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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 , and ending

Name of foundation <b>SPORKIN, LILLIAN</b>		<b>A</b> Employer identification number <b>23-6913990</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>(888) 730-4933</b>
Wells Fargo Bank N A Trust Tax Dept - 101N Independence Mall E MACY1372-06		
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 825,804</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	21,553	21,228		
<b>5 a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6 a</b>	Net gain or (loss) from sale of assets not on line 10	12,235			
<b>b</b>	Gross sales price for all assets on line 6a 324,879				
<b>7</b>	Capital gain net income (from Part IV, line 2)		12,235		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10 a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total</b> Add lines 1 through 11	33,788	33,463	0	
<b>13</b>	Compensation of officers, directors, trustees, etc	12,845	9,634		3,211
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16 a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)	750			750
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	1,105	209		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	830	830		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	15,530	10,673	0	3,961
<b>25</b>	Contributions, gifts, grants paid	34,901			34,901
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	50,431	10,673	0	38,862
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-16,643			
<b>b</b>	Net investment income (if negative, enter -0-)		22,790		
<b>c</b>	Adjusted net income (if negative, enter -0-)			0	

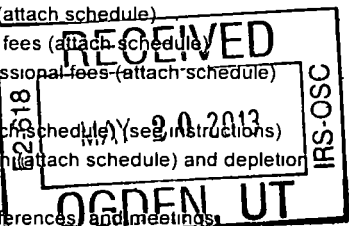
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

SCANNED MAY 1 2013

Operating and Administrative Expenses



2 p

Form 990-PF (2012) SPORKIN, LILLIAN

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	31,660	33,847	33,847
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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)	770,977	750,586	791,958	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	802,637	784,433	825,805	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	802,637	784,433	
	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 instructions)	802,637	784,433		
31 Total liabilities and net assets/fund balances (see instructions)	802,637	784,433		

## 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	802,637
2 Enter amount from Part I, line 27a	2	-16,643
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,164
4 Add lines 1, 2, and 3	4	787,158
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,725
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	784,433

**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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	12,235
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	0

**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	43,412	858,969	0.050540
2010	39,319	813,782	0.048316
2009	45,468	726,358	0.062597
2008	52,700	948,091	0.055585
2007	52,823	1,137,263	0.046447

2 Total of line 1, column (d)	2	0.263485
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	0.052697
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	817,571
5 Multiply line 4 by line 3	5	43,084
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	228
7 Add lines 5 and 6	7	43,312
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	38,862

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions)		1	456
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	456
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	456
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	602	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	602	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	146	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 146 Refunded	11	0	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>► N/A</b>	13	X	
14	The books are in care of <b>► WELLS FARGO BANK N A</b> Telephone no <b>► 888-730-4933</b> Located at <b>► 101N Independence Mall E MACY1372-062 Philadelphia PA</b> ZIP+4 <b>► 19106-2112</b>			
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 <b>► 15 N/A</b>			
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 <b>►</b>	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>►</b>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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>► 20_____ , 20_____ , 20_____ , 20_____</b>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>► 20_____ , 20_____ , 20_____ , 20_____</b>		
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 )	3b	N/A
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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b** 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? ☐ Yes ☒ No **N/A**

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 **6b** X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b** N/A

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

**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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	12,845		

**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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3



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>	797,834
<b>b</b>	Average of monthly cash balances	<b>1b</b>	32,187
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	830,021
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	830,021
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	12,450
<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>	817,571
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	40,879

**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>	40,879
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	456
<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>	456
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	40,423
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	40,423
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<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>	40,423

**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>	38,862
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	38,862
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	38,862

**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				40,423
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			35,752	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>38,862</u>				
<b>a</b> Applied to 2011, but not more than line 2a			35,752	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				3,110
<b>e</b> Remaining amount distributed out of corpus				
<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) )				
<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	0			
<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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				37,313
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

