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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation COLEMAN RESID TW		A Employer identification number 23-6439502	
Number and street (or P O box number if mail is not delivered to street address) 165 TOWNSHIP LINE ROAD SUITE NO 3000		B Telephone number (see instructions) (215) 881-6146	
City or town, state, and ZIP code JENKINTOWN, PA 19046		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 798,795		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	908	908		
	4 Dividends and interest from securities.	8,539	8,539		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	67,148			
	b Gross sales price for all assets on line 6a <u>582,911</u>				
	7 Capital gain net income (from Part IV , line 2)		67,148		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	76,595	76,595		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	17,768	15,991		1,777
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28	28		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	17,796	16,019		1,777
	25 Contributions, gifts, grants paid	42,000			42,000
	26 Total expenses and disbursements. Add lines 24 and 25	59,796	16,019		43,777
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	16,799			
	b Net investment income (if negative, enter -0-)		60,576		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	44,614	66,357
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	171,395	127,314
	b	Investments—corporate stock (attach schedule)		
	c	Investments—corporate bonds (attach schedule).		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	459,469	501,432
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	675,478	695,103
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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	675,478	695,103
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	0	0
	30	Total net assets or fund balances (see page 17 of the instructions)	675,478	695,103
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	675,478	695,103

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	675,478
2	Enter amount from Part I, line 27a	2	16,799
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,826
4	Add lines 1, 2, and 3	4	695,103
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	695,103

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	67,148
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	37,678	841,397	0 044780
2010	63,370	830,709	0 076284
2009	2,516	737,735	0 003410
2008	53,734	904,323	0 059419
2007	54,507	1,025,909	0 053130

2 Total of line 1, column (d).	2	0 237023
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047405
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	791,669
5 Multiply line 4 by line 3.	5	37,529
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	606
7 Add lines 5 and 6.	7	38,135
8 Enter qualifying distributions from Part XII, line 4.	8	43,777

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	606
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	606
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	606
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	459	
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	459
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	147
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PAUL IRWIN Telephone no ▶(215) 881-6147			
Located at ▶165 TOWNSHIP LINE ROAD SUITE 3000 JENKINTOWN PA ZIP +4 ▶19046				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶	✓		
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		0
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

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

2

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

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

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	753,531
b	Average of monthly cash balances.	1b	50,194
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	803,725
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	803,725
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	12,056
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	791,669
6	Minimum investment return. Enter 5% of line 5.	6	39,583

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	39,583
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	606
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	606
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	38,977
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	38,977
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	38,977

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	43,777
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	43,777
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	606
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	43,171
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				38,977
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,079	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 43,777				
a Applied to 2011, but not more than line 2a			2,079	
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.				38,977
e Remaining amount distributed out of corpus	2,721			
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	2,721			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	2,721			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	2,721			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

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

b

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

NO SPECIAL FORM

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	42,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	908	
4 Dividends and interest from securities.			14	8,539	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	67,148	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		76,595	0
13 Total. Add line 12, columns (b), (d), and (e).			13	76,595	76,595

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2013-05-10	*****	
Signature of officer or trustee	Date	Title	<div style="border: 1px solid black; padding: 2px;"> May the IRS discuss this return with the preparer shown below (see Instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	MATTHEW R HILBERT	MATTHEW R HILBERT	2013-05-10		P01437997
	Firm's name <input type="checkbox"/>	PITCAIRN TRUST COMPANY		Firm's EIN <input type="checkbox"/> 23-2472424	
		165 TOWNSHIP LINE ROAD STE 3000			
	Firm's address <input type="checkbox"/>	JENKINTOWN, PA 19046		Phone no (215) 887-6700	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3033 586 SHARES OF PRINCETON FUTURES STRATEGY I	P	2012-05-29	2012-11-15
3 SHARES OF GOOGLE INC CL A	P	2011-03-15	2012-01-03
1 SHARES OF GOOGLE INC CL A	P	2011-08-17	2012-01-03
1260 SHARES OF ISHARES RUSSELL 3000 INDEX	P	2011-11-22	2012-01-04
514 SHARES OF BOSTON SCIENTIFIC	P	2012-01-04	2012-01-17
212 SHARES OF THE WALT DISNEY CO	P	2011-08-15	2012-01-24
23 SHARES OF AUTODESK INC	P	2011-08-17	2012-02-03
11 SHARES OF AUTODESK INC	P	2012-01-04	2012-02-03
63 SHARES OF AMPHENOL CORP CL A	P	2011-08-15	2012-02-03
306 SHARES OF BANK NEW YORK MELLON CORP	P	2012-01-04	2012-02-03
36 SHARES OF IMAX CORP	P	2012-01-04	2012-02-03
29 SHARES OF IMAX CORP	P	2012-01-05	2012-02-03
60 SHARES OF QUALCOMM INC	P	2011-08-17	2012-02-03
129 SHARES OF STATE STREET CORP	P	2012-01-04	2012-02-03
72 SHARES OF CTRIP COM INTL LTD-ADR	P	2012-01-04	2012-02-07
265 SHARES OF CISCO SYSTEMS INC	P	2012-01-04	2012-02-14
166 SHARES OF OWENS ILLINOIS INC	P	2012-01-04	2012-02-14
7 SHARES OF IMAX CORP	P	2011-08-17	2012-03-06
51 SHARES OF IMAX CORP	P	2012-01-04	2012-03-06
43 SHARES OF AMER EXPRESS CO	P	2012-02-14	2012-04-03
18 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-04-03
49 SHARES OF DISCOVER FINANCIAL SVCS	P	2012-01-17	2012-04-03
253 SHARES OF SCHWAB (CHAS) CORP	P	2012-01-04	2012-04-03
22 SHARES OF SCHWAB (CHAS) CORP	P	2012-02-07	2012-04-03
115 SHARES OF BIOMARIN PHARMACEUTICAL INC	P	2011-05-31	2012-04-17
38 SHARES OF IMAX CORP	P	2011-08-17	2012-04-17
121 SHARES OF OWENS ILLINOIS INC	P	2011-08-17	2012-04-17
12 SHARES OF OWENS ILLINOIS INC	P	2012-01-04	2012-04-17
22 SHARES OF AMAZON COM INC	P	2011-08-15	2012-05-08
10 SHARES OF CME GROUP INC	P	2012-01-04	2012-05-15

