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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE JAMES HALE STEINMAN FOUNDATION		A Employer identification number 23-6266377
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 128	Room/suite	B Telephone number 717-291-8607
City or town, state, and ZIP code LANCASTER, PA 17608-0128		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 32,806,614.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		739,882.	739,882.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<788,550.>			
b Gross sales price for all assets on line 6a	5,940,689.				
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		4,206.	4,206.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		44,462.	744,088.	0.	
13 Compensation of officers, directors, trustees, etc.			0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 3	139,758.	139,758.	0.	0.
17 Interest					
18 Taxes	STMT 4	21,306.	9,782.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	2,477.	0.	0.	2,477.
24 Total operating and administrative expenses. Add lines 13 through 23		163,541.	149,540.	0.	2,477.
25 Contributions, gifts, grants paid		1,915,621.			1,915,621.
26 Total expenses and disbursements. Add lines 24 and 25		2,079,162.	149,540.	0.	1,918,098.
27 Subtract line 26 from line 12		<2,123,624.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			594,548.		
c Adjusted net income (if negative, enter -0-)				0.	

SCANNED SEP 04 2013

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,260.	4,084.	4,084.
	2 Savings and temporary cash investments	782,402.	1,181,000.	1,181,000.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	22,613.	11,789.	11,789.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	25,044,351.	22,195,464.	30,325,909.
	c Investments - corporate bonds STMT 8	922,290.	1,041,147.	1,054,032.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	43,761.	217,718.	229,800.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	26,817,677.	24,651,202.	32,806,614.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	45,089,882.	44,258,481.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<18,272,205.>	<19,607,279.>		
30 Total net assets or fund balances	26,817,677.	24,651,202.		
31 Total liabilities and net assets/fund balances	26,817,677.	24,651,202.		

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	26,817,677.
2 Enter amount from Part I, line 27a	2	<2,123,624.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	24,694,053.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	42,851.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,651,202.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,940,689.		6,729,239.	<788,550.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<788,550.>

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	<788,550.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,682,416.	30,260,067.	.055599
2010	3,493,704.	29,461,032.	.118587
2009	2,471,191.	26,586,367.	.092950
2008	1,932,734.	33,973,246.	.056890
2007	1,723,106.	39,083,757.	.044088

2 Total of line 1, column (d)	2	.368114
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	.073623
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,115,996.
5 Multiply line 4 by line 3	5	2,290,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,945.
7 Add lines 5 and 6	7	2,296,798.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,918,098.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,891.
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	11,891.
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	11,891.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,789.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	118.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		11,907.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		16.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 16. Refunded <input checked="" type="checkbox"/>	11		0.

Part VII-A Statements Regarding Activities

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

N/A

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **▶** N/A

14 The books are in care of **▶ ITS OFFICERS** Telephone no **▶ 717-291-8607**
 Located at **▶ 8 W. KING ST., LANCASTER, PA** ZIP+4 **▶ 17608**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** N/A

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?
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **▶**

16	Yes	No
		X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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?

SEE STATEMENT 11

☒ 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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DOUGLAS C. LANE & ASSOCIATES 777 THIRD AVENUE, 38TH FL, NEW YORK, NY 10017	INVESTMENT ADVISORY	124,467.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE PART XV	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	31,561,116.
b	Average of monthly cash balances	1b	28,728.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31,589,844.
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	31,589,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	473,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,115,996.
6	Minimum investment return. Enter 5% of line 5	6	1,555,800.

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	1,555,800.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,891.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,891.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,543,909.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,543,909.
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	1,543,909.

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	1,918,098.
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	1,918,098.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,918,098.

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				1,543,909.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	217,962.			
c From 2009	1,156,413.			
d From 2010	2,040,538.			
e From 2011	180,937.			
f Total of lines 3a through e	3,595,850.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	1,918,098.			
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				1,543,909.
e Remaining amount distributed out of corpus	374,189.			
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	3,970,039.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,970,039.			
10 Analysis of line 9				
a Excess from 2008	217,962.			
b Excess from 2009	1,156,413.			
c Excess from 2010	2,040,538.			
d Excess from 2011	180,937.			
e Excess from 2012	374,189.			

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

N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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

M. STEVEN WEAVER, ADMINISTRATOR, SCHOLARSHIP COMMITTEE, 717-291-8676
8 WEST KING STREET, LANCASTER, PA 17603

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

SCHOLARSHIP APPLICATION FORMS FURNISHED UPON REQUEST

- c** Any submission deadlines

FEBRUARY 28 OF SENIOR YEAR OF STUDENT APPLICANT

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

GRANTS RESTRICTED TO NEWSPAPER CARRIERS AND EMPLOYEES' CHILDREN

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				
AARON'S ACRES 102 WHITE OAK DRIVE LANCASTER, PA 17601	N/A	PUBLIC CHARITY	SUMMER CAMP	1,500.
AARON'S ACRES 102 WHITE OAK DRIVE LANCASTER, PA 17601	N/A	PUBLIC CHARITY	CRM SOFTWARE	2,500.
ARC OF LANCASTER COUNTY 630 JANET AVE LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
BOY SCOUTS OF LANCASTER COUNTY 630 JANET AVE SUITE B-114 LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	3,500.
BOYS & GIRLS CLUB OF LANCASTER 116 S. WATER STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	26,000.
Total	SEE CONTINUATION SHEET(S)			1,915,621.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|--|-------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | X | |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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
N/A		

