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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 H CLARK WITMAN TW		A Employer identification number 23-6633341	
Number and street (or P O box number if mail is not delivered to street address) ONE M T PLAZA 8TH FLOOR		B Telephone number (see instructions) (716) 842-5506	
City or town, state, and ZIP code BUFFALO, NY 14203		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 117,944		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	2,538	2,514		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,690			
	b Gross sales price for all assets on line 6a <u>43,381</u>				
	7 Capital gain net income (from Part IV , line 2)		1,690		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,228	4,204		
	13 Compensation of officers, directors, trustees, etc	1,600	1,600		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	53	49		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,653	1,649	0	0
	25 Contributions, gifts, grants paid	8,236			8,236
	26 Total expenses and disbursements. Add lines 24 and 25	9,889	1,649	0	8,236
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-5,661			
	b Net investment income (if negative, enter -0-)		2,555		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	151	
	2	Savings and temporary cash investments	12,123	3,449
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)		
	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)	98,141	101,252
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		114,495
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	110,415	104,701
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	110,415	104,701
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	110,415	104,701
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	110,415	104,701

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	110,415
2	Enter amount from Part I, line 27a	2	-5,661
3	Other increases not included in line 2 (itemize) ▶ _____	3	7
4	Add lines 1, 2, and 3	4	104,761
5	Decreases not included in line 2 (itemize) ▶ _____	5	60
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	104,701

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			(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	
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	1,690
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	4,917	120,429	0 040829
2010	4,978	114,877	0 043333
2009	5,053	102,635	0 049233
2008	3,157	120,757	0 026143
2007	10,561	142,138	0 074301

2	Total of line 1, column (d).	2	0 233839
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 046768
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	115,043
5	Multiply line 4 by line 3.	5	5,380
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	26
7	Add lines 5 and 6.	7	5,406
8	Enter qualifying distributions from Part XII, line 4.	8	8,236

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	26
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	26
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	26
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	14
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T TRUST CO	TRUSTEE	1,600		
ONE M and T PLAZA 8TH FLOOR BUFFALO, NY 14203	1			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	113,066
b	Average of monthly cash balances.	1b	3,729
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	116,795
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	116,795
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	115,043
6	Minimum investment return. Enter 5% of line 5.	6	5,752

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	5,752
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	26
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	26
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,726
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,726
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	5,726

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	8,236
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,236
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	26
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,210
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				5,726
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			5,283	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 8,236				
a Applied to 2011, but not more than line 2a			5,283	
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.				2,953
e Remaining amount distributed out of corpus	0			
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	0			
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				2,773
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	0			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIV

Private 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 XV

Supplementary 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

NONE

2

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

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

a

The name, address, and telephone number 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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	2,538	
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	1,690	
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).				4,228	
13 Total. Add line 12, columns (b), (d), and (e).			13		4,228

[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.

* * * * *

2013-05-07

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 2)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
MICHELE L DORE EA	MICHELE L DORE EA	2013-05-07		
Firm's name	THOMSON REUTERS (TAX & ACCOUNTING)		Firm's EIN	
	9711 FARRAR COURT SUITE 110			
Firm's address	RICHMOND, VA 23236		Phone no (804) 727-3150	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
184 934 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2012-01-19
50 ALPINE GLBL PREMIER PROPERTIES FUND		2010-11-17	2012-01-19
46 CBRE CLARION GLBL REAL ESTATE INCOME		2010-11-17	2012-01-19
2 CBRE CLARION GLBL REAL ESTATE INCOME		2011-10-20	2012-01-19
125 936 DWS FLOATING RATE CL I		2011-04-08	2012-01-19
6 589 DREYFUS INTERNATIONAL BOND CL I		2011-12-28	2012-01-19
60 433 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-01-19
4 617 GUINNESS ATKINSON CHINA HONG KONG FD		2011-02-10	2012-01-19
359 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-01-19
1 196 GUINNESS ATKINSON CHINA HONG KONG FD		2009-12-30	2012-01-19
1 907 HARBOR INTERNATIONAL FUND #11		2009-04-17	2012-01-19
52 609 T ROWE PRICE LRG CAP GROWTH FD INST		2006-10-27	2012-01-19
2 409 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2012-01-19
2 474 MTB SM CAP GRWTH-INST I-FD #555		2007-08-27	2012-01-19
116 351 MTB SH DURATN GOVT BD-INST I-FD #120		2011-11-18	2012-01-19
217 806 MTB LGE CAP VAL-INST I #327		2008-01-25	2012-01-19
130 968 MTB LGE CAP GRWTH-INST I #299		2010-11-17	2012-01-19
59 826 MTB LGE CAP GRWTH-INST I #299		2011-12-02	2012-01-19
202 553 MTB INTL EQ-INST I-FD #270		2008-08-26	2012-01-19
2 41 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-11-18	2012-01-20
9 161 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2012-03-16
20 ALPINE GLBL PREMIER PROPERTIES FUND		2010-11-17	2012-03-16
1 122 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-03-16
3 566 HARBOR INTERNATIONAL FUND #11		2009-04-17	2012-03-16
9 801 T ROWE PRICE LRG CAP GROWTH FD INST		2006-10-27	2012-03-16
8 792 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-03-16
10 964 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2012-03-16
6 286 MORGAN STANLEY FOCUS GROWTH FD CL-I		2010-11-17	2012-03-16
25 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-11-18	2012-03-16
2 04 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-01-20	2012-03-16