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204 SHARES OF CISCO SYSTEMS INC	P	2011-08-15	2012-05-15
55 SHARES OF CISCO SYSTEMS INC	P	2012-01-04	2012-05-15
130 SHARES OF ALCOA INC	P	2012-03-20	2012-05-24
75 SHARES OF ALERE INC	P	2012-01-04	2012-05-24
95 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-05-24
5 SHARES OF AMAZON COM INC	P	2011-08-15	2012-05-24
45 SHARES OF AMC NETWORKS INC CL A	P	2012-02-07	2012-05-24
25 SHARES OF AMPHENOL CORP CL A	P	2012-05-22	2012-05-24
5 SHARES OF APACHE CORP	P	2012-05-01	2012-05-24
80 SHARES OF AUTODESK INC	P	2012-05-22	2012-05-24
45 SHARES OF BAKER HUGHES INC	P	2012-01-03	2012-05-24
20 SHARES OF BECTON DICKINSON & CO	P	2012-01-04	2012-05-24
165 SHARES OF BOSTON SCIENTIFIC	P	2012-01-04	2012-05-24
35 SHARES OF CAMERON INTL COPR	P	2012-03-13	2012-05-24
57 SHARES OF CARNIVAL CORP	P	2012-01-04	2012-05-24
4 SHARES OF CARNIVAL CORP	P	2012-01-24	2012-05-24
24 SHARES OF CARNIVAL CORP	P	2012-02-07	2012-05-24
27 SHARES OF CERNER CORP	P	2012-01-04	2012-05-24
25 SHARES OF CHESAPEAKE ENERGY CORP	P	2012-05-01	2012-05-24
3 SHARES OF CME GROUP INC	P	2012-01-04	2012-05-24
170 SHARES OF CORNING INC	P	2011-08-24	2012-05-24
5 SHARES OF DIGITAL RLTY TR INC COM	P	2012-02-14	2012-05-24
65 SHARES OF DIRECTV	P	2011-11-23	2012-05-24
50 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-05-24
15 SHARES OF DUPONT FABROS TECHNOLOGY	P	2012-02-14	2012-05-24
115 SHARES OF EMC CORPORATION	P	2011-08-10	2012-05-24
110 SHARES OF ELECTRONIC ARTS INC	P	2012-01-17	2012-05-24
10 SHARES OF EOG RESOURCES INC	P	2012-05-01	2012-05-24
15 SHARES OF FLOWSERVE CORP	P	2012-01-04	2012-05-24
2 SHARES OF GOOGLE INC CL A	P	2011-08-17	2012-05-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3 SHARES OF GOOGLE INC CL A	P	2012-02-01	2012-05-24
7 SHARES OF HESS CORPORATION	P	2011-08-10	2012-05-24
43 SHARES OF HESS CORPORATION	P	2012-02-07	2012-05-24
75 SHARES OF JUNIPER NETWORKS INC	P	2012-02-21	2012-05-24
5 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-05-24
49 SHARES OF MONSANTO CO	P	2012-05-15	2012-05-24
65 SHARES OF MOODY'S CORP	P	2012-02-14	2012-05-24
40 SHARES OF MYRIAD GENETICS INC	P	2012-05-01	2012-05-24
75 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-05-24
15 SHARES OF NORFOLK SOUTHERN CORP	P	2012-02-21	2012-05-24
65 SHARES OF QUANTA SERVICES INC	P	2011-11-23	2012-05-24
10 SHARES OF RANGE RESOURCES CORP	P	2012-05-01	2012-05-24
110 SHARES OF RIVERBED TECHNOLOGY IN	P	2012-03-06	2012-05-24
28 SHARES OF SCHLUMBERGER LTD	P	2012-02-03	2012-05-24
7 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-05-24
115 SHARES OF SCHWAB (CHAS) CORP	P	2012-01-04	2012-05-24
230 SHARES OF SOUTHWEST AIRLINES	P	2012-01-04	2012-05-24
50 SHARES OF THE WALT DISNEY CO	P	2012-05-15	2012-05-24
60 SHARES OF VIRGIN MEDIA INC COM	P	2012-01-04	2012-05-24
35 SHARES OF VOLCANO CORP	P	2012-02-03	2012-05-24
10 SHARES OF WATERS CORP	P	2011-09-13	2012-05-24
45 SHARES OF AMDOCS LTD	P	2012-05-15	2012-05-24
35 SHARES OF ENCANA CORP	P	2012-05-01	2012-05-24
46 SHARES OF QIAGEN NV	P	2012-01-04	2012-05-24
54 SHARES OF QIAGEN NV	P	2012-04-17	2012-05-24
10 SHARES OF TOYOTA MOTOR CORP SPON ADR	P	2012-01-04	2012-05-24
150 SHARES OF WEATHERFORD INTL LTD	P	2012-01-04	2012-05-24
25 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-05-24
550 SHARES OF BOSTON SCIENTIFIC	P	2012-01-04	2012-05-29
63 SHARES OF QIAGEN NV	P	2012-01-04	2012-05-29