**Sign
Here**

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


Signature of officer or trustee

Date _____

EXECUTIVE
DIRECTOR

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

WESLEY S. LEWIS

Preparer's signature

Wesley S. Levine

Date _____

08/15/13

Check ☐ if self-employed

PTIN

P01280074

Firm's name ► WESLEY S. LEWIS

Firm's address ► P.O. BOX 128
LANCASTER, PA 17608

Firm's EIN ▶

Phone no (717) 291-8607

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	1601.01 SHARES AIG CW21 WARRANTS	P	01/19/11	01/19/12
b	5000 SHARES AOL INC	P	11/04/11	07/26/12
c	10000 SHARES ALLSCRIPTS HEALTHCARE SOLUTIONS	P	06/12/12	08/31/12
d	3000 SHARES ALLSCRIPTS HEALTHCARE SOLUTIONS	P	11/04/11	08/31/12
e	90000 PV LAMAR MEDIA CORP NOTE DUE 11/30/12	P	01/10/12	11/08/12
f	210000 PV LAMAR MEDIA CORP NOTE DUE 11/30/12	P	01/10/12	11/29/12
g	1800 SHARES VERIZON COMM INC	P	08/01/03	01/19/12
h	2200 SHARES VERIZON COMM INC	P	12/17/03	01/19/12
i	2100 SHARES AIG	P	12/09/09	01/19/12
j	150 SHARES AIG	P	05/21/08	01/19/12
k	250 SHARES AIG	P	03/31/08	01/19/12
l	150 SHARES AIG	P	04/10/07	01/19/12
m	50 SHARES AIG	P	08/17/05	01/19/12
n	100 SHARES AIG	P	01/12/04	01/19/12
o	35.15 SHARES AIG	P	04/08/03	01/19/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,870.		26,080.	<16,210.>
b 155,670.		78,942.	76,728.
c 103,881.		109,517.	<5,636.>
d 31,164.		61,389.	<30,225.>
e 90,994.		92,138.	<1,144.>
f 212,318.		214,988.	<2,670.>
g 70,175.		55,800.	14,375.
h 85,770.		67,308.	18,462.
i 53,494.		44,042.	9,452.
j 3,821.		111,641.	<107,820.>
k 6,368.		216,103.	<209,735.>
l 3,821.		199,932.	<196,111.>
m 1,274.		61,374.	<60,100.>
n 2,547.		139,650.	<137,103.>
o 895.		37,663.	<36,768.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<16,210.>
b			76,728.
c			<5,636.>
d			<30,225.>
e			<1,144.>
f			<2,670.>
g			14,375.
h			18,462.
i			9,452.
j			<107,820.>
k			<209,735.>
l			<196,111.>
m			<60,100.>
n			<137,103.>
o			<36,768.>

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

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 50 SHARES AIG	P	02/14/02	01/19/12
b 31.29 SHARES AIG	P	11/24/99	01/19/12
c 31.34 SHARES AIG	P	02/24/95	01/19/12
d 5.22 SHARES AIG	P	01/24/94	01/19/12
e 15.67 SHARES AIG	P	03/27/92	01/19/12
f 31.34 SHARES AIG	P	09/17/90	01/19/12
g 2000 SHARES BRISTOL MYERS SQUIBB	P	04/23/02	01/19/12
h 5000 SHARES GENERAL MILLS	P	09/29/05	01/19/12
i 2000 SHARES VODAFONE GRP PLC	P	08/16/05	01/19/12
j 3000 SHARES INTEL CORP	P	12/09/09	01/19/12
k 6000 SHARES MEDTRONIC	P	05/01/06	01/19/12
l 2000 SHARES SONOCO PRODUCTS	P	06/03/04	01/19/12
m 2000 SHARES SONOCO PRODUCTS	P	04/02/04	01/19/12
n 1767 SHARES MERCK & CO	P	05/21/08	01/19/12
o 3649 SHARES ISTAR FINL INC	P	12/14/07	01/19/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,274.		76,432.	<75,158.>
b 797.		52,149.	<51,352.>
c 798.		41,827.	<41,029.>
d 133.		8,075.	<7,942.>
e 399.		23,861.	<23,462.>
f 798.		48,329.	<47,531.>
g 65,699.		63,463.	2,236.
h 204,327.		118,348.	85,979.
i 54,059.		62,057.	<7,998.>
j 76,589.		59,370.	17,219.
k 235,270.		300,409.	<65,139.>
l 66,781.		50,077.	16,704.
m 33,391.		24,987.	8,404.
n 68,894.		69,965.	<1,071.>
o 25,117.		103,119.	<78,002.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<75,158.>
b			<51,352.>
c			<41,029.>
d			<7,942.>
e			<23,462.>
f			<47,531.>
g			2,236.
h			85,979.
i			<7,998.>
j			17,219.
k			<65,139.>
l			16,704.
m			8,404.
n			<1,071.>
o			<78,002.>

