78,210			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	603,587			
10 Analysis of line 9				
a Excess from 2008. . . .	187,618			
b Excess from 2009. . . .	211,763			
c Excess from 2010. . . .	123,428			
d Excess from 2011. . . .	27,627			
e Excess from 2012. . . .	53,151			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	262,475
b Approved for future payment				
Total			3b	

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	110,852	
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	208,964	
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).				319,816	
13 Total. Add line 12, columns (b), (d), and (e).			13		319,816

[illegible]

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?		Yes	No
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.			

[illegible]

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**

**Paid
Preparer
Use Only**

Sign 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.

Here ***** 2013-04-16 *****

Signature of officer or trustee Date Title

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

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
	MICHELE L DORE EA	MICHELE L DORE EA	2013-04-16		
	Firm's name ☐	THOMSON REUTERS (TAX & ACCOUNTING)		Firm's EIN ☐	
		9711 FARRAR COURT SUITE 110			
	Firm's address ☐	RICHMOND, VA 23236		Phone no (804) 727-3150	

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)
100 ABBOTT LABORATORIES COMMON ~		2003-11-25	2012-01-03
100 AMGEN INC COMMON		2003-11-25	2012-01-03
100 BAXTER INTL INC COMMON ~		2005-11-17	2012-01-03
100 BOEING CO COMMON ~		1997-10-23	2012-01-03
670 CVS CORP COMMON		2005-11-17	2012-01-03
200 CHEVRONTEXACO CORPORATION		2001-06-21	2012-01-03
500 CISCO SYS INC COMMON		2003-01-02	2012-01-03
100 COLGATE PALMOLIVE CO COMMON ~		2004-02-23	2012-01-03
342 CONOCOPHILLIPS		2003-11-25	2012-01-03
100 EOG RESOURCES INCORPORATED		2006-07-27	2012-01-03
250 EMERSON ELEC CO COMMON ~		2003-01-02	2012-01-03
500 EXPRESS SCRIPTS INC		2003-11-25	2012-01-03
100 EXXON MOBIL CORPORATION		2003-11-25	2012-01-03
500 GILEAD SCIENCES INCORPORATED		2005-11-17	2012-01-03
100 INTUITIVE SURGICAL INC		2009-02-18	2012-01-03
300 JP MORGAN CHASE & COMPANY		2000-10-17	2012-01-03
250 METLIFE INCORPORATED		2011-02-16	2012-01-03
100 PEPSICO INC COMMON ~		2003-11-25	2012-01-03
400 T ROWE PRICE GROUP INCORPORATED		2011-02-16	2012-01-03
200 QUALCOMM INCORPORATED		2006-09-13	2012-01-03
400 SOUTHWESTERN ENERGY COMPANY		2009-07-30	2012-01-03
800 TARGET CORPORATION		2005-11-17	2012-01-03
250 WELLS FARGO & COMPANY NEW		2009-07-30	2012-01-03
1206 16 HARBOR INTERNATIONAL FUND #11		2007-12-19	2012-01-04
933 184 CRM MID-CAP VALUE CL I		2007-04-16	2012-01-04
300 AIR PRODUCTS & CHEMICALS INC		2011-02-16	2012-05-11
250 METLIFE INCORPORATED		2011-02-16	2012-05-11
500 NATIONAL OILWELL INC COMMON		2011-02-16	2012-05-11
1350 PHILLIPS 66		2003-11-26	2012-05-11
7 269 RS GLOBAL NATURAL RESOURCES FUND		2011-12-15	2012-05-11