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1 SHARES OF CARNIVAL CORP	P	2011-08-10	2012-06-05
139 SHARES OF CARNIVAL CORP	P	2012-01-24	2012-06-05
12 SHARES OF BECTON DICKINSON & CO	P	2012-01-04	2012-06-12
103 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-07-17
7 SHARES OF AMAZON COM INC	P	2011-08-15	2012-07-24
12 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-07-31
40 SHARES OF CME GROUP INC	P	2012-01-04	2012-08-07
64 SHARES OF QUANTA SERVICES INC	P	2011-11-23	2012-08-07
34 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-08-07
61 SHARES OF AUTODESK INC	P	2012-05-22	2012-08-15
26 SHARES OF DIRECTV	P	2011-11-23	2012-08-21
399 SHARES OF CORNING INC	P	2011-08-24	2012-08-21
170 SHARES OF CORNING INC	P	2012-03-01	2012-08-21
13 SHARES OF WEATHERFORD INTL LTD	P	2012-01-04	2012-08-21
9 SHARES OF WEATHERFORD INTL LTD	P	2012-04-17	2012-08-21
29 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-12	2012-09-04
47 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-26	2012-09-04
73 SHARES OF MOODY'S CORP	P	2012-02-03	2012-09-18
24 SHARES OF MOODY'S CORP	P	2012-02-14	2012-09-18
30 SHARES OF MOODY'S CORP	P	2012-07-17	2012-09-18
394 SHARES OF SCHWAB (CHAS) CORP	P	2012-01-04	2012-09-25
428 SHARES OF ALCOA INC	P	2012-03-20	2012-10-09
82 SHARES OF ALCOA INC	P	2012-07-31	2012-10-09
36 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-10-31
7 SHARES OF FLOWSERVE CORP	P	2012-01-04	2012-11-02
194 SHARES OF UNITED CONTINENTAL HOLDINGS INC	P	2012-08-28	2012-11-06
3 SHARES OF AIR PRODS & CHEMS INC	P	2012-06-12	2012-11-15
43 SHARES OF ALCOA INC	P	2012-07-31	2012-11-15
32 SHARES OF ALERE INC	P	2012-01-04	2012-11-15
24 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-11-15

