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EXTENDED TO 11-15-2013  
**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

Form **990-PF**

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.

OMB No. 1545-0052

**2012**

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>RICHARD E. WOOSNAM CHARITABLE TRUST</b>		A Employer identification number <b>23-6870650</b>
Number and street (or P O box number if mail is not delivered to street address) <b>I NORTH BACTON HILL ROAD</b>	Room/suite <b>203</b>	B Telephone number <b>610-772-1379</b>
City or town, state, and ZIP code <b>MALVERN, PA 19355</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,130,675.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		23,023.	23,023.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,345.			
b Gross sales price for all assets on line 6a <b>684,000.</b>					
7 Capital gain net income (from Part IV, line 2)			8,345.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		447.	447.		STATEMENT 2
12 Total. Add lines 1 through 11		31,815.	31,815.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,169.	1,169.		1,169.
c Other professional fees					
17 Interest					
18 Taxes		1,232.	1,232.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		7,041.	7,041.		7,041.
24 Total operating and administrative expenses. Add lines 13 through 23		9,442.	9,442.		8,210.
25 Contributions, gifts, grants paid		59,160.			59,160.
26 Total expenses and disbursements. Add lines 24 and 25		68,602.	9,442.		67,370.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<36,787.>			
b Net investment income (if negative, enter -0-)			22,373.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	2,345.	33,248.	33,248.
	2 Savings and temporary cash investments	194,529.	198,394.	198,394.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 6</b>	822,115.	765,295.	899,033.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,018,989.</b>	<b>996,937.</b>	<b>1,130,675.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable	4,465.	19,200.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>4,465.</b>	<b>19,200.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	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	377,515.	377,515.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	637,009.	600,222.		
<b>30 Total net assets or fund balances</b>	<b>1,014,524.</b>	<b>977,737.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,018,989.</b>	<b>996,937.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,014,524.
2 Enter amount from Part I, line 27a	2	<36,787.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	977,737.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	977,737.

**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 SEE ATTACHED</b>		P		
<b>b CAPITAL GAINS DIVIDENDS</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> 677,204.		675,655.	1,549.	
<b>b</b> 6,796.			6,796.	
<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) 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		
<b>a</b>			1,549.	
<b>b</b>			6,796.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 8,345.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

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

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	63,760.	1,130,544.	.056398
2010	55,669.	1,041,656.	.053443
2009	51,238.	920,651.	.055654
2008	61,221.	1,175,891.	.052063
2007	75,812.	1,440,567.	.052627
<b>2</b> Total of line 1, column (d)			2 .270185
<b>3</b> 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 .054037
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,092,341.
<b>5</b> Multiply line 4 by line 3			5 59,027.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			6 224.
<b>7</b> Add lines 5 and 6			7 59,251.
<b>8</b> Enter qualifying distributions from Part XII, line 4			8 67,370.

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 and payments. Total tax due is 224.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and substantial contributors. Includes 'N/A' and 'NONE' entries.

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>		X	
14	The books are in care of ▶ <u>RICHARD E. WOOSNAM</u> Telephone no. ▶ <u>610-772-1399</u> Located at ▶ <u>I NORTH BACTON HILL ROAD, NO. 203, MALVERN, PA</u> ZIP+4 ▶ <u>19355</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u>	1b	
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.) <u>N/A</u>	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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No **X**  
 If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **N/A**

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD E. WOOSNAM IN. BACTON HILL ROAD, STE 203 FRAZER, PA 19341	TRUSTEE	0.00	0.	0.

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

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

**Total number of other employees paid over \$50,000** **0**

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**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>	1,099,762.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	9,214.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,108,976.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,108,976.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	16,635.
<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>	1,092,341.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	54,617.

**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>	54,617.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	224.
<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>	224.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	54,393.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	54,393.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	54,393.

**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>	67,370.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<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>	67,370.
<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	<b>5</b>	224.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	67,146.