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)
1098 93 RS GLOBAL NATURAL RESOURCES FUND		2011-03-02	2012-05-11
719 037 HARBOR INTERNATIONAL FUND #11		2006-11-03	2012-05-14
1392 758 CRM MID-CAP VALUE CL I		2007-12-17	2012-05-14
100 BAXTER INTL INC COMMON ~		2005-11-17	2012-09-12
300 CHEVRONTEXACO CORPORATION		2003-10-03	2012-09-12
500 CISCO SYS INC COMMON		2003-01-02	2012-09-12
200 CONOCOPHILLIPS		2003-11-25	2012-09-12
100 EOG RESOURCES INCORPORATED		2006-07-27	2012-09-12
250 EMERSON ELEC CO COMMON ~		2003-01-02	2012-09-12
500 EXPRESS SCRIPTS HOLDING C		2003-11-25	2012-09-12
100 EXXON MOBIL CORPORATION		2003-11-25	2012-09-12
300 GILEAD SCIENCES INCORPORATED		2005-11-17	2012-09-12
2000 HARSCO CORP COMMON		2003-01-02	2012-09-12
100 PEPSICO INC COMMON ~		2003-11-25	2012-09-12
200 TEVA PHARMACEUTICAL INDS LTD		2003-11-26	2012-09-12
1000 EXELON CORPORATION		2004-03-15	2012-11-14

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)
5,676		4,159	1,517
6,418		5,940	478
5,067		3,822	1,245
7,453		4,977	2,476
27,838		17,936	9,902
22,064		8,933	13,131
9,340		6,696	2,644
9,103		5,594	3,509
25,366		11,939	13,427
10,118		7,219	2,899
11,940		6,461	5,479
23,435		3,964	19,471
8,617		3,557	5,060
20,825		13,963	6,862
47,298		10,767	36,531
10,531		11,618	-1,087
8,047		11,795	-3,748
6,637		4,802	1,835
23,136		28,064	-4,928
11,058		7,550	3,508
13,048		16,417	-3,369
40,951		43,600	-2,649
7,100		6,230	870
65,000		78,942	-13,942
25,000		30,263	-5,263
24,959		28,212	-3,253
8,672		11,795	-3,123
34,275		40,490	-6,215
42,973		20,248	22,725
255		248	7

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)
38,485		37,500	985
40,000		43,250	-3,250
40,000		42,670	-2,670
6,029		3,822	2,207
34,403		12,425	21,978
9,589		6,696	2,893
11,333		5,308	6,025
11,313		7,219	4,094
12,342		6,461	5,881
31,128		3,964	27,164
8,961		3,557	5,404
17,915		8,378	9,537
43,298		32,100	11,198
7,037		4,802	2,235
8,039		5,859	2,180
29,456		33,401	-3,945

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	
			1,517
			478
			1,245
			2,476
			9,902
			13,131
			2,644
			3,509
			13,427
			2,899
			5,479
			19,471
			5,060
			6,862
			36,531
			-1,087
			-3,748
			1,835
			-4,928
			3,508
			-3,369
			-2,649
			870
			-13,942
			-5,263
			-3,253
			-3,123
			-6,215
			22,725
			7

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	
			985
			-3,250
			-2,670
			2,207
			21,978
			2,893
			6,025
			4,094
			5,881
			27,164
			5,404
			9,537
			11,198
			2,235
			2,180
			-3,945