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

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12 SHARES OF AMC NETWORKS INC CL A	P	2012-02-07	2012-11-15
8 SHARES OF AMPHENOL CORP CL A	P	2012-05-22	2012-11-15
1 SHARES OF APACHE CORP	P	2012-05-01	2012-11-15
19 SHARES OF AUTODESK INC	P	2012-05-22	2012-11-15
12 SHARES OF BAKER HUGHES INC	P	2012-01-03	2012-11-15
5 SHARES OF BECTON DICKINSON & CO	P	2012-01-04	2012-11-15
7 SHARES OF CAMERON INTL COPR	P	2012-03-13	2012-11-15
10 SHARES OF CERNER CORP	P	2012-09-04	2012-11-15
9 SHARES OF CHESAPEAKE ENERGY CORP	P	2012-05-01	2012-11-15
11 SHARES OF COCA COLA CO	P	2012-11-13	2012-11-15
1 SHARES OF DIGITAL RLTY TR INC COM	P	2012-02-14	2012-11-15
17 SHARES OF DIRECTV	P	2011-11-23	2012-11-15
5 SHARES OF DUPONT FABROS TECHNOLOGY	P	2012-02-14	2012-11-15
39 SHARES OF EMC CORPORATION	P	2012-06-19	2012-11-15
41 SHARES OF ELECTRONIC ARTS INC	P	2012-01-17	2012-11-15
2 SHARES OF EOG RESOURCES INC	P	2012-05-01	2012-11-15
9 SHARES OF FASTENAL CO	P	2012-08-28	2012-11-15
3 SHARES OF FLOWSERVE CORP	P	2012-01-04	2012-11-15
6 SHARES OF JOHNSON & JOHNSON	P	2012-11-13	2012-11-15
8 SHARES OF JOY GLOBAL INC	P	2012-10-09	2012-11-15
40 SHARES OF JUNIPER NETWORKS INC	P	2012-02-21	2012-11-15
3 SHARES OF LINKEDIN CORP - A	P	2012-07-31	2012-11-15
3 SHARES OF MANPOWERGROUP INC	P	2012-08-28	2012-11-15
1 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-11-15
18 SHARES OF MOODY'S CORP	P	2012-07-17	2012-11-15
15 SHARES OF MYRIAD GENETICS INC	P	2012-09-11	2012-11-15
6 SHARES OF NORFOLK SOUTHERN CORP	P	2012-02-21	2012-11-15
4 SHARES OF PALL CORP	P	2012-06-05	2012-11-15
8 SHARES OF QUALCOMM INC	P	2012-08-15	2012-11-15
5 SHARES OF RANGE RESOURCES CORP	P	2012-05-01	2012-11-15