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

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	1351 SHARES ISTAR FINL INC	P	12/14/07	01/19/12
b	5000 SHARES ISTAR FINL INC	P	03/31/08	01/19/12
c	2000 SHARES KRAFT FOODS INC	P	09/14/06	01/19/12
d	3000 SHARES MEDTRONIC INC	P	10/05/98	01/19/12
e	1766 SHARES MEDTRONIC INC	P	06/03/04	01/19/12
f	1234 SHARES MEDTRONIC INC	P	06/04/04	01/19/12
g	500 SHARES HUBBELL INC	P	10/04/05	01/25/12
h	400 SHARES SONOCO PRODUCTS CO	P	10/28/99	03/09/12
i	5000 SHARES LINEAR TECH CORP	P	02/14/08	03/09/12
j	1500 SHARES SONOCO PRODUCTS CO	P	11/24/99	03/09/12
k	1480 SHARES SONOCO PRODUCTS CO	P	08/22/00	03/09/12
l	2000 SHARES SONOCO PRODUCTS CO	P	04/02/04	03/09/12
m	5000 SHARES LINEAR TECH CORP	P	06/18/07	03/09/12
n	40000 SHARES AMR CORP	P	01/21/11	03/09/12
o	1000 SHARES BRISTOL MYERS SQUIBB	P	06/10/02	03/09/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,299.	38,382.	<29,083.>
b	34,416.	71,876.	<37,460.>
c	77,299.	68,042.	9,257.
d	117,635.	81,371.	36,264.
e	69,248.	87,491.	<18,243.>
f	48,387.	61,026.	<12,639.>
g	32,110.	21,899.	10,211.
h	13,722.	9,490.	4,232.
i	164,843.	139,195.	25,648.
j	51,456.	35,340.	16,116.
k	50,770.	29,596.	21,174.
l	68,608.	49,973.	18,635.
m	164,843.	182,036.	<17,193.>
n	18,436.	296,760.	<278,324.>
o	32,870.	26,960.	5,910.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<29,083.>
b			<37,460.>
c			9,257.
d			36,264.
e			<18,243.>
f			<12,639.>
g			10,211.
h			4,232.
i			25,648.
j			16,116.
k			21,174.
l			18,635.
m			<17,193.>
n			<278,324.>
o			5,910.

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

2

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

3

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	2000 SHARES BRISTOL MYERS SQUIBB	P	04/23/02	03/09/12
b	15000 SHARES ISTAR FINL INC	P	07/28/08	03/09/12
c	5000 SHARES ISTAR FINL INC	P	03/31/08	03/09/12
d	320 SHARES CHEVRONTEXACO	P	10/06/71	03/09/12
e	3680 SHARES CHEVRONTEXACO	P	06/03/56	03/09/12
f	620 SHARES SONOCO PRODUCTS CO	P	11/06/00	03/09/12
g	57000 SHARES HERTZ CORP	P	01/13/11	03/15/12
h	3465 SHARES SONOCO PRODUCTS CO	P	02/23/90	04/04/12
i	1155 SHARES SONOCO PRODUCTS CO	P	05/22/90	04/04/12
j	1380 SHARES SONOCO PRODUCTS CO	P	11/06/00	04/04/12
k	10000 SHARES APPLIED MATERIALS	P	08/16/05	06/12/12
l	5000 SHARES APPLIED MATERIALS	P	02/27/06	06/12/12
m	10000 SHARES APPLIED MATERIALS	P	05/01/06	06/12/12
n	5000 SHARES APPLIED MATERIALS	P	06/09/06	06/12/12
o	2000 SHARES COMCAST CORP	P	02/14/08	06/12/12

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	65,741.		63,463.	2,278.
b	106,254.		96,581.	9,673.
c	35,418.		71,876.	<36,458.>
d	35,097.		1,118.	33,979.
e	403,614.		11,605.	392,009.
f	21,269.		11,860.	9,409.
g	57,000.		58,639.	<1,639.>
h	115,037.		46,680.	68,357.
i	38,346.		16,685.	21,661.
j	45,816.		26,398.	19,418.
k	107,270.		173,100.	<65,830.>
l	53,635.		92,250.	<38,615.>
m	107,270.		178,300.	<71,030.>
n	53,635.		83,714.	<30,079.>
o	59,348.		37,846.	21,502.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,278.
b			9,673.
c			<36,458.>
d			33,979.
e			392,009.
f			9,409.
g			<1,639.>
h			68,357.
i			21,661.
j			19,418.
k			<65,830.>
l			<38,615.>
m			<71,030.>
n			<30,079.>
o			21,502.

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

2

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

3

THE JAMES HALE STEINMAN FOUNDATION

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	2000 SHARES KIMBERLY CLARK	P	10/09/09	06/12/12
b	1000 SHARES VISA INC	P	11/22/10	06/12/12
c	800 SHARES VERIZON COMM INC	P	12/17/03	06/12/12
d	1200 SHARES VERIZON COMM INC	P	08/15/02	06/12/12
e	1000 SHARES EXXON MOBIL	P	01/31/91	06/12/12
f	2000 SHARES SCHLUMBERGER LTD. COM	P	07/15/04	06/12/12
g	10000 SHARES AMR CORP	P	02/09/11	06/12/12
h	10000 SHARES AMR CORP	P	03/21/11	06/12/12
i	20000 SHARES AMR CORP	P	04/25/11	06/12/12
j	45.45 SHARES AOL INC	P	02/14/02	07/26/12
k	30.3 SHARES AOL INC	P	11/06/00	07/26/12
l	29.64 SHARES AOL INC	P	01/24/01	07/26/12
m	30.3 SHARES AOL INC	P	02/05/01	07/26/12
n	45.45 SHARES AOL INC	P	09/21/01	07/26/12
o	75.76 SHARES AOL INC	P	09/28/01	07/26/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	162,361.	118,399.	43,962.
b	116,301.	75,509.	40,792.
c	34,137.	24,476.	9,661.
d	51,205.	32,737.	18,468.
e	81,126.	10,746.	70,380.
f	128,977.	64,909.	64,068.
g	4,400.	72,100.	<67,700.>
h	4,400.	67,037.	<62,637.>
i	8,800.	112,438.	<103,638.>
j	1,415.	2,141.	<726.>
k	943.	2,823.	<1,880.>
l	923.	2,841.	<1,918.>
m	943.	2,536.	<1,593.>
n	1,415.	2,230.	<815.>
o	2,359.	4,250.	<1,891.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			43,962.
b			40,792.
c			9,661.
d			18,468.
e			70,380.
f			64,068.
g			<67,700.>
h			<62,637.>
i			<103,638.>
j			<726.>
k			<1,880.>
l			<1,918.>
m			<1,593.>
n			<815.>
o			<1,891.>