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY ALLENBURY PO BOX 7 BOILING SPRINGS,PA 17007	NONE	EDUCATIONAL	PUBLIC SUPPORT	1,000
AMERICAN HEART ASSOCIATIO N CAPITAL REGION DIVISIO 1019 MUMMA RD WORMLEYSBURG,PA 17043	NONE	EDUCATIONAL	PUBLIC SUPPORT	250
AMERICAN RED CROSS OF SUSQUEHANNA VALLEY 1804 N SIXTH ST HARRISBURG,PA 17110	NONE	CHARITABLE WORK	PUBLIC SUPPORT	2,000
ARTHRITIS FOUNDATION CENTRAL PA CHAPTER 3544 N PROGRESS AVE HARRISBURG,PA 17110	NONE	EDUCATIONAL	PUBLIC SUPPORT	500
BOYS AND GIRLS CLUB OF CENTRAL PA 1227 BERRYHILL STREET HARRISBURG,PA 17104	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	1,500
CARE PO BOX 13677 PHILADELPHIA,PA 19101	NONE	CHARITABLE WORK	PUBLIC SUPPORT	1,000
CHILDREN FIRST FAIR WINDS GIRL SCOUT COUNCIL PO BOX 64702 DETROIT,MI 48264	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	500
FRIENDS OF THE STATE MUSEUM KEYSTONE BUILDING HARRISBURG,PA 17120	NONE	EDUCATION	PUBLIC SUPPORT	200
HARRISBURG AREA RIVERBOAT SOCIETY PO BOX 910 HARRISBURG,PA 17108	NONE	EDUCATIONAL	PUBLIC SUPPORT	300
HARRISBURG CHORAL SOCIETY PO BOX 450 HARRISBURG,PA 17108	NONE	EDUCATIONAL	PUBLIC SUPPORT	200
JOSEPH T SIMPSON PUBLIC LIBRARY 16 N CHESTNUT ST MECHANICSBURG,PA 17055	NONE	EDUCATIONAL	PUBLIC SUPPORT	1,000
MARKET SQUARE CONCERTS 525 W WINDING HILL RD MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	4,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER,MD 21157	NONE	EDUCATION	PUBLIC SUPPORT	1,500
METROPOLITAN OPERA GUILD LINCOLN CENTER NEW YORK,NY 10023	NONE	EDUCATION	PUBLIC SUPPORT	1,000
NATL RIGHT TO WORK LEGAL DEFENSE FDTN 8001 BRADDOCK ROAD SPRINGFIELD,VA 22160	NONE	PUBLIC SUPPORT	PUBLIC SUPPORT	200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
OPEN STAGE OF HARRISBURG 223 WALNUT ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	750
PINNACLE HEALTH FDN PO BOX 8700 HARRISBURG,PA 17105	NONE	PUBLIC HEALTH	PUBLIC SUPPORT	120,500
SAVE THE CHILDREN PO BOX 9160 CHELSEA,MA 02150	NONE	CHARITABLE	PUBLIC SUPPORT	500
SILVER SPRING PRES CHURCH SILVER SPRING RD MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	5,000
SPECIAL OLYMPICS PA 4076 MARKET STREET CAMP HILL,PA 17011	NONE	CHARITABLE	PUBLIC SUPPORT	450
UNITED WAY OF THE CAPITAL REGION 2235 MILLENIUM WAY ENOLA,PA 17025	NONE	CHARITABLE	PUBLIC SUPPORT	35,250
YMCA FRONT AND NORTH STREETS HARRISBURG,PA 17101	NONE	CHARITABLE	PUBLIC SUPPORT	4,000
WXPN 3025 WALNUT ST PHILADELPHIA,PA 19104	NONE	CHARITABLE	PUBLIC SUPPORT	200
ASSOC OF SMALL FOUNDATION 4905 DEL RAY AVENUE BETHESDA,MD 20814	NONE	CHARITABLE	PUBLIC SUPPORT	1,195
WEST SHORE E M S 503 N 21 STREET CAMP HILL,PA 17011	NONE	CHARITABLE	PUBLIC SUPPORT	200
COMMUNITY LIFE TEAM 1119 S CAMERON STREET HARRISBURG,PA 17104	NONE	PUBLIC SAFETY	PUBLIC SUPPORT	200