**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:

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			<b>▶ 3a</b>	34,901
<b>b</b> Approved for future payment NONE				
<b>Total</b>			<b>▶ 3b</b>	0

## Part XVI-A

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	21,553	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	12,235	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e)		0		33,788	0
<b>13</b>	Total Add line 12, columns (b), (d), and (e)				13	33,788

(See worksheet in line 13 instructions to verify calculations )

## Part XVI-B

[illegible]



SPORKIN, LILLIAN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

UNITED ACTION FOR ANIMALS, INC

**Street**

PO Box 635

**City**

NEW YORK

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

11,634

**Name**

AMERICAN ANTIVIVISECTION SOCIETY

**Street**

801 OLD YORK ROAD STE 204

**City**

JENKINTOWN

**State**

PA

**Zip Code**

19046

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

11,633

**Name**

RYERSS FARM FOR AGED EQUINES

**Street**

1710 RIDGE ROAD

**City**

POTTSTOWN

**State**

PA

**Zip Code**

19465

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

11,634

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount										Totals		Gross Sales		Cost: Other Basis and Expenses		Net Gain or Loss			
Long Term CG Distributions										2,872		Capital Gains/Losses		324,879		312,644		12,235	
Short Term CG Distributions										0		Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	ARTISAN INTERNATIONAL FU			8/29/2011		2/10/2012	1,738	1,670				0	68					
2	X	ARTISAN INTERNATIONAL FU			8/29/2011		8/8/2012	5,551	5,551				0	543					
3	X	ARTISAN INTERNATIONAL FU			8/29/2011		12/13/2012	6,094	5,551				0	452					
4	X	ARTISAN MID CAP FUND-INS			4/10/2012		12/13/2012	3,040	2,588				0	15					
5	X	CREDIT SUISSE COMM RT ST			8/29/2011		8/8/2012	1,166	1,151				0	197					
6	X	DODGE & COX INTL STOCK F			8/29/2011		8/8/2012	1,486	1,683				0	71					
7	X	DODGE & COX INTL STOCK F			8/29/2011		8/8/2012	5,853	5,924				0	33					
8	X	DODGE & COX INTL STOCK F			8/29/2011		12/13/2012	1,211	1,178				0	203					
9	X	DODGE & COX INCOME FD CC			8/29/2011		12/13/2012	2,719	2,516				0	162					
10	X	DODGE & COX INCOME FD CC			8/29/2011		11/19/2012	16,168	16,006				0	472					
11	X	DODGE & COX INCOME FD CC			8/29/2011		11/19/2012	12,179	11,707				0	8					
12	X	DREYFUS EMG MKT DEBT LO			8/29/2011		12/13/2012	1,259	1,251				0	300					
13	X	JP MORGAN MID CAP VALUE			8/29/2011		5/8/2012	2,230	1,930				0	265					
14	X	JP MORGAN MID CAP VALUE			8/29/2011		8/8/2012	1,784	1,499				0	242					
15	X	JP MORGAN MID CAP VALUE			8/29/2011		12/13/2012	1,264	1,022				0	1,969					
16	X	GOLDMAN SACHS GRTH OPP			8/29/2011		2/10/2012	21,015	19,046				0	134					
17	X	HARBOR CAPITAL APRTION			8/29/2011		2/10/2012	1,313	1,179				0	14					
18	X	HARBOR CAPITAL APRTION			11/21/2012		12/13/2012	853	839				0	191					
19	X	HARBOR CAPITAL APRTION			8/29/2011		12/13/2012	1,509	1,318				0	1,971					