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32 SHARES OF RIVERBED TECHNOLOGY IN	P	2012-03-06	2012-11-15
9 SHARES OF SCHLUMBERGER LTD	P	2012-04-17	2012-11-15
67 SHARES OF SOUTHWEST AIRLINES	P	2012-01-04	2012-11-15
3 SHARES OF TIFFANY & CO (NEW)	P	2012-05-29	2012-11-15
21 SHARES OF TYSON FOODS INC CL A	P	2012-09-11	2012-11-15
5 SHARES OF UNIVERSAL HEALTH SERVICES CL B	P	2012-11-06	2012-11-15
29 SHARES OF US AIRWAYS GROUP INC	P	2012-08-28	2012-11-15
10 SHARES OF VERIFONE HOLDINGS INC	P	2012-10-23	2012-11-15
6 SHARES OF VIACOM INC NEW CL B	P	2012-10-23	2012-11-15
22 SHARES OF VIRGIN MEDIA INC COM	P	2012-01-04	2012-11-15
11 SHARES OF VOLCANO CORP	P	2012-02-03	2012-11-15
27 SHARES OF WESTERN UNION CO	P	2012-08-07	2012-11-15
13 SHARES OF AMDOCS LTD	P	2012-05-15	2012-11-15
8 SHARES OF ENCANA CORP	P	2012-05-01	2012-11-15
12 SHARES OF PETROLEO BRASILEIRO SA ADR	P	2012-07-31	2012-11-15
23 SHARES OF QIAGEN NV	P	2012-01-04	2012-11-15
3 SHARES OF TOYOTA MOTOR CORP SPON ADR	P	2012-01-04	2012-11-15
11 SHARES OF UNILEVER PLC SPONS ADR	P	2012-06-12	2012-11-15
41 SHARES OF WEATHERFORD INTL LTD	P	2012-04-17	2012-11-15
4 SHARES OF WESTPORT INNOVATIONS INC	P	2012-05-08	2012-11-15
86 SHARES OF WEATHERFORD INTL LTD	P	2012-04-17	2012-11-27
34 SHARES OF AUTODESK INC	P	2012-05-22	2012-12-04
23 SHARES OF FLOWSERVE CORP	P	2012-01-04	2012-12-04
54 SHARES OF MOODY'S CORP	P	2012-07-17	2012-12-11
10 SHARES OF MASTERCARD INC CL A	P	2012-05-22	2012-12-18
126 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2011-12-27	2012-12-26
27 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2012-02-21	2012-12-26
20000 UNITS OF US TREASURY NOTE/BOND 1 875% 07/15/2013	P	2004-04-19	2012-02-14
20000 UNITS OF US TREASURY NOTE/BOND 1 875% 07/15/2013	P	2004-10-12	2012-02-14
920 SHARES OF SPDR MSCI ACWI EX US	P	2010-06-09	2012-02-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
62 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-05-30	2012-01-04
1 SHARES OF THE WALT DISNEY CO	P	2008-10-08	2012-01-24
31 SHARES OF AUTODESK INC	P	2008-07-23	2012-02-03
27 SHARES OF NORFOLK SOUTHERN CORP	P	2010-07-13	2012-02-03
19 SHARES OF PALL CORP	P	2009-09-29	2012-02-03
30 SHARES OF PALL CORP	P	2009-09-30	2012-02-03
41 SHARES OF QUALCOMM INC	P	2010-04-13	2012-02-03
28 SHARES OF QUALCOMM INC	P	2010-06-09	2012-02-03
193 SHARES OF KRAFT FOODS INC CL A	P	2011-01-11	2012-02-21
19 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-05-30	2012-03-20
10 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2010-02-24	2012-03-20
90 SHARES OF LIBERTY GLOBAL INC CL A	P	2010-11-02	2012-03-27
12 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-04-03
45 SHARES OF GEN-PROBE INC	P	2009-11-18	2012-05-01
41 SHARES OF GEN-PROBE INC	P	2009-12-02	2012-05-01
15 SHARES OF MASTERCARD INC CL A	P	2010-06-09	2012-05-08
1 SHARES OF MASTERCARD INC CL A	P	2010-10-19	2012-05-08
43 SHARES OF VISA INC CL A	P	2010-08-10	2012-05-08
17 SHARES OF VISA INC CL A	P	2010-10-19	2012-05-08
125 SHARES OF CISCO SYSTEMS INC	P	2009-04-28	2012-05-15
144 SHARES OF DISCOVERY COMMUNICATIONS NEW COM SER A	P	2010-05-05	2012-05-15
11 SHARES OF WASHINGTON POST CL B	P	2010-08-17	2012-05-22
20 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-05-24
6 SHARES OF CERNER CORP	P	2010-07-06	2012-05-24
12 SHARES OF CERNER CORP	P	2011-02-22	2012-05-24
15 SHARES OF COCA COLA CO	P	2010-06-09	2012-05-24
30 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-05-24
13 SHARES OF FEDEX CORP	P	2009-03-05	2012-05-24
2 SHARES OF FEDEX CORP	P	2010-06-29	2012-05-24
6 SHARES OF MONSANTO CO	P	2008-12-03	2012-05-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 SHARES OF PALL CORP	P	2009-09-30	2012-05-24
15 SHARES OF QUALCOMM INC	P	2010-06-09	2012-05-24
50 SHARES OF THE KROGER CO	P	2009-12-08	2012-05-24
5 SHARES OF THE WALT DISNEY CO	P	2008-10-08	2012-05-24
70 SHARES OF TIME WARNER INC	P	2010-11-02	2012-05-24
6 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-07-15	2012-05-24
9 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2010-02-24	2012-05-24
10 SHARES OF NESTLE SA SPONS ADR	P	2009-06-16	2012-05-24
21 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-05-24
29 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2011-03-01	2012-05-24
15 SHARES OF UNILEVER PLC SPONS ADR	P	2008-07-02	2012-05-24
30 SHARES OF UNILEVER PLC SPONS ADR	P	2008-11-05	2012-05-24
25 SHARES OF CERNER CORP	P	2008-12-03	2012-06-12
36 SHARES OF CERNER CORP	P	2010-07-06	2012-06-12
161 SHARES OF THE KROGER CO	P	2009-12-08	2012-06-19
19 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2008-07-15	2012-06-19
27 SHARES OF UNITED PARCEL SERVICE CLASS B	P	2009-03-05	2012-06-19
40 SHARES OF THE WALT DISNEY CO	P	2008-10-08	2012-07-24
24 SHARES OF THE WALT DISNEY CO	P	2008-11-18	2012-07-24
63 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-08-07
4 SHARES OF GOOGLE INC CL A	P	2010-05-25	2012-08-21
110 SHARES OF COCA COLA CO	P	2010-06-09	2012-08-28
73 SHARES OF TIME WARNER INC	P	2010-03-09	2012-09-04
30 SHARES OF TIME WARNER INC	P	2010-11-02	2012-09-04
4 SHARES OF MONSANTO CO	P	2008-12-03	2012-10-01
9 SHARES OF MONSANTO CO	P	2011-08-30	2012-10-01
21 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-10-01
39 SHARES OF FEDEX CORP	P	2009-03-05	2012-10-16
3 SHARES OF GOOGLE INC CL A	P	2008-10-08	2012-10-31
4 SHARES OF GOOGLE INC CL A	P	2010-05-25	2012-10-31

