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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 CONSTON FOUNDATION		A Employer identification number 23-6297587
Number and street (or P O box number if mail is not delivered to street address) 751 RIGHTERS MILL ROAD	Room/suite	B Telephone number 610-667-6298
City or town, state, and ZIP code NARBERTH, PA 19072		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,895,020.	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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		22,207.	22,207.		STATEMENT 1
4 Dividends and interest from securities		34,657.	34,657.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,969.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			16,969.		
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					
12 Total. Add lines 1 through 11		73,833.	73,833.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,000.	2,800.		1,200.
c Other professional fees STMT 4		18,800.	18,800.		0.
17 Interest					
18 Taxes STMT 5		1,004.	1,004.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		23,804.	22,604.		1,200.
25 Contributions, gifts, grants paid		99,550.			99,550.
26 Total expenses and disbursements. Add lines 24 and 25		123,354.	22,604.		100,750.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-49,521.			
b Net investment income (if negative, enter -0-)			51,229.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		100.	101.	101.
	2	Savings and temporary cash investments		94,740.	81,135.	81,135.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 6	303,390.	20,212.	21,800.
	b	Investments - corporate stock	STMT 7	1,018,944.	1,121,738.	1,320,179.
	c	Investments - corporate bonds	STMT 8	299,206.	442,033.	471,805.
11	Investments - land, buildings, and equipment, basis					
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment, basis					
	Less accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		1,716,380.	1,665,219.	1,895,020.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,716,380.	1,665,219.	
	30	Total net assets or fund balances		1,716,380.	1,665,219.	
31	Total liabilities and net assets/fund balances		1,716,380.	1,665,219.		

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	1,716,380.
2	Enter amount from Part I, line 27a	2	-49,521.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,666,859.
5	Decreases not included in line 2 (itemize) EXCISE TAXES	5	1,640.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,665,219.

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 STATEMENT			
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 1,472,859.		1,455,890.	16,969.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			16,969.

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	16,969.
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	100,950.	1,810,537.	.055757
2010	109,700.	1,824,369.	.060130
2009	110,214.	1,687,167.	.065325
2008	131,036.	1,906,439.	.068733
2007	133,575.	2,266,472.	.058935

2 Total of line 1, column (d)	2	.308880
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	.061776
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,807,019.
5 Multiply line 4 by line 3	5	111,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	512.
7 Add lines 5 and 6	7	112,142.
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	100,750.

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	1,025.
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	1,025.
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	1,025.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,640.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,640.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	615.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 615. Refunded <input 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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <u>PA</u>		
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

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STUART CONSTON</u> Located at ► <u>751 RIGHTERS MILL ROAD, NARBERTH, PA</u> Telephone no. ► <u>610-667-6298</u> ZIP+4 ► <u>19072</u>			
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?	1b	
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)):	1c	X
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 ►	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	N/A	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	
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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
SHIRLEY CONSTON 7959 L'AQUILA WAY DELRAY BEACH, FL 33446	TRUSTEE 0.00	0.	0.	0.
STUART CONSTON 751 RIGHTERS MILL ROAD NARBERTH, PA 19072	TRUSTEE 0.00	0.	0.	0.
ELISABETH CONSTON 635 WESTVIEW STREET PHILADELPHIA, PA 19119	TRUSTEE 0.00	0.	0.	0.
CYNTHIA SAVETT 528 PUTNAM ROAD MERION, PA 19066	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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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	0.
b Average of monthly cash balances	1b	83,038.
c Fair market value of all other assets	1c	1,751,499.
d Total (add lines 1a, b, and c)	1d	1,834,537.
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	1,834,537.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,518.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,807,019.
6 Minimum investment return. Enter 5% of line 5	6	90,351.

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	90,351.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,025.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,025.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	89,326.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	89,326.
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	89,326.

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	100,750.
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	100,750.
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	100,750.

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.

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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				89,326.
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	16,972.			
c From 2009	26,428.			
d From 2010	20,988.			
e From 2011	12,049.			
f Total of lines 3a through e	76,437.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 100,750.				
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				89,326.
e Remaining amount distributed out of corpus	11,424.			
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	87,861.			
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	87,861.			
10 Analysis of line 9:				
a Excess from 2008	16,972.			
b Excess from 2009	26,428.			
c Excess from 2010	20,988.			
d Excess from 2011	12,049.			
e Excess from 2012	11,424.			