20	X	HUSSMAN STRATEGIC GROW			8/29/2011		8/8/2012	14,436	16,407				0	258					
21	X	ISHARES S & P 500 INDEX FU			8/29/2011		2/10/2012	2,018	1,760				0	1,593					
22	X	ISHARES S & P 500 INDEX FU			8/29/2011		5/8/2012	11,564	9,971				0	17					
23	X	ISHARES CORE S & P 500 ETF			8/8/2012		12/13/2012	1,001	984				0	211					
24	X	KEELEY SMALL CAP VAL FD CC			8/29/2011		2/10/2012	2,288	2,057				0	22					
25	X	KEELEY SMALL CAP VAL FD CC			5/10/2012		8/8/2012	956	934				0	380					
26	X	KEELEY SMALL CAP VAL FD CC			8/29/2011		12/13/2012	2,250	1,970				0	616					
27	X	LAUDUS MONDRIAN INTL FI-H			8/29/2011		8/8/2012	7,870	8,486				0	44					
28	X	MFS VALUE FUND-CLASS I			5/10/2012		8/8/2012	1,576	1,532				0	1					
29	X	MFS VALUE FUND-CLASS I			5/10/2012		12/13/2012	20	19				0	59					
30	X	MFS VALUE FUND-CLASS I			2/14/2012		12/13/2012	1,172	1,113				0	669					
31	X	MAINSTAY EP US EQUITY-INS			8/29/2011		2/10/2012	12,447	11,778				0	984					
32	X	MAINSTAY EP US EQUITY-INS			8/29/2011		8/8/2012	12,422	11,438				0	59					
33	X	MERGER FD SH BEN INT 260			8/29/2011		8/8/2012	4,274	4,215				0	119					
34	X	OPPENHEIMER DEVELOPING			8/29/2011		12/13/2012	1,775	1,656				0	82					
35	X	RIDGEWORTH SEIX HY BD-1			8/29/2011		12/13/2012	1,088	1,006				0	376					
36	X	RIDGEWORTH SEIX HY BD-1			8/29/2011		2/10/2012	27,853	27,477				0	425					
37	X	PIMCO FOREIGN BD FD USD			9/28/2006		8/8/2012	7,691	7,266				0	0					
38	X	T ROWE PRICE SHORT TERM			8/29/2011		5/8/2012	10,486	10,486				0	443					
39	X	DODGE & COX INCOME FD CC			8/29/2011		2/10/2012	27,451	27,008				0	35					
40	X	RIDGEWORTH SEIX HY BD-1			10/24/2011		8/8/2012	964	924				0	164					
41	X	RIDGEWORTH SEIX HY BD-1			8/29/2011		11/19/2012	710	675				0	19					
42	X	DODGE & COX INCOME FD CC			5/10/2012		11/19/2012	3,129	2,965				0	61					
43	X	T ROWE PRICE SHORT TERM			2/14/2012		5/8/2012	9,452	9,432				0	24					
44	X	T ROWE PRICE SHORT TERM			2/14/2012		8/8/2012	29,648	29,587				0	150					
45	X	T ROWE PRICE SHORT TERM			7/957P105		11/19/2012	11,558	11,534				0	94					
46	X	SPDR DJ WILSHIRE INTERNA			8/25/2011		8/8/2012	1,938	1,788				0	215					
47	X	SPDR DJ WILSHIRE INTERNA			8/25/2011		11/19/2012	845	751				0	136					
48	X	SPDR DJ WILSHIRE INTERNA			8/25/2011		12/13/2012	1,538	1,323				0	111					
49	X	TCW SMALL CAP GROWTH FU			8/29/2011		2/10/2012	1,443	1,307				0	30					
50	X	TCW SMALL CAP GROWTH FU			5/10/2012		11/19/2012	1,614	1,725				0	318					
51	X	TCW SMALL CAP GROWTH FU			8/10/2012		11/19/2012	499	529				0	56					
52	X	TCW SMALL CAP GROWTH FU			8/29/2011		11/19/2012	7,319	7,637				0	92					
53	X	TCW SMALL CAP GROWTH FU			8/25/2011		2/10/2012	1,208	1,152				0	247					
54	X	VANGUARD MSCI EMERGING			8/25/2011		12/13/2012	1,736	1,646				0	314					
55	X	VANGUARD MSCI EMERGING			8/25/2011		2/10/2012	2,109	1,862				0	31					
56	X	VANGUARD REIT VIPER			8/25/2011		8/8/2012	1,778	1,464				0						
57	X	VANGUARD REIT VIPER			11/19/2012		12/13/2012	1,420	1,389				0						