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

2

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

3

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 60.61 SHARES AOL INC		P	01/03/02	07/26/12
b 151.55 SHARES AOL INC		P	08/06/09	07/26/12
c 166.67 SHARES AOL INC		P	04/23/02	07/26/12
d 166.67 SHARES AOL INC		P	06/10/02	07/26/12
e 106.06 SHARES AOL INC		P	02/14/03	07/26/12
f 151.52 SHARES AOL INC		P	06/03/04	07/26/12
g 151.52 SHARES AOL INC		P	09/14/06	07/26/12
h 151.52 SHARES AOL INC		P	02/14/08	07/26/12
i 3637 SHARES AOL INC		P	11/22/10	07/26/12
j 2000 SHARES AOL INC		P	02/09/11	07/26/12
k 3000 SHARES AOL INC		P	03/21/11	07/26/12
l 200000 PV CENTURYLINK NOTE DUE 08/31/12		P	02/07/11	08/15/12
m 3000 SHARES VODAFONE		P	08/16/05	08/31/12
n 1500.34 SHARES TIMEWARNER INC		P	04/23/02	08/31/12
o 500 SHARES TIMEWARNER INC		P	02/14/02	08/31/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,887.		3,204.	<1,317.>
b 4,718.		3,098.	1,620.
c 5,189.		5,545.	<356.>
d 5,189.		4,638.	551.
e 3,302.		1,852.	1,450.
f 4,717.		4,396.	321.
g 4,717.		4,368.	349.
h 4,717.		4,232.	485.
i 113,234.		92,032.	21,202.
j 62,268.		41,278.	20,990.
k 93,402.		56,772.	36,630.
l 200,000.		216,504.	<16,504.>
m 86,481.		93,086.	<6,605.>
n 62,229.		62,045.	184.
o 20,738.		29,270.	<8,532.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,317.>
b			1,620.
c			<356.>
d			551.
e			1,450.
f			321.
g			349.
h			485.
i			21,202.
j			20,990.
k			36,630.
l			<16,504.>
m			<6,605.>
n			184.
o			<8,532.>

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

2

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

3

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	666.67 SHARES TIMEWARNER INC	P	01/03/02	08/31/12
b	1000 SHARES AMGEN	P	02/01/10	08/31/12
c	3000 SHARES COMCAST CORP	P	02/14/08	08/31/12
d	2000 SHARES KIMBERLY CLARK	P	07/28/08	08/31/12
e	1000 SHARES KIMBERLY CLARK	P	04/17/09	08/31/12
f	5000 SHARES ALLSCRIPTS HEALTHCARE SOLUTIONS	P	11/22/10	08/31/12
g	2000 SHARES ALLSCRIPTS HEALTHCARE SOLUTIONS	P	02/09/11	08/31/12
h	333.33 SHARES TIMEWARNER	P	11/06/00	08/31/12
i	333 SHARES TIMEWARNER	P	01/24/01	08/31/12
j	333.33 SHARES TIMEWARNER	P	02/05/01	08/31/12
k	500 SHARES TIMEWARNER INC	P	09/21/01	08/31/12
l	833.33 SHARES TIMEWARNER	P	09/28/01	08/31/12
m	522 SHARES HUBBELL INC	P	10/04/05	09/04/12
n	800 SHARES HUBBELL INC	P	10/03/05	09/06/12
o	178 SHARES HUBBELL INC	P	10/04/05	09/06/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 27,651.		43,800.	<16,149.>
b 83,755.		58,798.	24,957.
c 98,211.		56,769.	41,442.
d 166,490.		112,941.	53,549.
e 83,245.		49,651.	33,594.
f 51,940.		89,959.	<38,019.>
g 20,776.		44,248.	<23,472.>
h 13,826.		38,592.	<24,766.>
i 13,812.		39,674.	<25,862.>
j 13,826.		34,667.	<20,841.>
k 20,738.		30,482.	<9,744.>
l 34,564.		58,105.	<23,541.>
m 39,316.		22,863.	16,453.
n 60,301.		34,803.	25,498.
o 13,417.		7,796.	5,621.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<16,149.>
b			24,957.
c			41,442.
d			53,549.
e			33,594.
f			<38,019.>
g			<23,472.>
h			<24,766.>
i			<25,862.>
j			<20,841.>
k			<9,744.>
l			<23,541.>
m			16,453.
n			25,498.
o			5,621.