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)
5 797 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2012-03-16
12 972 WILMINGTON MID CAP GROWTH FUND -I		2012-01-19	2012-03-16
28 284 WILMINGTON LARGE CAP GROWTH FUND -I		2002-10-10	2012-03-16
8 773 WILMINGTON LARGE CAP VALUE FUND -I		2005-04-13	2012-03-16
27 396 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-03-16
58 ALPINE GLBL PREMIER PROPERTIES FUND		2010-11-17	2012-04-16
18 785 ARTIO GLOBAL HIGH INCOME FD CLASS I		2011-04-08	2012-04-16
2 168 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-04-16
6 69 DREYFUS INTERNATIONAL BOND CL I		2012-03-16	2012-04-16
16 788 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-04-16
15 953 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-04-16
12 ISHARES HIGH DIVIDEND EQUITY ETF		2012-01-19	2012-04-16
16 856 MFS EMERGING MARKETS DEBT FUND - I		2012-01-19	2012-04-16
42 527 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-01-20	2012-04-16
35 205 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-04-08	2012-04-16
29 797 RS GLOBAL NATURAL RESOURCES FUND		2011-02-10	2012-04-16
3 167 RS GLOBAL NATURAL RESOURCES FUND		2012-03-16	2012-04-16
20 956 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2012-04-16
20 SPDR S&P DIVIDEND ETF		2011-11-18	2012-04-16
24 SPDR S&P DIVIDEND ETF		2010-11-17	2012-04-16
52 408 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-04-16
40 182 WILMINGTON LARGE CAP GROWTH FUND -I		2002-10-10	2012-04-16
3 769 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-04-16
101 341 WILMINGTON BROAD MARKET BOND FUND -I		2010-11-17	2012-04-16
93 ALPINE GLBL PREMIER PROPERTIES FUND		2011-01-28	2012-06-15
9 ALPINE GLBL PREMIER PROPERTIES FUND		2011-10-20	2012-06-15
1 805 LSV VALUE EQUITY FUND STRATEGY		2012-04-16	2012-07-26
25 ALPINE GLBL PREMIER PROPERTIES FUND		2011-10-20	2012-07-26
22 694 ARTIO GLOBAL HIGH INCOME FD CLASS I		2010-02-11	2012-07-26
7 506 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-07-26

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)
16 524 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-07-26
4 ISHARES HIGH DIVIDEND EQUITY ETF		2012-01-19	2012-07-26
27 461 MFS EMERGING MARKETS DEBT FUND - I		2012-01-19	2012-07-26
7 942 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-01-20	2012-07-26
2 458 RS GLOBAL NATURAL RESOURCES FUND		2011-10-20	2012-07-26
337 RS GLOBAL NATURAL RESOURCES FUND		2012-01-19	2012-07-26
18 062 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2012-07-26
2 607 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-04-16	2012-07-26
51 311 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-07-26
79 118 WILMINGTON BROAD MARKET BOND FUND -I		2012-03-16	2012-07-26
34 101 WILMINGTON BROAD MARKET BOND FUND -I		2010-12-02	2012-07-26
12 862 LSV VALUE EQUITY FUND STRATEGY		2012-04-16	2012-09-06
5 535 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-09-06
2 031 HARBOR INTERNATIONAL FUND #11		2012-04-16	2012-09-06
6 06 T ROWE PRICE LRG CAP GROWTH FD INST		2012-04-16	2012-09-06
3 092 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-09-06
10 24 LITMAN GREGORY MSTRS INTL FD CL-INST		2012-07-26	2012-09-06
1 682 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-11-18	2012-09-06
62 331 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-01-20	2012-09-06
79 352 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-02-10	2012-09-06
2 125 RS GLOBAL NATURAL RESOURCES FUND		2011-12-15	2012-09-06
34 966 RS GLOBAL NATURAL RESOURCES FUND		2010-02-11	2012-09-06
2 057 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-04-16	2012-09-06
6 223 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2012-09-06
17 39 WILMINGTON MID CAP GROWTH FUND -I		2012-04-16	2012-09-06
19 295 WILMINGTON LARGE CAP GROWTH FUND -I		2012-07-26	2012-09-06
15 696 WILMINGTON LARGE CAP VALUE FUND -I		2005-04-13	2012-09-06
8 449 FEDERATED ULTRA SHORT BOND CL I		2012-09-06	2012-11-05
49 835 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-11-05
6 223 GUINNESS ATKINSON CHINA HONG KONG FD		2012-04-16	2012-11-05

