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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation: **SHARBAUGH/ BAER+**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **PROVIDENCE, RI 02901-1802**

**A Employer identification number**  
23-6512429

**B Telephone number (see instructions)**  
888-866-3275

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**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

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

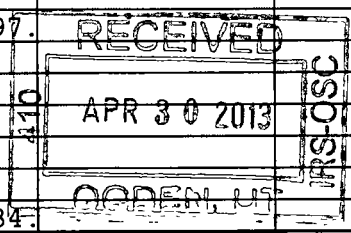
**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 245,753.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

ENVELOPE POSTMARK DATE APR 29 2013

SCANNED MAY 03 2013 Revenue

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	6,808.	6,808.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	20,797.			
<b>b</b>	Gross sales price for all assets on line 6a	270,611.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		20,797.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	-36.	-34.		STMT 2
<b>12</b>	<b>Total.</b> Add lines 1 through 11	27,569.	27,571.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	871.	522.		348.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule) STMT 3	400.	NONE	NONE	400.
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) STMT 4	523.	143.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) STMT 5		24.		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	1,794.	689.	NONE	748.
<b>25</b>	Contributions, gifts, grants paid	8,652.			8,652.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	10,446.	689.	NONE	9,400.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements	17,123.			
<b>b</b>	Net investment income (if negative, enter -0-)		26,882.		
<b>c</b>	Adjusted net income (if negative, enter -0-)				



P 6 4



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 . . . . .	6,359.	15,670.	15,670.
	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 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 . . . . .			
	10 a Investments - U S and state government obligations(attach schedule). . . . .			
	b Investments - corporate stock (attach schedule) . <b>STMT 6</b> . . . . .	222,730.	213,121.	213,304.
	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) . . . . . <b>STMT 7</b> . . . . .		17,211.	16,779.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ . . . . . )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	229,089.	246,002.	245,753.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . . )			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	229,089.	246,002.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	229,089.	246,002.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	229,089.	246,002.		

**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	229,089.
2 Enter amount from Part I, line 27a . . . . .	2	17,123.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b> . . . . .	3	306.
4 Add lines 1, 2, and 3 . . . . .	4	246,518.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b> . . . . .	5	516.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	246,002.



**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b OTHER GAINS AND LOSSES</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 13,899.		13,676.	223.			
<b>b</b> 256,706.		236,138.	20,568.			
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
<b>a</b>			223.			
<b>b</b>			20,568.			
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	20,797.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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	8,935.	227,797.	0.039224
2010	10,508.	213,243.	0.049277
2009	10,809.	197,093.	0.054842
2008			
2007			
<b>2 Total of line 1, column (d)</b>			0.143343
<b>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</b>			0.047781
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			234,911.
<b>5 Multiply line 4 by line 3</b>			11,224.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			269.
<b>7 Add lines 5 and 6</b>			11,493.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			9,400.

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



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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 131.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Activities include political campaign influence, unrelated business income, and substantial contributors.



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 ► NONE	13	X	
14	The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no ► (888) 866-3275 Located at ► P O BOX 1802, PROVIDENCE, RI ZIP+4 ► 028901-180			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 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 instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>	1b	X
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X



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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?  Yes  No

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?  Yes  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?  Yes  No

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
BANK OF AMERICA, N.A. 100 WESTMINSTER ST, PROVIDENCE, RI 02903	TRUSTEE 1	871.		- 0 -

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

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



**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		NONE
-----		
-----		
-----		
-----		
-----		NONE

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	231,265.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,223.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	238,488.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	238,488.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	3,577.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	234,911.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	11,746.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	11,746.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	538.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	538.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	11,208.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	11,208.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	11,208.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	9,400.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,400.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	9,400.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				11,208.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			785.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .		NONE		
<b>b</b> From 2008 . . . . .		NONE		
<b>c</b> From 2009 . . . . .		NONE		
<b>d</b> From 2010 . . . . .		NONE		
<b>e</b> From 2011 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ <u>9,400.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			785.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				8,615.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				2,593.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			



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

NOT APPLICABLE

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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:

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

c Any submission deadlines

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



**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
FIRST PRESBYTERIAN CHURCH 304 MAHONING ST LEHIGHTON PA 18235-1511	NONE	PC	UNRESTRICTED GENERAL SUPPORT	8,652.
<b>Total</b> . . . . . ▶ <b>3a</b>				8,652.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

Table with 3 columns: (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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 04/15/2013 Title: SVP Tax

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name: BANK OF AMERICA, N.A. Preparer's signature: [Signature] Date: 04/15/2013 Check [ ] if self-employed PTIN: Firm's name: Firm's address: Firm's EIN: Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOFA MONEY MARKET RESERVES INSTITUTIONAL	5.	5.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	4.	4.
LARGE CAP CORE CTF	763.	763.
INTERM GOVT/CREDIT BOND CTF	898.	898.
INTERNATIONAL EQUITY CTF	883.	883.
LARGE CAP VALUE QUANTITATIVE CTF	573.	573.
AGGREGATE BOND CTF	218.	218.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	35.	35.
EMERGING MARKETS STOCK COMMON TRUST FUND	31.	31.
MID CAP VALUE CTF	94.	94.
SMALL CAP VALUE CTF	61.	61.
MID CAP GROWTH CTF	74.	74.
DIVIDEND INCOME COMMON TRUST FUND	143.	143.
ISHARES S&P MIDCAP 400 INDEX FUND	30.	30.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	135.	135.
ISHARES TR RUSSELL 2000 INDEX FUND	43.	43.
IVY ASSET STRATEGY FUND CL I	106.	106.
PIMCO HIGH YIELD FUND	204.	204.
PERMANENT PORTFOLIO	46.	46.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	632.	632.
VANGUARD MSCI EAFE ETF FUND	60.	60.
VANGUARD FTSE EMERGING MKTS ETF	128.	128.
LARGE CAP GROWTH CTF	264.	264.
GOVERNMENT CREDIT CTF	1,191.	1,191.
HIGH QUALITY CORE COMMON TRUST FUND	60.	60.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	2.	2.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	33.	33.
REIT COMMON TRUST FUND	92.	92.
TOTAL	6,808.	6,808.

SHARBAUGH/ BAER+

23 - 6512429

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	-41.	-41.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	7.	7.
EMERGING MARKETS STOCK COMMON TRUST FUND	-3.	-3.
SMALL CAP VALUE CTF	1.	1.
POWERSHARES DB COMMODITY INDEX TRACKING	2.	2.
TOTALS	-36.	-34.

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FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	400.			400.
TOTALS	400.	NONE	NONE	400.

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23-6512429

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	126.	126.
EXCISE TAX ESTIMATES	380.	
FOREIGN TAXES ON QUALIFIED FOR	11.	11.
FOREIGN TAXES ON NONQUALIFIED	6.	6.
TOTALS	523.	143.

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FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP EXPENSES		24.
TOTALS		24.



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FORM 990PF, PART II - CORPORATE STOCK

ENDING FMV

ENDING BOOK VALUE

DESCRIPTION

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	4,904.	4,983.
464287614 ISHARES RUSSELL 1000	20,789.	20,105.
464287655 ISHARES RUSSELL 2000	4,735.	4,722.
921943858 VANGUARD MSCI EAFE E	4,796.	5,003.
922042858 VANGUARD MSCI EMERGI	9,767.	10,286.
466001864 IVY ASSET STRATEGY F	3,560.	3,598.
693390841 PIMCO HIGH YIELD FD	7,268.	7,329.
714199106 PERMANENT PORTFOLIO	8,510.	8,360.
72200Q182 PIMCO ALL ASSET ALL	15,658.	15,463.
202671913 AGGREGATE BOND CTF	41,527.	41,374.
207543877 SMALL CAP GROWTH LEA	4,957.	4,947.
29099J109 EMERGING MARKETS STO	9,515.	10,012.
302993993 MID CAP VALUE CTF	7,350.	7,506.
303995997 SMALL CAP VALUE CTF	5,018.	5,058.
323991307 MID CAP GROWTH CTF	7,353.	7,389.
45399C107 DIVIDEND INCOME COMM	20,727.	20,159.
99Z466163 HIGH QUALITY CORE CO	9,729.	9,565.
99Z466197 INTERNATIONAL FOCUSE	12,192.	12,512.
99Z466247 REIT COMMON TRUST FU	14,766.	14,933.
TOTALS	213,121.	213,304.