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

2

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

3

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	.33 SHARES KRAFT FOODS	P	09/14/06	10/25/12
b	SECURITIES LITIGATION PROCEEDS	P	01/01/12	04/17/12
c	SECURITIES LITIGATION PROCEEDS	P	01/01/12	05/11/12
d	SECURITIES LITIGATION PROCEEDS	P	01/01/12	10/09/12
e	SECURITIES LITIGATION PROCEEDS	P	01/01/12	10/23/12
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15.		12.	3.
b 123.			123.
c 218.			218.
d 844.			844.
e 48.			48.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3.
b			123.
c			218.
d			844.
e			48.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<788,550.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUB OF LANCASTER 116 S. WATER STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	SUMMER CAMP	20,000.
BRIDGE OF HOPE 822 MARIETTA AVE STE 20 LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
BRIGHT SIDE OPPORTUNITIES CORP 215 S QUEEN ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	BRIGHT SIDE SUMMER FESTIVAL	1,250.
CASA P.O. BOX 77 SUMMERDALE, PA 17093	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
CENTRAL MARKET FOUNDATION 23 N. MARKET STREET LANCASTER, PA 17608	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000.
CHESAPEAKE BAY FOUNDATION 614 N FRONT ST # G HARRISBURG, PA 17101	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
CHURCH FARM SCHOOL 1001 E LINCOLN HWY EXTON, PA 19341	N/A	PUBLIC CHARITY	OPERATIONS	1,500.
CLARE HOUSE 342 E CHESTNUT ST # 344 LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
COBY'S FAMILY SERVICES 1417 OREGON ROAD LEOLA, PA 17540	N/A	PUBLIC CHARITY	OPERATIONS	2,000.
COMMUNITY FIRST FUND 30 W ORANGE STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	CAPITAL LOAN EXPANSION	25,000.
Total from continuation sheets				1,881,121.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONESTOGA HOUSE FOUNDATION 8 W KING ST LANCASTER, PA 17608	N/A	PRIVATE FOUNDATION	2012 SUPPORT	420,621.
CONTACT LANCASTER HELPLINE 601 S. QUEEN ST. LANCASTER, PA 17608	N/A	PUBLIC CHARITY	OPERATIONS	2,500.
CRIME STOPPERS P.O. BOX 7475 LANCASTER, PA 17604	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
CRISPUS ATTUCKS 407 HOWARD AVE LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	10,000.
DEMUTH FOUNDATION 120 E KING ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,500.
DOLLARS FOR SCHOLARS 1550 AMERICAN BLVD MINNEAPOLIS, MN 55425	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
ELIZABETHTOWN COLLEGE 1 ALPHA COLLEGE ELIZABETHTOWN, PA 17022	N/A	PRIVATE COLLEGE	JOURNALISM WORKSHOP	6,000.
EPHRATA COMMUNITY HOSPITAL 446 N READING ROAD EPHRATA, PA 17522	N/A	COMMUNITY HOSPITAL	BUILDING EXPANSION	25,000.
FRANKLIN & MARSHALL COLLEGE 415 HARRISBURG AVE LANCASTER, PA 17601	N/A	PRIVATE COLLEGE	LIFE SCIENCES BUILDING	50,000.
FRANKLIN & MARSHALL COLLEGE 415 HARRISBURG AVE LANCASTER, PA 17601	N/A	PRIVATE COLLEGE	F & M WORKS IN LANCASTER PROGRAM	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FULTON OPERA HOUSE 12 N PRINCE ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	1,500.
HARRISBURG AREA COMMUNITY COLLEGE ONE HACC DRIVE HARRISBURG, PA 17110	N/A	PUBLIC COLLEGE	SCHOLARSHIP FUND	10,000.
HEALTH EDUCATION CENTER 410 NORTH LIME ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	10,000.
HERITAGE CENTER MUSEUM 7 W KING ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	DEBT RELIEF & BUILDING RENOVATIONS	50,000.
HISTORIC PRESERVATION TRUST OF LANCASTER COUNTY 123 N PRINCE ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	HISTORIC SITE RESTORATION	30,000.
HISTORIC PRESERVATION TRUST OF LANCASTER COUNTY 123 N PRINCE ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	2,500.
HOPE WITHIN COMMUNITY HEALTH CENTER 4748 E. HARRISBURG PIKE ELIZABETHTOWN, PA 17022	N/A	PUBLIC CHARITY	OPERATIONS	7,500.
HOSPICE OF LANCASTER 685 GOOD DR LANCASTER, PA 17601	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	60,000.
HOSPICE OF LANCASTER 685 GOOD DR LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
JAMES STREET IMPROVEMENT DISTRICT 354 N, PRINCE ST, SUITE 110 LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	37,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JANUS SCHOOL 205 LEFEVER ROAD MOUNT JOY, PA 17552	N/A	PRIVATE SCHOOL	CAPITAL CAMPAIGN	100,000.
JHSF SCHOLARSHIPS 8 W KING ST LANCASTER, PA 17608	N/A	N/A	SCHOLARSHIPS	72,500.
JUNIOR ACHIEVEMENT OF CENTRAL PENNSYLVANIA 1322 LOOP RD LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	3,000.
KEYSTONE ART & CULTURE CENTER 420 PEARL ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	15,000.
LANCASTER BIBLE COLLEGE 901 EDEN ROAD LANCASTER, PA 17601	N/A	PRIVATE COLLEGE	BUILDING RENOVATIONS	25,000.
LANCASTER CLEFT PALATE CLINIC 223 N LIME ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,000.
LANCASTER COUNTRY DAY SCHOOL 725 HAMILTON RD LANCASTER, PA 17603	N/A	PRIVATE HIGH SCHOOL	CAPITAL CAMPAIGN	150,000.
LANCASTER COUNTY CONSERVANCY 725 HAMILTON RD LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	7,500.
LANCASTER FARMLAND TRUST 125 LANCASTER AVENUE STRASBURG, PA 17579	N/A	PUBLIC CHARITY	MATCHING GRANT	75,000.
LANCASTER FARMLAND TRUST 125 LANCASTER AVENUE STRASBURG, PA 17579	N/A	PUBLIC CHARITY	OPERATIONS	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LANCASTER HISTORY.ORG 230 N PRESIDENT AVENUE LANCASTER, PA 17603	N/A	PUBLIC CHARITY	CAMPUS OF HISTORY	50,000.
LANCASTER MORAVIAN CHURCH 1460 EDEN RD LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
LANCASTER MUSEUM OF ART 135 N LIME ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
LANCASTER PUBLIC LIBRARY 125 N DUKE ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	BUILDING REPAIRS	37,500.
LANCASTER PUBLIC LIBRARY 125 N DUKE ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	2,500.
LANCASTER SCIENCE FACTORY 454 NEW HOLLAND AVENUE LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
LANCASTER SUMMER ARTS FESTIVAL 13 N LIME STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
LANCASTER SYMPHONY ORCHESTRA 226 N ARCH ST, LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,750.
LEADS-LANCASTERS ECONOMIC ACTION FOR DOWNTOWN'S SUCCESS 53 DUKE ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
LIBRARY SYSTEM OF LANCASTER COUNTY 1866 COLONIAL VILLAGE LN LANCASTER, PA 17601	N/A	PUBLIC CHARITY	NETWORK INSTALLATION	17,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LINDEN HALL SCHOOL FOR GIRLS 212 EAST MAIN STREET LITITZ, PA 17543	N/A	PRIVATE SCHOOL	OPERATIONS	2,000.
LONGS PARK AMPITHEATER 630 JANET AVE LANCASTER, PA 17608	N/A	PUBLIC CHARITY	PATRIOTIC CONCERT	2,000.