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)
2 987 HARBOR INTERNATIONAL FUND #11		2012-04-16	2012-11-05
40 063 T ROWE PRICE LRG CAP GROWTH FD INST		2012-04-16	2012-11-05
5 491 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-11-05
3 799 LITMAN GREGORY MSTRS INTL FD CL-INST		2012-07-26	2012-11-05
6 453 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2012-11-05
27 769 WILMINGTON SHORT-TERM CORP BOND -I		2012-09-06	2012-11-05
101 188 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-11-05
33 069 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2012-11-05
22 816 WILMINGTON MID CAP GROWTH FUND -I		2012-04-16	2012-11-05
3 566 WILMINGTON LARGE CAP GROWTH FUND -I		2012-07-26	2012-11-05
114 304 WILMINGTON LARGE CAP GROWTH FUND -I		2002-10-10	2012-11-05
27 152 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-11-05
21 365 WILMINGTON BROAD MARKET BOND FUND -I		2011-12-02	2012-11-05
24 621 WILMINGTON BROAD MARKET BOND FUND -I		2012-01-20	2012-11-05
53 425 WILMINGTON BROAD MARKET BOND FUND -I		2012-09-06	2012-11-05
22 422 WILMINGTON BROAD MARKET BOND FUND -I		2011-04-08	2012-11-05
2 189 GUINNESS ATKINSON CHINA HONG KONG FD		2011-12-29	2012-12-14
4 193 GUINNESS ATKINSON CHINA HONG KONG FD		2012-04-16	2012-12-14
7 499 GUINNESS ATKINSON CHINA HONG KONG FD		2012-09-06	2012-12-14
17 734 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-12-14
20 159 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-10-20	2012-12-14
924 GUINNESS ATKINSON GLOBAL ENERGY FUND		2012-01-19	2012-12-14
995 GUINNESS ATKINSON GLOBAL ENERGY FUND		2012-07-26	2012-12-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,548		2,384	164
285		352	-67
330		351	-21
14		14	
1,159		1,201	-42
109		109	
998		975	23
135		173	-38
10		10	
35		42	-7
107		71	36
904		740	164
32		24	8
40		49	-9
1,143		1,143	
2,259		2,407	-148
1,107		1,048	59
506		474	32
1,653		2,074	-421
88		85	3
136		118	18
131		140	-9
33		36	-3
218		133	85
186		138	48
175		198	-23
161		104	57
258		220	38
10		9	1
37		35	2

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)
102		115	-13
206		192	14
261		222	39
97		97	
190		218	-28
370		405	-35
181		195	-14
36		35	1
112		111	1
154		154	
414		510	-96
678		664	14
255		246	9
659		651	8
546		558	-12
1,043		1,157	-114
111		117	-6
185		200	-15
1,116		1,052	64
1,339		1,214	125
538		538	
358		316	42
25		30	-5
1,017		1,029	-12
602		644	-42
58		50	8
25		26	-1
158		139	19
218		229	-11
127		121	6

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)
152		152	
241		221	20
427		400	27
125		122	3
87		86	1
12		12	
159		172	-13
45		46	-1
529		527	2
810		787	23
349		343	6
193		184	9
147		177	-30
118		118	
115		113	2
58		68	-10
140		132	8
28		25	3
1,019		954	65
1,297		1,057	240
79		74	5
1,294		1,026	268
38		36	2
104		123	-19
261		264	-3
172		160	12
166		173	-7
78		78	
460		458	2
181		186	-5