**Part I, Line 16b (990-PF) - Accounting Fees**

		750	0	0	750
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750

**Part I, Line 18 (990-PF) - Taxes**

		1,105	209	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	209	209		
2	PY EXCISE TAX DUE	294			
3	ESTIMATED EXCISE PAYMENTS	602			

Part I, Line 23 (990-PF) - Other Expenses

		830	830	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE INCOME TAXES-PRINCIPAL	380	380		
2	STATE ESTIMATED PRINCIPAL	450	450		

## Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1					
2	HUSSMAN STRATEGIC GROWTH FUND 60		0	18,463	15,824
3	VANGUARD REIT VIPER		0	24,080	28,952
4	VANGUARD EMERGING MARKETS ETF		0	23,128	25,026
5	OPPENHEIMER DEVELOPING MKT-Y 788		0	22,887	25,038
6	SPDR DJ WILSHIRE INTERNATIONAL REA		0	24,467	28,283
7	DIAMOND HILL LONG-SHORT FD CL I 11		0	19,242	21,315
8	RIDGEWORTH SEIX HY BD-I 5855		0	37,876	40,938
9	GATEWAY FUND - Y 1986		0	20,579	20,354
10	CREDIT SUISSE COMM RT ST-CO 2156		0	46,102	40,220
11	KEELEY SMALL CAP VAL FD CL I 2251		0	16,957	20,878
12	ARTISAN INTERNATIONAL FUND 661		0	31,310	36,891
13	DODGE & COX INCOME FD COM 147		0	39,400	40,783
14	HARBOR CAPITAL APRCTION-INST 2012		0	42,307	48,843
15	MERGER FD SH BEN INT 260		0	12,196	12,320
16	PIMCO TOTAL RET FD-INST 35		0	125,204	124,825
17	PIMCO FOREIGN BD FD USD H-INST 103		0	18,173	18,805
18	T ROWE PRICE SHORT TERM BD FD 55		0	6,544	6,558
19	ARTISAN MID CAP FUND-INSTL 1333		0	22,025	21,678
20	ISHARES RUSSELL 2000 GROWTH		0	10,511	11,151
21	TCW SMALL CAP GROWTH FUND-I 4724		0	10,860	10,913
22	ISHARES S & P 500 INDEX FUND		0	24,744	28,485
23	LAUDUS MONDRIAN INTL FI-INST 2940		0	19,690	17,968
24	DODGE & COX INT'L STOCK FD 1048		0	33,978	37,057
25	MFS VALUE FUND-CLASS I 893		0	32,901	37,251
26	DREYFUS EMG MKT DEBT LOC C-I 6083		0	39,924	40,841
27	DRIEHAUS ACTIVE INCOME FUND		0	12,351	12,659
28	JP MORGAN MID CAP VALUE-I 758		0	14,687	18,102

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	Cost Basis Adjustment	1	363
2	Mutual Fund & CTF Income Additions	2	801
3	Total	3	1,164

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**Line 5 - Decreases not included in Part III, Line 2**

1	Mutual Fund & CTF Income Subtraction	1	2,621
2	PY Return of Capital Adjustment	2	104
3	Total	3	2,725

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**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

[illegible]

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/9/2012	2	151
3 Second quarter estimated tax payment	6/11/2012	3	151
4 Third quarter estimated tax payment	9/11/2012	4	151
5 Fourth quarter estimated tax payment	12/11/2012	5	149
6 Other payments		6	0
7 Total		7	602



**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	35,752
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	35,752