MANOS HOUSE 121 S PRINCE ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	BUILDING CAMPAIGN	10,000.
MARTIN LUTHER KING SCHOLARSHIP FUND 1641 OLD PHILADELPHIA PIKE LANCASTER, PA 17602	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	2,000.
MENNONITE HISTORICAL SOCIETY 2215 MILLSTREAM ROAD LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
MILAGRO HOUSE 669 WEST CHESTNUT STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	7,500.
MOM'S HOUSE 415 S QUEEN ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	3,500.
NAAMAN CENTER 4600 E HARRISBURG PIKE ELIZABETHTOWN, PA 17022	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
NO LONGER ALONE MINISTRIES 630 JANET AVE LANCASTER, PA 17601	N/A	PUBLIC CHARITY	COMPUTER UPGRADES	2,500.
OCTORARO WATERSHED ASSOCIATION 517 PINE GROVE RD NOTTINGHAM, PA 19362	N/A	PUBLIC CHARITY	OPERATIONS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PALCO 480 NEW HOLLAND AVENUE LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	10,000.
PHILHAVEN HOSPITAL 1884 ROHRERSTOWN RD LANCASTER, PA 17601	N/A	COMMUNITY HOSPITAL	OPERATIONS	1,000.
PLANNED PARENTHOOD 31 S. LIME ST. LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,500.
PROJECT FORWARD LEAP-MILLERSVILLE UNIVERSITY PHILOSOPHY DEPT MILLERSVILLE, PA 17551	N/A	PUBLIC CHARITY	OPERATIONS	10,000.
ROCK FORD FOUNDATION 881 ROCKFORD RD. LANCASTER, PA 17602	N/A	PUBLIC CHARITY	EVENTS	5,000.
ROCK FORD FOUNDATION 881 ROCKFORD RD. LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
S. JUNE SMITH FOUNDATION 600 EDEN RD # I LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	2,500.
SCHREIBER PEDIATRIC REHAB CENTER 625 COMMUNITY WAY LANCASTER, PA 17603	N/A	PUBLIC CHARITY	PROGRAMMING SUPPORT	12,500.
SOUTHEAST LANCASTER HEALTH SERVICES 625 S DUKE STREET LANCASTER, PA 17602	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000.
SPANISH AMERICAN CIVIC ASSOCIATION 545 PERSHING AVE LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPINA BIFIDA ASSOCIATION-LANCASTER 209 EAST STATE STREET SUITE B QUARRYVILLE, PA 17566	N/A	PUBLIC CHARITY	OPERATIONS	2,000.
ST. JAMES EPISCOPAL CHURCH 119 N DUKE ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000.
ST. JAMES EPISCOPAL CHURCH 119 N DUKE ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	OPERATIONS	5,000.
SUSQUEHANNA FOUNDATION FOR THE BLIND 244 NORTH QUEEN STREET LANCASTER, PA 17603	N/A	PUBLIC CHARITY	OPERATIONS	1,500.
THADDEUS STEVENS FOUNDATION 750 E KING ST LANCASTER, PA 17602	N/A	PUBLIC CHARITY	CAREER PREP AND TRAINING LABORATORY	17,500.
UNITED DISABILITIES SERVICES 1901 OLDE HOMESTEAD LN LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	3,000.
UNITED WAY OF LANCASTER 630 JANET AVE LANCASTER, PA 17601	N/A	PUBLIC CHARITY	OPERATIONS	75,000.
WOODWARD HILL CEMETERY 624 S QUEEN STREET LANCASTER, PA 17603	N/A	NONPROFIT PUBLIC CORPORATION	CAPITAL CAMPAIGN	75,000.
YMCA OF LANCASTER 572 N QUEEN ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	BUILDING CAMPAIGN	50,000.
YMCA OF LANCASTER 572 N QUEEN ST LANCASTER, PA 17603	N/A	PUBLIC CHARITY	ANNUAL CAMPAIGN	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON	739,882.	0.	739,882.
TOTAL TO FM 990-PF, PART I, LN 4	739,882.	0.	739,882.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS INCOME - PASSTHROUGH ENTITY - P&T PROPERTIES, LLC	1,162.	1,162.	0.
NET SECTION 1231 LOSS - PASSTHROUGH ENTITY - P&T PROPERTIES, LLC	<2,333.>	<2,333.>	0.
ORDINARY BUSINESS INCOME - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	40.	40.	0.
NET RENTAL REAL ESTATE INCOME - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	68.	68.	0.
INTEREST INCOME - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	2,555.	2,555.	0.
ORDINARY DIVIDENDS - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	500.	500.	0.
ROYALTIES - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	5.	5.	0.
NET SHORT TERM CAPITAL GAIN - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	34.	34.	0.
NET LONG TERM CAPITAL GAIN - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	1,594.	1,594.	0.
NET SECTION 1231 GAIN - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	127.	127.	0.
NET OTHER INCOME & DEDUCTIONS - PASSTHROUGH ENTITY - BLACKSTONE GROUP L.P.	454.	454.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	4,206.	4,206.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT COUNSEL FEES	124,467.	124,467.	0.	0.	
MELLON CUSTODIAL FEES	15,291.	15,291.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	139,758.	139,758.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US EXCISE TAX	11,524.	0.	0.	0.	
FOREIGN TAX	9,782.	9,782.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	21,306.	9,782.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	418.	0.	0.	418.	
PA FILING FEE	15.	0.	0.	15.	
SOFTWARE EXPENSE	2,044.	0.	0.	2,044.	
TO FORM 990-PF, PG 1, LN 23	2,477.	0.	0.	2,477.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT DUE TO SPIN OFF RECLASSIFICATION	27,236.
RETURN OF CAPITAL	15,615.
TOTAL TO FORM 990-PF, PART III, LINE 5	42,851.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10000 SHARES ABBOTT LABS	414,582.	655,000.
2000 SHARES AIR PROD & CHEM INC	158,875.	168,040.
30000 SHARES ALCOA INC	632,868.	260,400.
6000 SHARES AMGEN INC	329,937.	517,200.
4000 SHARES BORG-WARNER AUTO INC	234,762.	286,480.
15000 SHARES BRISTOL MYERS SQUIBB CO	308,776.	488,850.
8000 SHARES CENTURYTEL INC	319,420.	312,960.
6000 SHARES CERNER CORP	112,347.	465,060.
25000 SHARES CISCO SYS INC	344,205.	491,235.
10000 SHARES CITIGROUP INC	348,929.	395,600.
20000 SHARES COCA COLA CO	464,292.	725,000.
15000 SHARES COMCAST CORP	268,879.	538,800.
10000 SHARES CORNING INC	121,233.	126,200.
2000 SHARES DANAHER CORP	97,642.	111,800.
50000 SHARES DELTA AIRLINES INC	442,049.	593,500.
13000 SHARES WALT DISNEY CO.	232,184.	647,270.
5000 SHARES DISCOVERY COMMUNICATIONS	71,650.	317,400.
8000 SHARES DISCOVERY COMMUNICATIONS	104,242.	468,000.
8000 SHARES ECOLAB INC	361,707.	575,200.
10000 SHARES EMERSON ELECTRIC CO	185,794.	529,600.
1500 SHARES EQUINIX INC	133,893.	309,300.
10000 SHARES EXPEDITORS ITL. WASH. INC.	369,552.	395,500.
3000 SHARES EXXONMOBIL CORP	32,238.	259,650.
45000 SHARES FORD MOTOR CO	519,380.	582,750.
35000 SHARES GENERAL ELECTRIC CO	905,953.	734,650.
22000 SHARES GENERAL MOTORS CO	664,298.	634,260.
400 SHARES GOOGLE INC	237,696.	282,952.
4000 SHARES ILLINOIS TOOL WORKS INC	200,590.	243,240.
17000 SHARES INTEL CORP	294,303.	350,540.
5000 SHARES JOHNSON & JOHNSON	313,907.	350,500.
16000 SHARES JOHNSON CONTROLS INC	545,247.	490,720.
4333 SHARES KRAFT FOODS GRP INC	132,715.	197,022.
1500 SHARES MASTERCARD INC	311,848.	736,920.
3000 SHARES MCCORMICK & CO INC	86,257.	190,590.
14000 SHARES MERCK & CO INC	433,517.	573,160.