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 SHARES OF AMAZON COM INC	P	2011-08-15	2012-11-15
5 SHARES OF AMER EXPRESS CO	P	2009-03-05	2012-11-15
12 SHARES OF CARNIVAL CORP	P	2011-08-10	2012-11-15
6 SHARES OF DICKS SPORTING GOODS INC	P	2008-12-31	2012-11-15
17 SHARES OF DISCOVER FINANCIAL SVCS	P	2011-08-15	2012-11-15
1 SHARES OF GOOGLE INC CL A	P	2008-10-08	2012-11-15
23 SHARES OF HESS CORPORATION	P	2011-08-10	2012-11-15
15 SHARES OF MONSANTO CO	P	2011-08-30	2012-11-15
13 SHARES OF NEWS CORP INC - CL A	P	2011-07-27	2012-11-15
7 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-11-15
10 SHARES OF THE WALT DISNEY CO	P	2008-11-18	2012-11-15
13 SHARES OF TIME WARNER INC	P	2010-03-09	2012-11-15
3 SHARES OF NESTLE SA SPONS ADR	P	2009-06-16	2012-11-15
12 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-11-15
3 SHARES OF UNILEVER PLC SPONS ADR	P	2008-11-05	2012-11-15
11 SHARES OF MONSANTO CO	P	2009-11-10	2012-11-20
19 SHARES OF MONSANTO CO	P	2011-08-30	2012-11-20
89 SHARES OF QUANTA SERVICES INC	P	2010-08-25	2012-11-27
25 SHARES OF AUTODESK INC	P	2011-08-17	2012-12-04
7 SHARES OF FLOWSERVE CORP	P	2011-08-17	2012-12-04
22 SHARES OF MOODY'S CORP	P	2011-11-01	2012-12-11
62 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-12-11
20 SHARES OF RYANAIR HOLDINGS PLC ADR	P	2010-02-02	2012-12-12
100 SHARES OF ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS	P	2011-09-20	2012-12-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,931		28,013	-82
1,996		1,699	297
665		543	122
94,694		88,837	5,857
2,817		2,751	66
8,281		7,100	1,181
863		684	179
413		334	79
3,469		2,952	517
6,703		6,262	441
777		681	96
626		555	71
3,651		3,080	571
5,457		5,321	136
1,739		1,755	-16
5,254		4,982	272
3,938		3,465	473
173		120	53
1,262		965	297
2,502		2,227	275
598		436	162
1,627		1,319	308
3,645		2,962	683
317		274	43
3,847		3,234	613
866		651	215
2,958		2,274	684
293		250	43
4,887		4,448	439
2,589		2,416	173

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,378		3,272	106
911		1,034	-123
1,100		1,360	-260
1,387		1,795	-408
1,031		1,868	-837
1,071		1,011	60
1,739		1,917	-178
1,330		1,328	2
411		489	-78
2,536		2,606	-70
1,845		2,307	-462
1,486		1,463	23
951		883	68
1,665		1,872	-207
1,817		1,898	-81
127		127	0
765		766	-1
2,129		1,675	454
370		500	-130
763		725	38
2,173		2,433	-260
353		348	5
2,996		2,981	15
1,610		1,210	400
389		353	36
2,763		2,540	223
1,557		1,964	-407
1,003		1,116	-113
1,611		1,573	38
1,205		1,085	120

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,808		1,752	56
322		382	-60
1,977		2,643	-666
1,267		1,780	-513
2,093		2,064	29
3,556		3,569	-13
2,396		2,503	-107
1,028		1,054	-26
1,445		1,205	240
1,007		1,029	-22
1,476		1,238	238
625		677	-52
1,733		2,970	-1,237
1,845		2,185	-340
461		485	-24
1,433		1,346	87
1,984		1,969	15
2,207		2,280	-73
1,300		1,299	1
999		1,020	-21
820		760	60
1,314		1,365	-51
709		755	-46
755		670	85
886		841	45
768		684	84
1,900		2,310	-410
688		684	4
3,197		2,944	253
1,042		918	124

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
31		30	1
4,301		4,420	-119
870		878	-8
2,271		1,655	616
1,575		1,415	160
858		831	27
2,127		1,932	195
1,588		1,219	369
1,302		931	371
2,100		1,987	113
1,340		1,193	147
4,736		5,710	-974
2,018		2,224	-206
166		200	-34
115		123	-8
1,041		930	111
1,687		1,536	151
3,261		2,796	465
1,072		924	148
1,340		1,080	260
5,193		4,612	581
3,908		4,478	-570
749		698	51
474		708	-234
952		734	218
3,926		3,610	316
240		239	1
348		366	-18
570		766	-196
291		472	-181