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)
178		174	4
740		749	-9
106		121	-15
54		48	6
91		61	30
287		286	1
1,047		1,039	8
552		656	-104
342		347	-5
31		30	1
988		899	89
179		216	-37
219		210	9
252		244	8
548		544	4
230		222	8
65		58	7
125		125	
223		193	30
527		444	83
526		609	-83
24		25	-1
26		25	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	
			164
			-67
			-21
			-42
			23
			-38
			-7
			36
			164
			8
			-9
			-148
			59
			32
			-421
			3
			18
			-9
			-3
			85
			48
			-23
			57
			38
			1
			2

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	
			-13
			14
			39
			-28
			-35
			-14
			1
			1
			-96
			14
			9
			8
			-12
			-114
			-6
			-15
			64
			125
			42
			-5
			-12
			-42
			8
			-1
			19
			-11
			6

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	
			20
			27
			3
			1
			-13
			-1
			2
			23
			6
			9
			-30
			2
			-10
			8
			3
			65
			240
			5
			268
			2
			-19
			-3
			12
			-7
			2
			-5

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	
			4
			-9
			-15
			6
			30
			1
			8
			-104
			-5
			1
			89
			-37
			9
			8
			4
			8
			7
			30
			83
			-83
			-1
			1

TY 2012 Investments - Other Schedule

Name: H CLARK WITMAN TW
EIN: 23-6633341

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MTB SHORT TERM CORP #518			
MTB LARGE CAP GROWTH #299			
MTB INT'L EQUITY #270			
MTB LARGE CAP VALUE #327			
T ROWE PRICE INST L/C GROWTH	AT COST	2,009	2,975
VANGUARD INST INDEX FD # 94			
RIDGEWORTH SEIX FLOATING RATE	AT COST	3,394	3,495
MTB SMALL CAP GROWTH #555			
HARBOR INTERNATIONAL #11	AT COST	4,222	6,304
LAZARD EMERGING MKTS PORT	AT COST	4,293	4,760
MTB MID CAP GROWTH #401			
GUINNESS ATKINSON HK CHINA	AT COST	431	606
DREYFUS INTL BOND FD	AT COST	2,182	2,341
MFS EMERG MKTS DEBT FD	AT COST	5,175	5,898
MTB INCOME INST FD #143			
ARTIO GLOBAL HIGH INCOME FD	AT COST	4,498	4,673
LSV VALUE EQUITY FUND	AT COST	6,199	7,023
MORGAN STANLEY FOCUS GROWTH FD	AT COST	4,992	5,596
ALPINE GLOBAL PREMIER PROP FD			
MAINSTAY EPOCH GLOBAL EQUITY			
RS GLOBAL NATURAL RES FD	AT COST	1,459	1,677
SPDR S&P DIVIDEND ETF			
DWS FLOATING RATE PLUS			
FEDERATED ULTRA SHORT BD	AT COST	2,298	2,316
MTB SHORT DURATION GOVT FD			
GUINNESS ATKINSON GLBL ENER			
CBRE CLARION GLBL RE INC FD			
LITMAN EMERGING MKTS	AT COST	1,939	3,065
WILMINGTON BROAD MKT BD FD	AT COST	13,855	15,006
WILMINGTON SHT TRM CORP BD FD	AT COST	8,375	8,672

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIAA-CREF MID CAP VALUE FD	AT COST	3,287	3,412
WILMINGTON LGE CAP GRWTH FD	AT COST	3,383	3,528
WILMINGTON LGE CAP VALUE FD	AT COST	3,806	4,774
WILMINGTON MID CAP GRWTH FD	AT COST	5,011	5,788
WILMINGTON MUL MGR REAL ASSET	AT COST	5,587	6,011
WILMINGTON SM CAP GRWTH FD	AT COST	2,529	2,628
VANGUARD MSCI EAFE ETF	AT COST	2,195	2,325
WILMINGTON MUL MGR INTL	AT COST	7,155	8,566
ISHARES HIGH DIVIDEND EQ ETF	AT COST	2,978	3,056

TY 2012 Other Decreases Schedule**Name:** H CLARK WITMAN TW**EIN:** 23-6633341

Description	Amount
ROUNDING	4
RETURN OF CAPITAL ADJUSTMENT	56

TY 2012 Other Increases Schedule

Name: H CLARK WITMAN TW

EIN: 23-6633341

Description	Amount
MUTUAL FUND ADJUSTMENT	7

TY 2012 Taxes Schedule**Name:** H CLARK WITMAN TW**EIN:** 23-6633341

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATED TAX DEPOSITS	4	0		0
FOREIGN TAXES ON QUALIFIED FOR	37	37		0
FOREIGN TAXES ON NONQUALIFIED	12	12		0