15000 SHARES MICROSOFT CORP	426,304.	400,645.
15000 MICROCHIP TECHNOLOGY INC	421,641.	488,850.
13000 SHARES MONDELEZ INTERNATIONAL	247,276.	330,892.
10000 SHARES NOVARTIS AG	552,965.	633,000.
7000 SHARES PEPSICO INC	333,654.	479,010.
2000 SHARES PRAXAIR INC	158,027.	218,900.
8000 SHARES P & G CO	257,081.	543,120.
12000 SHARES QUALCOMM INC	37,475.	742,315.
4000 SHARES SCHLUMBERGER	129,817.	277,194.
3000 SHARES 3M	196,259.	278,550.
10000 TIME WARNER INC	322,533.	478,300.
10000 SHARES VERIZON COMM INC	272,066.	432,700.
5000 SHARES VISA INC	353,406.	757,900.
5000 SHARES YUM BRANDS	337,505.	332,000.
15000 SHARES DENTSPLY INT INC	443,046.	594,150.
30000 SHARES GANNETT INC	343,443.	540,300.
10000 SHARES HARMAN INT INDS INC	320,000.	446,400.
30000 SHARES HERTZ GLOBAL INC	415,753.	488,100.
8000 SHARES ILLUMINA INC	280,810.	444,720.
15000 SHARES JDS UNIPHASE	222,040.	202,500.
10000 SHARES LAMAR ADVERTISING CO	356,905.	387,500.
50000 SHARES SOUTHWEST AIRL. CO	574,922.	512,000.
15000 SHARES STERICYCLE INC	262,531.	466,400.
4000 SHARES TIMKEN CO	180,267.	191,320.
30000 SHARES UNITED CONTINENTAL HLDGS	691,704.	701,400.
7000 SHARES VERIFONE HLDGS. INC	281,810.	207,760.
8000 SHARES HUBBELL INC	323,623.	621,360.
7000 SHARES DELPHI AUTO. PLC	219,201.	267,750.
30000 SHARES QIAGEN NV	470,991.	544,494.
2000 SHARES DIAGEO PLC	150,802.	233,160.
6000 SHARES HSBC HLDGS PLC	324,267.	318,420.
5000 SHARES LUXOTTICA GRP ADR	177,804.	206,750.
4000 SHARES NESTLE SA ADR	167,348.	260,680.
12000 SHARES THOMSON REUTERS CORP	379,712.	348,720.
10000 SHARES UNILEVER NV	303,264.	383,000.
15000 SHARES VODAFONE GRP PLC	367,337.	377,850.
5000 SHARES PROLOGIS PLC	156,108.	182,450.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,195,464.	30,325,909.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
200000 PV AMERICAN EXPRESS NOTE DUE 5/2/2013	194,960.	203,612.
200000 PV SOUTHWEST AIRLINES CO NOTE DUE 10/1/2014	205,000.	212,858.
150000 PV GANNETT CO INC NOTE DUE 11/15/2017	170,250.	166,125.
200000 PV EQUINIX INC NOTE DUE 03/01/2018	223,750.	220,500.
250000 PV PROLOGIS NOTE DUE 5/15/2038	247,187.	250,937.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,041,147.	1,054,032.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
15000 UNITS BLACKSTONE GROUP L.P. P & T PROPERTIES	COST COST	217,718. 0.	229,800. 0.
TOTAL TO FORM 990-PF, PART II, LINE 13		217,718.	229,800.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BEVERLY R. STEINMAN P.O. BOX 128 LANCASTER, PA 17608	CHAIRMAN 0.10	0.	0.	0.
WILLIS W. SHENK P.O. BOX 128 LANCASTER, PA 17608	TREASURER 0.10	0.	0.	0.
DENNIS A. GETZ P.O. BOX 128 LANCASTER, PA 17608	SECRETARY 0.10	0.	0.	0.
HALE A. KRASNE P.O. BOX 128 LANCASTER, PA 17608	ASSISTANT TREASURER 0.10	0.	0.	0.
CAROLINE N. HILL P.O. BOX 128 LANCASTER, PA 17608	ASSISTANT SECRETARY 0.10	0.	0.	0.
HAROLD E. MILLER P.O. BOX 128 LANCASTER, PA 17608	TRUSTEE 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 11