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
602		511	91
470		425	45
77		98	-21
579		619	-40
485		615	-130
375		366	9
367		374	-7
754		727	27
152		180	-28
396		402	-6
61		70	-9
837		780	57
101		118	-17
921		992	-71
522		732	-210
229		223	6
362		400	-38
399		315	84
414		419	-5
444		462	-18
692		949	-257
296		306	-10
105		110	-5
458		413	45
835		648	187
449		405	44
343		411	-68
235		218	17
496		502	-6
339		338	1

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
545		864	-319
619		623	-4
591		574	17
180		172	8
351		341	10
207		218	-11
353		319	34
290		308	-18
295		325	-30
705		476	229
288		321	-33
339		480	-141
415		394	21
165		173	-8
225		230	-5
393		335	58
240		205	35
403		353	50
370		562	-192
104		109	-5
837		1,179	-342
1,119		1,108	11
3,230		2,412	818
2,652		1,945	707
4,910		4,129	781
1,140		2,371	-1,231
244		531	-287
25,948		20,458	5,490
25,948		21,032	4,916
28,280		24,964	3,316

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,585		4,442	143
39		26	13
1,163		1,054	109
1,978		1,498	480
1,172		627	545
1,850		984	866
2,495		1,724	771
1,704		982	722
7,437		6,057	1,380
1,522		1,361	161
801		588	213
4,575		3,439	1,136
698		127	571
3,666		1,900	1,766
3,340		1,731	1,609
6,426		2,947	3,479
428		238	190
5,040		3,215	1,825
1,992		1,337	655
2,070		2,341	-271
7,330		5,453	1,877
3,663		3,619	44
1,117		211	906
473		235	238
946		588	358
1,130		773	357
1,410		407	1,003
1,162		503	659
179		143	36
435		435	0

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
577		328	249
861		526	335
1,100		1,003	97
221		129	92
2,413		2,284	129
449		343	106
673		529	144
570		359	211
644		579	65
889		836	53
476		422	54
952		721	231
1,978		418	1,560
2,848		1,413	1,435
3,654		3,231	423
1,487		1,087	400
2,114		1,056	1,058
1,925		1,030	895
1,155		482	673
1,563		1,141	422
2,674		1,898	776
4,180		2,835	1,345
3,011		2,238	773
1,237		979	258
363		290	73
817		638	179
1,052		285	767
3,547		1,510	2,037
2,030		1,028	1,002
2,706		1,898	808

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
447		404	43
266		53	213
450		360	90
299		81	218
656		411	245
652		343	309
1,142		1,254	-112
1,251		1,064	187
304		209	95
174		127	47
473		201	272
574		399	175
188		108	80
396		331	65
110		72	38
979		759	220
1,691		1,347	344
2,254		1,612	642
823		744	79
983		641	342
1,081		754	327
2,144		1,709	435
695		551	144
905		1,922	-1,017

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-82
			297
			122
			5,857
			66
			1,181
			179
			79
			517
			441
			96
			71
			571
			136
			-16
			272
			473
			53
			297
			275
			162
			308
			683
			43
			613
			215
			684
			43
			439
			173

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			106
			-123
			-260
			-408
			-837
			60
			-178
			2
			-78
			-70
			-462
			23
			68
			-207
			-81
			0
			-1
			454
			-130
			38
			-260
			5
			15
			400
			36
			223
			-407
			-113
			38
			120

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			56
			-60
			-666
			-513
			29
			-13
			-107
			-26
			240
			-22
			238
			-52
			-1,237
			-340
			-24
			87
			15
			-73
			1
			-21
			60
			-51
			-46
			85
			45
			84
			-410
			4
			253
			124

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			-119
			-8
			616
			160
			27
			195
			369
			371
			113
			147
			-974
			-206
			-34
			-8
			111
			151
			465
			148
			260
			581
			-570
			51
			-234
			218
			316
			1
			-18
			-196
			-181

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			91
			45
			-21
			-40
			-130
			9
			-7
			27
			-28
			-6
			-9
			57
			-17
			-71
			-210
			6
			-38
			84
			-5
			-18
			-257
			-10
			-5
			45
			187
			44
			-68
			17
			-6
			1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-319
			-4
			17
			8
			10
			-11
			34
			-18
			-30
			229
			-33
			-141
			21
			-8
			-5
			58
			35
			50
			-192
			-5
			-342
			11
			818
			707
			781
			-1,231
			-287
			5,490
			4,916
			3,316