**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				54,393.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	8,216.			
<b>b</b> From 2008	2,836.			
<b>c</b> From 2009	5,523.			
<b>d</b> From 2010	4,928.			
<b>e</b> From 2011	9,455.			
<b>f</b> Total of lines 3a through e	30,958.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	67,370.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				54,393.
<b>e</b> Remaining amount distributed out of corpus	12,977.			
<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))	0.			0.
<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	43,935.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	8,216.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	35,719.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	2,836.			
<b>b</b> Excess from 2009	5,523.			
<b>c</b> Excess from 2010	4,928.			
<b>d</b> Excess from 2011	9,455.			
<b>e</b> Excess from 2012	12,977.			

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

**N/A**

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

**NONE**

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

**RICHARD E. WOOSNAM**

**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:

**SEE STATEMENT 10**

- 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
<p><b>a Paid during the year</b></p> <p>SEE ATTACHED</p>				59,160.
<b>Total</b>			▶ <b>3a</b>	59,160.
<p><b>b Approved for future payment</b></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0.





FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VARIOUS	1,232.	1,232.		0.
TO FORM 990-PF, PG 1, LN 18	1,232.	1,232.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEEs	7,041.	7,041.		7,041.
TO FORM 990-PF, PG 1, LN 23	7,041.	7,041.		7,041.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	765,295.	899,033.
TOTAL TO FORM 990-PF, PART II, LINE 13		765,295.	899,033.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AQUA	3,003.	0.	3,003.
DEUTSCHE BANK ALEX BROWN	6,120.	0.	6,120.
NATIONAL FINANCIAL SERVICES, LLC - FIDELITY BROKERAGE SERVICES	20,694.	6,796.	13,898.
NATIONAL FINANCIAL SERVICES, LLC - FIDELITY BROKERAGE SERVICES	2.	0.	2.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>29,819.</b>	<b>6,796.</b>	<b>23,023.</b>

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS	447.	447.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>447.</b>	<b>447.</b>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	1,169.	1,169.		1,169.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>1,169.</b>	<b>1,169.</b>		<b>1,169.</b>

Woosnam Charitable Trust  
Schedule of Current Assets - 12/31/12  
23-6870650

Fidelity Investments

	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
Celgene Corp	300.00	17,853.18	23,541.00
Fidelity Large Cap Core Enhanced	7,005.77	68,070.95	70,267.83
Fidelity Contrafund	784.70	43,958.12	60,869.10
Fidelity Equity Dividend Income Fund	2,261.29	41,337.18	44,049.83
Fidelity Mega Cap Stock Fund	4,980.26	54,817.92	59,215.30
Fidelity Low Priced Stock	1,471.53	46,748.76	58,125.40
Fidelity Select Health Care	18.41	2,501.22	2,468.13
Fidelity Select Pharmaceutical	802.81	10,493.55	12,074.32
Fidelity New Markets Income	1,053.15	15,685.20	18,746.07
Fidelity High Income	1,167.31	10,458.49	10,902.68
Fidelity Total Bond	2,329.46	26,120.43	25,507.61
Fidelity Real Estate Investment	313.36	10,085.59	10,071.26
Fidelity Total Emerging Markets	3,567.75	38,205.75	40,458.31
Fidelity Real Estate Income	5,264.29	55,334.32	60,012.92
Annaly Capital Management Inc	1,000.00	18,496.78	14,040.00
		<u>460,167.44</u>	<u>510,349.76</u>

Deutsche Bank

	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
Cypress Semiconductor Corp	1,000.00	13,878.90	10,840.00
Deere & Co	350.00	27,719.30	30,247.00
Dupont E I Demours	300.00	13,373.13	13,493.55
Energy Transfer Partners	500.00	21,284.80	21,465.00
Hyatt Hotels	300.00	10,271.94	11,571.00
Johnson & Johnson	688.00	28,319.83	48,228.80
Madlinear Inc	4,000.00	38,732.80	20,080.00
Nobel Energy Inc	300.00	28,253.13	30,522.00
Nuance Communications	1,000.00	26,688.90	22,320.00
Qualcomm	700.00	30,834.90	43,301.72
RPM Intl	900.00	17,044.56	26,424.00
		<u>256,402.19</u>	<u>278,493.07</u>

Aqua	4,334.78	<u>48,725.71</u>	<u>110,190.21</u>
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Total		765,295.34	899,033.04
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD E. WOOSNAM  
IN. BACTON HILL ROAD, STE 203  
FRAZER, PA 19341

FORM AND CONTENT OF APPLICATIONS

TYPED, DETAILED ANALYSIS OF PROPOSED USE OF CONTRIBUTION, ANALYSIS OF HISTORIC USE OF CONTRIBUTIONS AND A DETAILED HISTORY OF CHARITABLE ORGANIZATION.