CYSTIC FIBROSIS FOUNDATION 3805 PAXTON ST HARRISBURG,PA 17111	NONE	EDUCATION	PUBLIC SUPPORT	500
GUIDING EYES FORTHE BLIND 611 GRANITE SPRING ROAD YORKTOWN HEIGHTS,NY 10598	NONE	CHARITABLE	PUBLIC SUPPORT	400
HARRISBURG SHAKESPEARE FESTIVAL 605 STRAWBERRY SQUARE HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500
HELP HOSPITALIZED VETERANS PO BOX 96928 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HEMLOCK GIRL SCOUT COUNCIL INC 350 HALE AVE HARRISBURG,PA 17104	NONE	SERVICE	PUBLIC SUPPORT	200
HISTORICAL SOCIETY OF DAUPHIN COUNTY 219 S FRONT STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	200
MECHANICSBURG AREA MEALS ON WHEELS INC PO BOX 1093 MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	500
NATIONAL CIVIL WAR MUSEUM PO BOX 1861 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	400
NATIONAL MS SOCIETY OF CENTRAL PA PO BOX 2067 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	200
NEW HOPE MINISTRIES 5228 E TRINDLE RD MECHANICSBURG,PA 17050	NONE	CHARITABLE	PUBLIC SUPPORT	2,250
PA RIGHT TO WORK DEFENSE AND EDUCATION FDN 225 STATE ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	200
PROJECT HOPE PO BOX 96005 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200
SONSHINE MINISTRIES PO BOX 3006 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	3,500
ST JUDE CHILDRENS RESEARCH HOSPITAL PO BOX 1818 MEMPHIS,TN 38101	NONE	CHARITABLE	PUBLIC SUPPORT	300
US SKI TEAM FOUNDATION PO BOX 97254 WASHINGTON,DC 20077	NONE	CHARITABLE	PUBLIC SUPPORT	200
UCP CENTRAL PA 925 KUBDA KABE CAMP HILL,PA 17011	NONE	EDUCATION	PUBLIC SUPPORT	400
UPPER ALLEN TOWNSHIP FIRE COMPANY 104 GETTYSBURG PIKE MECHANICSBURG,PA 17055	NONE	CHARITABLE	PUBLIC SUPPORT	200
USO PO BOX 1445 MERRIFIELD,VA 22116	NONE	CHARITABLE	PUBLIC SUPPORT	200
WEDNESDAY CLUB SCHOLARSHIP FUND 301 MARKET STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WETA 2775 S QUINCY ST ARLINGTON,VA 22206	NONE	CHARITABLE	PUBLIC SUPPORT	250
CENTRAL PA FOOD BANK 3908 COREY HARRISBURG,PA 17109	NONE	CHARITABLE	PUBLIC SUPPORT	1,000
FOUNDATION FOR ENHANCING COMMUNITIES 200 NORTH THIRD ST HARRISBURG,VA 17108	NONE	N/A	PUBLIC SUPPORT	1,700
YMCA-GREATER HARRISBURG 1101 MARKET ST HARRISBURG,PA 17103	NONE	N/A	PUBLIC SUPPORT	2,000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE RD SUITE 1050 ARLINGTON,VA 22203	NONE	N/A	PUBLIC SUPPORT	300
COMMONWEALTH FOUNDATION 225 STATE STREET SUITE 302 HARRISBURG,PA 17101	NONE	N/A	PUBLIC AWARENESS	1,000
FUND FOR AMERICAN STUDIES 1706 NE HAMPSHIRE AVENUE WASHINGTON,DC 20009	NONE	N/A	EDUCATIONAL	1,000
STATE STREET ACADEMY OF MUSIC 110 STATE STREET HARRISBURG,PA 17101	NONE	N/A	EDUCATION	500