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			143
			13
			109
			480
			545
			866
			771
			722
			1,380
			161
			213
			1,136
			571
			1,766
			1,609
			3,479
			190
			1,825
			655
			-271
			1,877
			44
			906
			238
			358
			357
			1,003
			659
			36
			0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			249
			335
			97
			92
			129
			106
			144
			211
			65
			53
			54
			231
			1,560
			1,435
			423
			400
			1,058
			895
			673
			422
			776
			1,345
			773
			258
			73
			179
			767
			2,037
			1,002
			808

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			43
			213
			90
			218
			245
			309
			-112
			187
			95
			47
			272
			175
			80
			65
			38
			220
			344
			642
			79
			342
			327
			435
			144
			-1,017


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PITCAIRN TRUST COMPANY	TRUSTEE 2 00	0	0	0
165 TOWNSHIP LINE ROAD JENKINTOWN, PA 19046				
WILLIAM S COLEMAN	TRUSTEE 1 00	0	0	0
120 WEST PENN STREET PHILADELPHIA, PA 19144				
DEBORAH COLEMAN	TRUSTEE 1 00	0	0	0
2 WINTHROP STREET WINCHESTER, MA 01890				
BARRY GROSSBACH	TRUSTEE 1 00	0	0	0
446 SOUTH 43RD STREET PHILADELPHIA, PA 19104				
SAMUEL COLEMAN	TRUSTEE 1 00	0	0	0
289 GRACE CHURCH STREET RYE, NY 10580				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON,DC 20006	NONE	NON-PROFIT ORGANIZAT	SANDY RELIEF	2,500
DRUG POLICY ALLIANCE 70 WEST 36TH STREET NEWYORK,NY 10018	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	1,500
MORNINGSIDE PRESBYTERIAN CHURCH 1411 NORTH MORNINGSIDE DRIVE ATLANTA,GA 30306	NONE	RELIGIOUS INSTITUTIO	UNRESTRICTED	4,000
NATIONALITIES SERVICE CENTER 1216 ARCH STREET 4TH FLOOR PHILADELPHIA,PA 19107	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	5,000
PACE ACADEMY 966 WEST PACES FERRY ROAD ATLANTA,GA 30306	NONE	NON-PROFIT ORGANIZAT	2008 ANNUAL FUND	3,000
RYE FREE READING CENTER BOSTON POST ROAD RYE,NY 10580	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	1,000
RYE NATURE CENTER PO BOX 274 RYE,NY 10580	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	1,000
SPRING GARDEN CHILDREN'S SCHOOL 401 WEST BERWICK STREET EASTON,PA 180426551	NONE	SCHOOL	UNRESTRICTED	4,000
ST ANTHONY 1907 FOUNDATION PO BOX 876 ITHACA,NY 14857	NONE	NON-PROFIT ORGANIZAT	DELTA CHAPTER	1,000
TRUSTEES OF PHILLIPS ACADEMY PO BOX 9557 BOSTON,MA 02205	NONE	SCHOOL	UNRESTRICTED	1,000
UC GREEN INC 4613 WOODLAND AVENUE PHILADELPHIA,PA 191433851	NONE	NON-PROFIT ORGANIZAT	UNRESTRICTED	7,000
CHILDREN'S SCHOOL OF SCIENCE PO BOX 522 WOODS HOLE,MA 02543	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000
WAQUOIT CONGREGATIONAL CHURCH 15 PARSONS LANE WAQUOIT,MA 02536	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000
RYE HISTORICAL SOCIETY ONE PURCHASE STREET RYE,NY 10580	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
PENNSYLVANIA IMMIGRATION & CITIZENSHIP COALITION 2100 ARCH STREET 7TH FLOOR PHILADELPHIA,PA 19102	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVENUE PHILADELPHIA, PA 19121	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000
ST FRANCIS DE SALES SCHOOL 917 SOUTH 47TH STREET PHILADELPHIA, PA 191430191	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
Total  3a				42,000

TY 2012 Accounting Fees Schedule

Name: COLEMAN RESID TW

EIN: 23-6439502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PITCAIRN TRUST COMPANY	17,768	15,991		1,777

**TY 2012 Investments Government
Obligations Schedule****Name:** COLEMAN RESID TW**EIN:** 23-6439502**US Government Securities - End of
Year Book Value:** 127,314**US Government Securities - End of
Year Fair Market Value:** 162,725**State & Local Government
Securities - End of Year Book
Value:** 0**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Investments - Other Schedule

Name: COLEMAN RESID TW

EIN: 23-6439502

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	FMV	501,432	569,713

TY 2012 Other Increases Schedule

Name: COLEMAN RESID TW

EIN: 23-6439502

Description	Amount
CHANGES IN BOOK VALUE DUE TO ADJUSTMENT IN BASIS IN WASH SALE TRANSACTIONS	2,826

TY 2012 Taxes Schedule

Name: COLEMAN RESID TW

EIN: 23-6439502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	28	28		0