N/A

097-40B1

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 ATTACHMENT		501 (C)(3)	TO FUND THE OPERATING BUDGETS OF THE VARIOUS CHARITIES	99,550.
Total			3a	99,550.
b Approved for future payment				
NONE				
Total			3b	0.

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


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

[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. Preparation of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No
	▶ 	8/12/13	▶ TRUSTEE			
	Signature of officer or trustee	Date	Title			
Paid Preparer Use Only	Print/Type preparer's name MICHAEL VALUCCI, CPA	Preparer's signature MICHAEL VALUCCI,	Date	Check <input type="checkbox"/> if self-employed	PTIN P00051704	
	Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749	
	Firm's address ▶ 610 WEST GERMANTOWN PIKE, SUITE 400 PLYMOUTH MEETING, PA 19462				Phone no. 215-643-3900	

Form 990-PF (2012)

CONSTON 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	UBS	ACCT #	12376	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
b	UBS	ACCT #	12377	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
c	UBS	ACCT #	12377	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
d	UBS	ACCT #	12378	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
e	UBS	ACCT #	12378	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
f	UBS	ACCT #	12380	4E	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
g	UBS	ACCT #	12380	4E	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
h	UBS	ACCT #	12382	4C	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
i	UBS	ACCT #	12382	4C	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
j	UBS	ACCT #	13717	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
k	UBS	ACCT #	13717	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
l	UBS	ACCT #	44371	4S	- SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
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	31,724.		13,461.	18,263.
b	39,968.		40,642.	-674.
c	86,790.		72,724.	14,066.
d	770,077.		762,422.	7,655.
e	215,986.		204,352.	11,634.
f	61,053.		65,258.	-4,205.
g	111,232.		147,365.	-36,133.
h	6,916.		7,699.	-783.
i	47,593.		35,315.	12,278.
j	13,206.		14,421.	-1,215.
k	52,843.		56,879.	-4,036.
l	35,471.		35,352.	119.
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			18,263.
b			-674.
c			14,066.
d			7,655.
e			11,634.
f			-4,205.
g			-36,133.
h			-783.
i			12,278.
j			-1,215.
k			-4,036.
l			119.
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	16,969.
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

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

SOURCE	AMOUNT
UBS FINANCIAL SERVICES # UT 12378 4S	19,599.
UBS FINANCIAL SERVICES # UT 12378 4S	662.
UBS FINANCIAL SERVICES # UT 12380 4E	1.
UBS FINANCIAL SERVICES # UT 44371 4S	1,945.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22,207.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES # UT 12376 4S	4,509.	0.	4,509.
UBS FINANCIAL SERVICES # UT 12377 4S	3,837.	0.	3,837.
UBS FINANCIAL SERVICES # UT 12378 4S	8.	0.	8.
UBS FINANCIAL SERVICES # UT 12380 4E	6,012.	0.	6,012.
UBS FINANCIAL SERVICES # UT 12382 4C	3,648.	0.	3,648.
UBS FINANCIAL SERVICES # UT 13717 4S	13,348.	0.	13,348.
UBS FINANCIAL SERVICES # UT 44371 4S	3,295.	0.	3,295.
TOTAL TO FM 990-PF, PART I, LN 4	34,657.	0.	34,657.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	2,800.		1,200.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,800.		1,200.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	18,800.	18,800.		0.	
TO FORM 990-PF, PG 1, LN 16C	18,800.	18,800.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,004.	1,004.		0.	
TO FORM 990-PF, PG 1, LN 18	1,004.	1,004.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
UBS 12378	X		20,212.	21,800.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			20,212.	21,800.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			20,212.	21,800.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
UBS 12376			199,331.	277,535.
UBS 12377			161,422.	189,388.
UBS 12380			153,123.	160,965.
UBS 12382			189,789.	228,665.
UBS 13717			248,841.	294,117.

CONSTON FOUNDATION

23-6297587

UBS 44374

169,232.

169,509.

TOTAL TO FORM 990-PF, PART II, LINE 10B

1,121,738.

1,320,179.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

UBS 12378

442,033.

471,805.

TOTAL TO FORM 990-PF, PART II, LINE 10C

442,033.