Grantee's Name

WOODWARD HILL CEMETERY

Grantee's AddressP.O. BOX 7989
LANCASTER, PA 17604

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
75,000.	01/12/12	75,000.

Purpose of Grant

PURSUANT TO IRS REG. SEC. 53.4945-5(d)(1), SEE ATTACHED LETTER FROM GRANTEE

Dates of Reports by Grantee

PURSUANT TO IRS REG. SEC. 53.4945-5(d)(1), SEE ATTACHED LETTER FROM GRANTEE

Any Diversion by Grantee

PURSUANT TO IRS REG. SEC. 53.4945-5(d)(1), SEE ATTACHED LETTER FROM GRANTEE

Results of Verification

PURSUANT TO IRS REG. SEC. 53.4945-5(d)(1), SEE ATTACHED LETTER FROM GRANTEE

Woodward Hill Cemetery
Incorporated 1851

P.O. Box 7989 Lancaster, PA 17604

August 08, 2013

Shane Zimmerman, Executive Director
The James Hale Steinman Foundation
8 W King Street
PO Box 1328
Lancaster, PA 17608-1328

Board of Directors

Mary S. Burton
President

Jean K. Weglarz
Vice President

Elaine M. Savukas
Secretary

Kenneth A. Norman
Treasurer

Members

Sue Snyder Bleacher
Scott A. Goldman
Caroline N Hill
Elizabeth Duffy Johnson
Michael R. Lynch
Janet Murphy
Richard B Nissley
Jo Ann Notargiacomo
Sally Slaymaker
Charles F Snyder, Jr.
Benjamin G Tresselt, III
Christopher S Underhull

Emeritus

Robert T Klerman

**RE: Annual Report #1 of Grant of Funds
Expended under the Distribution Agreement for
Expenditure Responsibility Procedures**

Dear Shane:

On behalf of the Board of Directors for Woodward Hill Cemetery, I want to thank The James Hale Steinman Foundation for your support of our Capital Campaign to honor, beautify, secure and sustain the Cemetery. The specific purpose of this letter is to report how the funds that were granted by your Foundation were expended in accordance with our Distribution Agreement dated July 16, 2013.

Your grant of \$75,000 was expended during our fiscal year ending December 31, 2012, for the building of the Cemetery's Presidential Memorial Garden, installation of new fencing, repaving of cemetery roadways, additional lighting, and a security camera, as completed by our General Contractor, Wohlsen Construction Company. I am enclosing copies of their 2012 invoices and a copy of their December status report for the project. In total, Wohlsen invoiced the Cemetery \$858,605.30 for the project in 2012, of which payments were made to them totaling \$498,848.25. The difference is being carried in a Note to Wohlsen Construction Company.

Additionally, as required by our agreement, all of the funds granted to our Capital Campaign Fund by your Foundation were expended for the construction of the Presidential Memorial Garden, improvements to and beautification of our urban green space, and the creation of a website. No portion of the grant was used to influence legislation, to influence the outcome of elections, to carry on, directly or indirectly, any voter registration drives, to make grants to individuals or organizations, or to undertake any nonexempt activity, when such use of the grant funds would be a "taxable expenditure" if made directly by the Foundation. We have maintained detailed documentation regarding our expenditures and would welcome your inspection of our records if you so desire. Thank you once again for your support!

Sincerely,

WOODWARD HILL CEMETERY

Kenneth A. Norman, Treasurer

*Woodward Hill Cemetery is a nonprofit public corporation
chartered by the Commonwealth of Pennsylvania*

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	12
	PART XVII, LINE 1, COLUMN (D)		

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

WOODWARD HILL CEMETERY

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

GRANT PAYMENT MADE TO 501(C)(13) ORGANIZATION PURSUANT TO EXPENDITURE
RESPONSIBILITY AGREEMENT