YMCA - WEST SHORE 410 FALLOWFIELD ROAD CAMP HILL,PA 17011	NONE	N/A	PUBLIC SUPPORT	1,000
WORLD SURGICAL FOUNDATION C/O NANCY COHEN 2600 N THIRD ST HARRISBURG,PA 17110	NONE	N/A	CHARITABLE	1,000
CAPITAL AREA SCHOOL FOR THE ARTS 223 WALNUT ST HARRISBURG,PA 17101	NONE	N/A	EDUCATION	1,000
CENTRAL PA YOUTH BALLET 5 NORTH ORANGE ST SUITE 3 CARLISLE,PA 17013	NONE	N/A	PUBLIC SUPPORT	500
CUMBERLAND COUNTY HISTORICAL SOCIETY 21 N PITT ST CARLISLE,PA 17013	NONE	N/A	PUBLIC SUPPORT	1,000
CULTURAL ENRICHMENT FUND 301 MARKET ST HARRISBURG,PA 17108	NONE	N/A	PUBLIC SUPPORT	4,000
RONALD MCDONALD HOUSE 745 W GOVERNOR RAOD HERSHEY,PA 17033	NONE	N/A	PUBLIC SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
TAX FOUNDATION 2001 L STREET NW WASHINGTON,DC 20077	NONE	N/A	PUBLIC INTEREST	200
CHILDRENS MIRACLE NETWORK-PENN STATE CHILDRENS HOSPITAL 500 UNIVERSITY DRIVE HERSHEY,PA 17033	NONE	NONE	PROVIDE MEDICAL CARE FOR	300
WYOMING SEMINARY 201 NORTH SPRAGUE AVE KINGSTON,PA 18704	NONE	N/A	EDUCATION	1,000
NATIVITY SCHOOL OF HARRISBURG 2135 NORTH 6TH ST HARRISBURG,PA 17110	NONE	NONE	EDUCATION	500
SIDNEY KIMMEL CANCER CENTER JOHNS HOPKINS MEDICAL CENTER 401 N BROADWAY BALTIMORE,MD 21231	NONE	N/A	CANCER CARE AND RESEARCH	1,000
UNICEF 333 E 38TH ST NEW YORK,NY 10016	NONE	PUBLIC	GENERAL OPERATING	500
ST MARGARET'S DAY SCHOOL 1605 PLEASANT PLAINS RD ANNAPOLIS,MD 21409	NONE	PUBLIC	GENERAL OPERATING	200
PRESSLEY RIDGE 121 LOCUST ST HARRISBURG,PA 17101	NONE	PUBLIC	GENERAL OPERATING	400
NATIONAL PARKINSON FDN 1501 NW 9TH AVE/BOB HOPE RD MIAMI,FL 33136	NONE	RESEARCH	GENERAL OPERATING	200
GAUDENZIA 1910 N SECOND ST HARRISBURG,PA 17102	NONE	PUBLIC	GENERAL OPERATING	300
WILMER EYE INSTITUTE DR D GUYTON RESEARCH FUND 6000 N WOLFE ST BALTIMORE,MD 21287	NONE	RESEARCH	GENERAL OPERATING	500
BIG BROTHERSBIG SISTERS 1500 N SECOND ST HARRISBURG,PA 17102	NONE	PUBLIC	GENERAL OPERATING	200
VERMONT ACADEMY 20 PLEASANT ST SAXTONS RIVER,VT 05154	NONE	EDUCATION	PUBLIC SUPPORT	1,000
LEUK & LYMP SOC CENT PA CHAP 800 CORPORATE CIRCLE SUITE 100 HARRISBURG,PA 171109346	NONE	CHARITABLE	PUBLIC SUPPORT	200
WCNY PO BOX 2400 SYRACUSE,NY 13220	NONE	EDUCATION	PUBLIC SUPPORT	200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GOODWILL IND 1150 GOODWILL DR HARRISBURG,PA 171012400	NONE	PUBLIC	GENERAL OPERATING	1,500
BOYS & GIRLS CLUB OF CENTRAL PA BERRYHILL HUMMEL STREETS HARRISBURG,PA 171041799	NONE	PUBLIC	GENERAL OPERATING	1,000
DAUPHIN COUNTY LIBRARY SYSTEMS 101 WALNUT ST HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	500
SALVATION ARMY INC OF HBG PO BOX 2205 HARRISBURG,PA 171052205	NONE	N/A	PUBLIC SUPPORT	3,500
MESSIAH COLLEGE PO BOX 3010 GRANTHAM,PA 17027	NONE	EDUCATION	PUBLIC SUPPORT	1,000