ANY SUBMISSION DEADLINES

CURRENT YEAR CONTRIBUTION APPLICATION MUST BE RECEIVED BY FEBRUARY 28TH

RESTRICTIONS AND LIMITATIONS ON AWARDS

QUALIFIED 501(C)(3) ORGANIZATION

Richard E Woosnam Charitable Trust  
 EIN 23-6870650  
 For the Year Ended December 31, 2012

Part XV - Supplementary Information - Grants and Contributions Paid During the Year

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
1812 Theatre Company	N/A	501©3	For Education	250 00
Academy of Natural Sciences	N/A	501©3	For Education	100 00
Academy of Vocal Arts	N/A	501©3	For Education	100 00
Arden Theatre	N/A	501©3	For Education	4,000 00
Arden Theatre	N/A	501©3	For Education	3,000 00
American Diabetes Association	N/A	501©3	For Education	50 00
Anthracium	N/A	501©3	For Education	125 00
Artspace	N/A	501©3	For Education	500 00
Art alliance for Contemporary Glass	N/A	501©3	To Promote Diversity	100 00
Bryn Mawr Film Institute	N/A	501©3	For Scholarships	100 00
Center for Grape Aps	N/A	501©3	For Scholarships	250 00
Global Exchange	N/A	501©3	For Scholarships	100 00
Free Library of Philadelphia	N/A	501©3	For Research	1,000 00
Friends of Rittenhouse Square	N/A	501©3	For Research	250 00
Franklin Institute	N/A	501©3	For Education	1,500 00
FPRI	N/A	501©3	For Research	250 00
IU Foundation	N/A	501©3	For Education	1,000 00
IU Foundation	N/A	501©3	For Education	1,000 00
IU Foundation	N/A	501©3	For Education	1,000 00
IU Foundation	N/A	501©3	For Education	1,000 00
IU Foundation	N/A	501©3	For Research	1,000 00
IU Foundation	N/A	501©3	For Scholarships & Education	500 00
Philadelphia Art Alliance	N/A	501©3	For Education	2,500 00
IU Haeberle	N/A	501©3	For Education	1,500 00
Live Arts festival	N/A	501©3	For Education	500 00
Lycoming College	N/A	501©3	For Education	500 00
Lycoming College	N/A	501©3	For Education	4,000 00
National Constitution Center	N/A	501©3	For Education	5,000 00
Museum of Arts and design -NY	N/A	501©3	For Education	1,000 00
Pennsylvania Academy of Fine Arts	N/A	501©3	For Education	100 00
Philadelphia Museum of Art	N/A	501©3	For Education	1,500 00
Philadelphia Hospitality	N/A	501©3	For Education	185 00
Theatre exlc	N/A	501©3	For Education	600 00
The Zoological Soc of Philadelphia	N/A	501©3	For Education	100 00
The Zoological Soc of Philadelphia	N/A	501©3	For Education	15,000 00
Walnut Street Theatre	N/A	501©3	For Education	3,000 00
World Affairs Council	N/A	501©3	For Education	5,000 00
				2,500 00
				59,160 00

Woosnam Charitable Trust  
Schedule of Realized Gains/Losses - 12/31/12  
23-6870650