471,805.

CONSTON FOUNDATION - 2012 FINAL DISTRIBUTIONS

Date	Check #	Description	Amount
12/26/2012	330	KAISERMAN JCC	500.00
12/23/2012	329	KIMBALL UNION ACADEMY	1,500.00
12/23/2012	328	WILLIAM PENN CHARTER SCHOOL	500.00
12/23/2012	327	NORTHWESTERN UNIVERSITY	250.00
12/22/2012	326	JFNA HURRICANE RELIEF FUND	2,500.00
12/22/2012	325	ALS HOPE FOUNDATION	500.00
12/22/2012	323	JUVENILE DIABETES RESEARCH FOUNDATION	2,000.00
12/22/2012	322	HADASSAH	1,000.00
12/22/2012	321	ONE FAMILY FUND	1,500.00
12/22/2012	320	PULMONARY HYPERTENSION ASSOCIATION	500.00
12/22/2012	319	ABRAMSON CENTER FOR JEWISH LIFE	500.00
12/22/2012	318	BIRTHRIGHT ISRAEL FOUNDATION	500.00
12/20/2012	317	WOUNDED WARRIOR PROJECT	2,000.00
12/20/2012	315	FRIENDS OF ISRAEL DISABLED VETERANS	2,500.00
12/20/2012	314	TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	1,000.00
12/20/2012	313	NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	1,000.00
12/20/2012	312	JEWISH FEDERATION OF GREATER PHILADELPHIA	10,000.00
12/20/2012	311	JEWISH FEDERATION OF GREATER PHILADELPHIA	26,500.00
12/19/2012	310	THE UNITED WAY	5,000.00
12/19/2012	309	THE CHILDRENS HOSPITAL OF PHILADELPHIA FOUNDATION	5,000.00
12/19/2012	306	TOSTAN	500.00
12/18/2012	305	VITAL VOICES GLOBAL PARTNERS	500.00
12/18/2012	304	THE FISTULA FOUNDATION	500.00
12/18/2012	303	BARACK HEBREW ACADEMY	1,800.00
12/18/2012	302	GLADWYNNE MONTESSORI SCHOOL	1,000.00
12/18/2012	301	GLADWYNNE MONTESSORI SCHOOL	5,000.00
12/27/2012	300	B'TSELEM USA	500.00
12/26/2012	299	NPIHN	500.00
12/20/2012	298	THE ATTIC YOUTH CENTER	500.00
12/20/2012	297	RABBIS FOR HUMAN RIGHTS - NA	500.00
12/20/2012	296	COALITION OF IMMOKALEE WORKERS	500.00
12/20/2012	295	MISHKAN SHALOM	500.00
12/20/2012	294	NEW SANCTUARY MOVEMENT	1,000.00
12/20/2012	293	HEEDING GOD'S CALL	500.00
12/20/2012	292	MANNA	1,000.00
12/20/2012	291	PHILABUNDANCE	1,000.00
12/20/2012	290	CANINE COMPANIONS FOR INDEPENDENCE	500.00
12/20/2012	289	BEST FRIENDS ANIMAL SOCIETY	500.00
12/20/2012	288	DOCTORS WITHOUT BORDERS	500.00
12/20/2012	287	AMFAR	500.00
12/20/2012	286	FRIENDS SELECT SCHOOL	1,000.00
12/20/2012	285	GERMANTOWN FRIENDS SCHOOL	500.00
12/20/2012	284	THE MIQUON SCHOOL	1,000.00
12/20/2012	283	RRC	1,000.00
12/20/2012	282	WOMENS COMMUNITY REVITALIZATION PROJECT	3,000.00
8/25/2012	278	KAISERMAN JCC	5,000.00
5/6/2012	277	THE MIQUON SCHOOL	500.00
4/25/2012	276	KAISERMAN JCC	5,000.00
		TOTAL	<u>99,550.00</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions CONSTON FOUNDATION	Employer identification number (EIN) or 23-6297587
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 751 RIGHTERS MILL ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NARBERTH, PA 19072	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STUART CONSTON

- The books are in the care of ▶ **751 RIGHTERS MILL ROAD - NARBERTH, PA 19072**

Telephone No ▶ **610-667-6298**

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2012** or ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,025.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,640.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)