HARRISBURG SYMPHONY ORCHESTRA 800 CORPORATE CIRCLE STE 101 HARRISBURG,PA 17110	NONE	PUBLIC	GENERAL OPERATING	7,500
HOMELAND CENTER 1901 N FIFTH STREET HARRISBURG,PA 17102	NONE	PUBLIC	GENERAL OPERATING	1,500
HUMANE SOCIETY OF HARRISBURG 7790 GRAYSON ROAD HARRISBURG,PA 17111	NONE	PUBLIC SAFETY	PUBLIC SUPPORT	500
BETHESDA MISSION 611 REILY ST HARRISBURG,PA 17102	NONE	PUBLIC	GENERAL OPERATING	6,680
METHODIST HOME FOR CHILDREN 5120 SIMPSON FERRY ROAD MECHANICSBURG,PA 17050	NONE	CHARITABLE	PUBLIC SUPPORT	1,250
THEATRE HARRISBURG 513 HURLOCK STREET HARRISBURG,PA 171101489	NONE	EDUCATION	PUBLIC SUPPORT	2,500
CUMB-PERRY ASSN RET CIT CTR IND 262 SILVER SPRING ROAD MECHANICSBURG,PA 17055	NONE	EDUCATION	PUBLIC SUPPORT	1,000
MENTAL HEALTH ASSN OF CAPITAL RGN MENTAL HEALTH ASSN OF CAPITAL RGN MARYSVILLE,PA 17053	NONE	N/A	MENTAL HEALTH EDUCATION AND	450
WITF CAPITAL CAMPAIGN HARRISBURG,PA 17111	NONE	EDUCATION	PUBLIC SUPPORT	1,500
TRINITY HIGH SCHOOL 3601 SIMPSON FERRY ROAD CAMP HILL,PA 17011	NONE	N/A	EDUCATION	2,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
TEEN CHALLENGE-HARRISBURG PO BOX 3143 HARRISBURG,PA 17105	NONE	EDUCATION	PUBLIC SUPPORT	400
HOSPICE OF CENTRAL PENNSYLVANIA 1320 LINGLESTOWN ROAD HARRISBURG,PA 17110	NONE	MEDICAL SUPPORT	PUBLIC SUPPORT	1,500
HARRISBURG ACADEMY ATTN DAVID ZETT LEMOYNE,PA 17043	NONE	EDUCATION	PUBLIC SUPPORT	200
HUMMELSTOWN HISTORICAL SOCIETY N ROSANNA NORTH ALLEY HUMMELSTOWN,PA 17036	NONE	EDUCATION	PUBLIC SUPPORT	1,250
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	NONE	N/A	GENERAL OPERATING	2,500
ALZHEIMER'S DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG,MD 20871	NONE	MEDICAL	GENERAL OPERATING	300
SUSQUEHANNA ART MUSEUM 301 MARKET STREET HARRISBURG,PA 17101	NONE	EDUCATION	PUBLIC SUPPORT	250
CONCERTANTE 1000 NORTH FRONT STREET SUITE 503 WORMLEYSBURG,PA 17043	NONE	EDUCATION	PUBLIC SUPPORT	300
WORLD YOUTH CRUSADE FOR FREEDOM 710 PINE ST SUITE 100 HERNDON,VA 22070	NONE	EDUCATION	PUBLIC SUPPORT	500
LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET ARLINGTON,VA 22201	NONE	EDUCATION	PUBLIC SUPPORT	2,000
WASHINGTON LEGAL FDN 2009 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	CHARITABLE	PUBLIC SUPPORT	500
LINCOLN INSTITUTE 1101 CONNECTICUT AVENUE NW WASHINGTON,DC 20036	NONE	PUBLIC	GENERAL OPERATING	250
FOUNDATION ENDOWMENT 611 CAMERON STREET ALEXANDRIA,VA 22314	NONE	N/A	EDUCATIONAL	1,000
CITIZENS AGAINST GOVT WASTE PO BOX 96564 WASHINGTON,DC 20077	NONE	EDUCATION	PUBLIC SUPPORT	350
ST LABRE INDIAN SCHOOL PO BOX 216 ASHLAND,MT 590030216	NONE	EDUCATION	PUBLIC SUPPORT	700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHWEST INDIAN FOUNDATION PO BOX 86 GALLUP,NM 87302	NONE	EDUCATION	PUBLIC SUPPORT	200
Total  3a				262,475