<u>Short-Term</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
EnSCO Plc Shs	2/10/12	8/28/12	500	27,959.25	28,715.55	756.30
Baxter International	4/17/12	9/25/12	600	32,861.40	36,781.27	3,919.87
Embraer	1/30/12	4/17/12	1,000	27,108.90	34,780.02	7,671.12
Williams Sonoma Inc	3/8/12	8/22/12	500	17,785.00	20,968.63	3,183.63
Altria Group Inc	7/25/12	12/14/12	500	17,712.15	16,582.67	(1,129.48)
Fidelity Large Cap Core	3/12/12	Various	4541.624	44,120.89	44,790.00	669.11
Fidelity Capital & Income	Various	12/26/12	2,263	20,610.85	21,475.79	864.94
Fidelity Floating Rate	Various	3/15/12	14	133.73	133.84	0.11
Fidelity OTC Port	12/14/12	12/26/12	1	42.89	43.22	0.33
Fidelity Emerging Markets	Various	2/8/12	326	8,705.06	7,563.60	(1,141.46)
Fidelity Floating Rate	Various	3/15/12	2,088	20,541.86	20,466.90	(74.96)
Fidelity Global Balanced	12/9/11	3/6/12	34	553.88	765.45	211.57
Fidelity Select Health Care	Various	Various	696	98,291.23	92,453.08	(5,838.15)
Fidelity Stock Selector	7/6/11	Various	963	19,630.49	19,109.88	(520.61)
						8,572.32

<u>Long-Term</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Realized Gain/Loss</u>
Allscripts	4/20/11	10/1/12	1,000	21,347.30	12,943.21	(8,404.09)
EOG Res	1/5/11	3/6/12	200	18,547.62	22,367.59	3,819.97
Ford Motor Co	3/15/11	8/22/12	1,000	14,447.20	9,499.78	(4,947.42)
Nuance Communication	1/23/11	1/27/12	1,200	23,986.68	33,317.00	9,330.32
Smart Technologies	Various	7/17/12	6,000	24,306.40	5,147.28	(19,159.12)
Wabash National Corp	Various	10/9/12	10,000	44,189.75	35,496.20	(8,693.55)
Johnson Ctls Inc	10/18/10	4/12/12	1,000	32,608.40	31,690.89	(917.51)
Smart Technologies	12/3/10	7/17/12	1,000	9,388.80	1,715.76	(7,673.04)
Annaly Capital Management Inc	6/21/11	12/28/12	1,000	18,496.78	13,993.33	(4,503.45)
Fidelity Contrafund	Various	Various	372	20,747.42	28,000.00	7,252.58
Fidelity Equity Dividend	11/7/11	12/26/12	772	13,185.80	15,000.00	1,814.20
Fidelity Global Balanced	Various	3/6/12	2,260	36,562.63	50,528.75	13,966.12
Fidelity Low Priced Stock	10/10/08	Various	1,282	40,040.98	50,000.00	9,959.02
Fidelity New Markets	Various	3/6/12	604	8,899.24	10,000.00	1,100.76
Fidelity OTC Port	11/3/11	12/26/12	172	10,000.00	10,327.67	327.67
Fidelity Select Health Care	7/6/11	7/16/12	19	2,652.65	2,546.92	(105.73)
						(6,833.27)

Net Gain 1,739.05

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>RICHARD E. WOOSNAM CHARITABLE TRUST</b>	Employer identification number (EIN) or <b>23-6870650</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>I NORTH BACTON HILL ROAD, NO. 203</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>MALVERN, PA 19355</b>	

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

0 4

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

**RICHARD E. WOOSNAM**

• The books are in the care of ▶ **163 WEST LANCASTER AVENUE - PAOLI, PA 19301**  
 Telephone No ▶ **610-772-1399** FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

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

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

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	RICHARD E. WOOSNAM CHARITABLE TRUST	Employer identification number (EIN) or	23-6870650
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
	I NORTH BACTON HILL ROAD, NO. 203		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	MALVERN, PA 19355		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

RICHARD E. WOOSNAM  
 I NORTH BACTON HILL ROAD, NO. 203 - MALVERN, PA 19355  
 Telephone No ▶ 610-772-1399 FAX No ▶ \_\_\_\_\_  
 • If the organization does not have an office or place of business in the United States, check this box   
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013  
 5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
 6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period  
 7 State in detail why you need the extension  
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION FROM 3RD PARTIES TO FILE A COMPLETE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c	<b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Kenneth Fry Title ▶ CPA Date ▶ 8-9-13