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23-6512429

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	17,211.	16,779.
TOTALS		17,211.	16,779.



FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

-----

-----

PARTNERSHIP ADJU  
ROUNDING ADJU

302.

4.

TOTAL

-----  
306.

=====



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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION  
-----

AMOUNT  
-----

CTF ADJU  
INCOME ADJU

352.  
164.

TOTAL

-----  
516.  
=====



SHARBAUGH/ BAER+  
Schedule D Detail of Long-term Capital Gains and Losses

23 - 6512429

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>OTHER GAINS AND LOSSES</b>					
46.849 LARGE CAP CORE CTF	02/18/2005	07/31/2012	3,145.00	3,292.00	-147.00
495.109 LARGE CAP CORE CTF	02/18/2005	10/05/2012	35,389.00	35,665.00	-276.00
161.659 LARGE CAP CORE CTF	04/22/2005	10/05/2012	11,555.00	11,135.00	420.00
66.45 LARGE CAP CORE CTF	10/31/2008	10/05/2012	4,750.00	3,721.00	1,029.00
308.509 INTERM GOVT/CREDIT BOND CTF	04/30/2010	10/05/2012	4,012.00	4,032.00	-20.00
128.175 INTERM GOVT/CREDIT BOND CTF	07/31/2011	10/05/2012	1,667.00	1,672.00	-5.00
9.622 INTERM GOVT/CREDIT BOND CTF	04/30/2011	10/05/2012	125.00	125.00	
649.666 INTERM GOVT/CREDIT BOND CTF	12/13/2002	10/05/2012	8,448.00	8,376.00	72.00
451.578 INTERM GOVT/CREDIT BOND CTF	11/15/2002	10/05/2012	5,872.00	5,819.00	53.00
4.073 INTERM GOVT/CREDIT BOND CTF	11/21/2003	10/05/2012	53.00	52.00	1.00
109.133 INTERM GOVT/CREDIT BOND CTF	12/19/2003	10/05/2012	1,419.00	1,403.00	16.00
80.866 INTERM GOVT/CREDIT BOND CTF	11/19/2004	10/05/2012	1,052.00	1,025.00	27.00
50.884 INTERM GOVT/CREDIT BOND CTF	02/18/2005	10/05/2012	662.00	642.00	20.00
103.291 INTERM GOVT/CREDIT BOND CTF	09/30/2005	10/05/2012	1,343.00	1,288.00	55.00
486.539 INTERM GOVT/CREDIT BOND CTF	01/31/2006	10/05/2012	6,327.00	6,027.00	300.00
424.073 INTERM GOVT/CREDIT BOND CTF	07/31/2007	10/05/2012	5,514.00	5,233.00	281.00
177.977 INTERNATIONAL EQUITY CTF	11/19/2004	10/05/2012	3,408.00	4,325.00	-917.00
55.016 INTERNATIONAL EQUITY CTF	04/22/2005	10/05/2012	1,053.00	1,306.00	-253.00
245.448 INTERNATIONAL EQUITY CTF	12/19/2003	10/05/2012	4,700.00	5,738.00	-1,038.00
241.482 INTERNATIONAL EQUITY CTF	10/24/2003	10/05/2012	4,624.00	5,482.00	-858.00
56.678 INTERNATIONAL EQUITY CTF	12/13/2002	10/05/2012	1,085.00	1,136.00	-51.00
421.789 INTERNATIONAL EQUITY CTF	10/31/2008	10/05/2012	8,076.00	5,309.00	2,767.00
364.802 LARGE CAP VALUE QUANTITATIVE	04/22/2005	10/05/2012	4,940.00	5,312.00	-372.00
1444.266 LARGE CAP VALUE QUANTITATIVE	09/19/2003	10/05/2012	19,556.00	19,621.00	-65.00
296.204 LARGE CAP VALUE QUANTITATIVE	10/31/2008	10/05/2012	4,011.00	3,261.00	750.00
1.746 SMALL CAP GROWTH LEADERS CTF					
(FORMERLY SMALL CAP GROWTH CTF)	02/18/2005	10/05/2012	28.00	32.00	-4.00
129.521 SMALL CAP GROWTH LEADERS CTF	04/22/2005	10/05/2012	2,063.00	2,290.00	-227.00
100.358 SMALL CAP GROWTH LEADERS CTF	12/13/2002	10/05/2012	1,599.00	1,723.00	-124.00
55.024 SMALL CAP GROWTH LEADERS CTF	10/31/2008	10/05/2012	877.00	732.00	145.00
168.589 MID CAP VALUE CTF	12/20/2002	08/31/2012	3,191.00	2,881.00	310.00
32.848 MID CAP VALUE CTF	12/19/2003	08/31/2012	622.00	633.00	-11.00
<b>Totals</b>					