**TY 2012 Investments Corporate
Stock Schedule**

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION
EIN: 23-6242538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLGATE PALMOLIVE COMPANY	35,665	73,178
PEPSICO INC	34,483	54,744
JOHNSON & JOHNSON	65,721	84,120
WELLS FARGO & COMPANY	34,095	59,815
CHEVRON CORP	55,082	162,210
BOEING COMPANY	24,886	37,680
HARSCO CORP	113,441	705,000
TEVA PHARMACEUTICALS	23,436	29,872
MICROSOFT CORP	26,864	26,710
AMGEN INC	41,581	60,340
EXPRESS SCRIPTS INC	23,782	162,000
J P MORGAN CHASE & CO	15,490	17,588
CISCO SYSTEMS INC	40,173	58,948
INTERNATIONAL BUSINESS MACHINE	49,833	95,775
HARBOR INT'L FUND #11	159,146	245,699
EMERSON ELECTRIC	64,606	132,400
VERIZON COMMUNICATIONS	43,760	64,905
EXXON MOBIL	28,456	69,240
CONOCOPHILLIPS	58,906	144,975
ABBOTT LABORATORIES	37,431	58,950
EXELON		
UNITED TECHNOLOGIES	42,872	65,608
TARGET CORP		
CVS	40,704	96,700
PROCTOR AND GAMBLE	56,847	67,890
BAXTER INTERNATIONAL	30,576	53,328
GILEAD SCIENCES	33,510	88,140
EOG RESOURCES	36,095	60,395
SCHLUMBERGER LTD	54,330	48,509
GOLDMAN SACHS GROUP	81,240	63,780

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE COMPUTER INC	36,615	212,869
QUALCOMM INC	30,200	49,488
CRM MID CAP VALUE FUND	105,109	129,477
FEDERATED STRAT VAL FUND	52,146	38,931
PHILIP MORRIS INTERNATIONAL	30,646	66,912
SOUTHWESTERN ENERGY CO		
INTUITIVE SURGICAL INC	21,535	98,074
RS GLOBAL NATURAL RESOURCES		
AIR PRODUCTS & CHEMICALS		
DUPONT E I DE NE MOURS	21,912	17,991
FREEPORT MCMORAN COPPER & GOLD	21,840	13,680
NATIONAL OILWELL VARCO		
METLIFE INC		
T ROWE PRICE GRP		
GOOGLE INC	31,164	35,369
VANGUARD SM CAP VALUE #860	35,000	36,687
FEDERATED TOTAL RETURN	291,590	292,516
PIMCO TOTAL RETURN	294,435	297,183

TY 2012 Other Decreases Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Amount
ROUNDING	4

TY 2012 Other Expenses Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	142,765	142,765		0

TY 2012 Taxes Schedule**Name:** JOSEPH T AND HELEN M SIMPSON FOUNDATION**EIN:** 23-6242538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	213	213		0
FEDERAL TAXES PRIOR YEAR BALAN	2,497	0		0
FEDERAL ESTIMATED TAX DEPOSITS	2,500	0		0
FOREIGN TAXES ON QUALIFIED FOR	134	134		0
FOREIGN TAXES ON NONQUALIFIED	458	458		0