SHARBAUGH/ BAER+  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
28.146 MID CAP VALUE CTF	10/31/2008	08/31/2012	533.00	391.00	142.00
114.166 SMALL CAP VALUE CTF	11/21/2003	08/31/2012	1,961.00	2,170.00	-209.00
103.512 MID CAP GROWTH CTF	11/19/2004	08/31/2012	1,983.00	2,100.00	-117.00
337.634 MID CAP GROWTH CTF	04/22/2005	08/31/2012	6,469.00	6,430.00	39.00
42.687 MID CAP GROWTH CTF	10/31/2008	08/31/2012	818.00	676.00	142.00
97.442 LARGE CAP GROWTH CTF	04/22/2005	10/05/2012	9,410.00	8,916.00	494.00
37.711 LARGE CAP GROWTH CTF	11/22/2002	10/05/2012	3,642.00	3,307.00	335.00
4.137 LARGE CAP GROWTH CTF	11/08/2002	10/05/2012	400.00	356.00	44.00
152.338 LARGE CAP GROWTH CTF	01/10/2003	10/05/2012	14,712.00	13,089.00	1,623.00
5.407 LARGE CAP GROWTH CTF	12/13/2002	10/05/2012	522.00	460.00	62.00
37.261 LARGE CAP GROWTH CTF	10/31/2008	10/05/2012	3,598.00	2,676.00	922.00
123.819 GOVERNMENT CREDIT CTF	04/30/2002	07/31/2012	1,033.00	1,021.00	12.00
1506.763 GOVERNMENT CREDIT CTF	06/14/2002	10/05/2012	12,543.00	12,752.00	-209.00
224.243 GOVERNMENT CREDIT CTF	04/30/2010	10/05/2012	1,867.00	1,891.00	-24.00
117.259 GOVERNMENT CREDIT CTF	10/24/2003	10/05/2012	976.00	988.00	-12.00
1642.825 GOVERNMENT CREDIT CTF	04/30/2002	10/05/2012	13,676.00	13,729.00	-53.00
150.121 GOVERNMENT CREDIT CTF	11/19/2004	10/05/2012	1,250.00	1,238.00	12.00
21.825 GOVERNMENT CREDIT CTF	02/18/2005	10/05/2012	182.00	180.00	2.00
439.184 GOVERNMENT CREDIT CTF	07/31/2009	10/05/2012	3,656.00	3,585.00	71.00
166.17 GOVERNMENT CREDIT CTF	09/30/2005	10/05/2012	1,383.00	1,350.00	33.00
704.466 GOVERNMENT CREDIT CTF	01/31/2007	10/05/2012	5,864.00	5,666.00	198.00
TOTAL OTHER GAINS AND LOSSES			237,644.00	232,259.00	5,385.00
Totals			237,644.00	232,259.00	5,385.00



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23-6512429

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
 =====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
 AND OTHER FIDUCIARIES

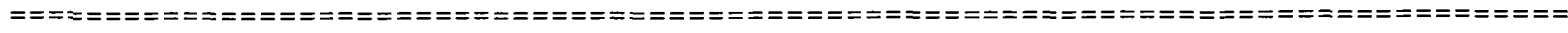
COMMON TRUST FUNDS	3,058.00	
	-----	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		3,058.00
		=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
 AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	12,319.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-302.00	
	-----	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		12,017.00
		=====



FEDERAL FOOTNOTES



THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES