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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 PAUL H PUSEY FOUNDATION		A Employer identification number 23-7043682	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 111928		B Telephone number (see instructions) (239) 591-0562	
City or town, state, and ZIP code NAPLES, FL 34108		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 3,116,432	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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	69	69		
	4 Dividends and interest from securities.	31,642	31,642		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	☒ 37,690			
	b Gross sales price for all assets on line 6a _____ 37,690				
	7 Capital gain net income (from Part IV , line 2)		37,690		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	69,401	69,401		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,600	1,950		
	c Other professional fees (attach schedule)	☒ 40,000	35,000		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 840	840		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 504	59		
	24 Total operating and administrative expenses. Add lines 13 through 23	43,944	37,849		0
	25 Contributions, gifts, grants paid	160,864			160,864
	26 Total expenses and disbursements. Add lines 24 and 25	204,808	37,849		160,864
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-135,407			
	b Net investment income (if negative, enter -0-)		31,552		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	746,815	557,044	557,044
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	488		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	316,439	318,008	716,188
	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)	1,771,077	1,820,441	1,843,200
	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)	2,834,819	2,695,493	3,116,432	
Liabilities	17	Accounts payable and accrued expenses	5,000		
	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 ▶ _____)		143	
	23	Total liabilities (add lines 17 through 22)	5,000	143	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,829,819	2,695,350	
	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			
	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)	2,829,819	2,695,350	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,834,819	2,695,493	

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)	12,829,819
2	Enter amount from Part I, line 27a	-135,407
3	Other increases not included in line 2 (itemize) ▶ _____	1,569
4	Add lines 1, 2, and 3	2,695,981
5	Decreases not included in line 2 (itemize) ▶ _____	631
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	2,695,350

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)
1 a	Capital Gains Dividends	P	2011-12-30	2012-12-31
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 37,690	0	0	37,690
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a 0	0	0	37,690
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	37,690
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	152,200	3,224,004	0 047208
2010	129,000	3,061,333	0 042139
2009	188,113	2,595,793	0 072468
2008	228,063	3,923,101	0 058133
2007	242,645	4,991,502	0 048612

2	Total of line 1, column (d).	2	0 268560
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 053712
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,121,575
5	Multiply line 4 by line 3.	5	167,666
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	316
7	Add lines 5 and 6.	7	167,982
8	Enter qualifying distributions from Part XII, line 4.	8	160,864

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 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	631	
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	631	
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	631	
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	488		
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	488	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	143	
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 ☐	0	Refunded ☐	11	

Part VII-A

Statements 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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶MASON AYRES Telephone no ▶(239) 591-0562 Located at ▶8115 COSTA BRAVA CT NAPLES FL ZIP +4 ▶34109			
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	2,467,874
b	Average of monthly cash balances.	1b	701,238
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,169,112
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,169,112
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	47,537
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,121,575
6	Minimum investment return. Enter 5% of line 5.	6	156,079

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	156,079
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	631
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	631
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	155,448
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	155,448
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	155,448

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	160,864
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,864
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	160,864
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				155,448
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			160,862	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 160,864				
a Applied to 2011, but not more than line 2a			160,862	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				2
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				155,446
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

MRS NANCY P AYRES
PO BOX 111928
NAPLES, FL 34107
(239) 591-0562

b

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

LETTERS ONLY, SUBMITTED WITH MATERIALS DESCRIBING PURPOSE OF ORGANIZATION

c

Any submission deadlines

NONE

d

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

NONE

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			14	69	
4 Dividends and interest from securities.			14	31,642	
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			14	37,690	
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).				69,401	
13 Total. Add line 12, columns (b), (d), and (e).				69,401	69,401

[illegible]

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?

[illegible]

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	KIMBERLEY D VANHUSS CPA	KIMBERLEY D VANHUSS CPA			
	Firm's name ☐	VAN HUSS AND ASSOCIATES PLLC		Firm's EIN ☐	
		4312 GROVE AVE			
Firm's address ☐	RICHMOND, VA 232211802		Phone no (804) 342-9437		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY P AYRES	PRESIDENT, TREASURER 0 50	0	0	0
11253 BIG CANOE BIG CANOE,GA 30143				
WILLIAM A PUSEY	VP & Asst Treasurer 0 25	0	0	0
57 EAST SQUARE LANE RICHMOND,VA 23238				
PATRICIA P CLARK	VP & Asst Secretary 0 25	0	0	0
5326 DU PONT DRIVE SANTA ROSA,CA 95409				
PATRICIA P PUSEY	Vice President 0 25	0	0	0
57 EAST SQUARE LANE RICHMOND,VA 23238				
JOHN B REECE	Board Member 0 25	0	0	0
6411 THREE CHOPT ROAD RICHMOND,VA 23226				
WILLIAM A PUSEY JR	Board Member 0 25	0	0	0
11587 PRIMROSE LANE ROCKVILLE,VA 24146				
PAUL W AYRES	Board Member 0 25	0	0	0
5620 ROCKFIELD LOOP VALRICO,FL 33594				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Capital Gains Dividends	2011-12	Purchased	2012-12		37,690				37,690	

**TY 2012 Investments Corporate
Stock Schedule****Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,400 SHS, America Movil S A DE	2,351	55,536
2,000 SHS, Capital One Fin Co	1,703	115,860
400 SHS, CISCO Systems, Inc.	23,289	7,860
2,700 SHS, CSX Corp	21,693	53,271
1,400 SHS, Deere & Co	30,068	120,988
1,600 SHS, Intel Corp	29,165	32,992
1,400 SHS, Morgan Stanley	13,423	26,768
700 SHS, Pepsico Inc	18,279	47,901
500 SHS, Raytheon Co	24,361	28,780
1,474 SHS, Wells Fargo Co	25,425	50,381
2,700 SHS Powershares QQQ	128,251	175,851

TY 2012 Investments - Other Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
4,640.792 SHS, American Growth Fund		134,307	158,437
4,549.288 SHS, Artisan Intl		101,337	111,867
3,838.34 SHS, Brandywine FD Inc		133,077	90,086
3,663.373 SHS, Brandywine Funds		117,588	89,899
14,137.614 SHS, Causeway Fds		215,851	184,920
7,273.837 SHS, Chesapeake Core Growth Fd		124,003	118,200
1,620.552 SHS, Gamco Funds		37,144	32,719
3,895.682 SHS, Goldman Sachs		131,074	152,048
2,452.913 SHS, Invesco Energy Fd		116,996	91,837
3,414.144 SHS, Jensen Quality Growth		85,113	101,605
1,883.455 SHS, Lazard Fds Emerging Markets		44,959	37,726
6,043.063 SHS, Matthews Fds Pacific		106,585	147,572
4,387.655 SHS, Meridian Growth Fund		164,514	174,541
1,864.159 SHS, Neuberger Berman Small Cap		33,720	35,829
2,831.14 SHS, T Rowe Price Health Sciences		75,545	116,700
5,593.86 SHS, Royce Total Return		66,674	76,244
3,625.867 SHS, Third Avenue Tr		99,603	91,988
1,649.72 SHS, Wells Fargo Advantage		32,351	30,982

TY 2012 Other Decreases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
Excise Tax	631

TY 2012 Other Expenses Schedule**Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies	320			
Telephone and Communications	59	59		
Postage, Shipping and Delivery	49			
Mailing Services	76			

TY 2012 Other Increases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
Prior year cost basis adjustment	1,569

TY 2012 Other Professional Fees Schedule**Name:** PAUL H PUSEY FOUNDATION**EIN:** 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Professional Fees Professional Fees	20,000	20,000		
Administration Fees Administration Fee	20,000	15,000		

TY 2012 Taxes Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes	840	840		

Paul H. Pusey Foundation
EIN 23-7043682
Form 990PF - Part XV Line 3
Grants and Contributions Paid During the Year
2012

Recipient		Relationship	Foundation Status	Purpose	Amount
Name	Address				
Adopt A Horse	10 Macon St , Monticello, GA 31064	None	Other Public Charity	Charitable	1,400.00
Alzheimer's Association	14010 Roosevelt Blvd, Clearwater, FL 33762-3820	None	Other Public Charity	Charitable	1,350 00
Animal Shelter League of Rohnert Park	301 J Rogers Lane, Rohnert Park, CA 94928	None	Other Public Charity	Charitable	703 00
Autism Speaks	5455 Wilshire Blvd, Suite 2250, Los	None	Other Public Charity	Charitable	2,000 00
Baptist Theological Seminary at Richmond	3400 Brook Rd , Richmond, VA 23227	None	Other Public Charity	Charitable	6,245 00
Barron Collier Diamond Club Inc.	5600 Cougar Drive, Naples, FL 34109	None	Other Public Charity	Charitable	500.00
BCHS All Sports Booster Club	5600 Cougar Drive, Naples, FL 34109	None	Other Public Charity	Charitable	1,500 00
BEATS	1704 Winston Ct , Woodstock, GA 30189	None	Other Public Charity	Charitable	4,000 00
Benedictine College Preparatory	304 North Sheppard St, Richmond, VA 23221-0232	None	Other Public Charity	Charitable	1,000 00
Bolling Haxall House Foundation	211 E Franklin St , Richmond, VA 23219	None	Other Public Charity	Charitable	3,000 00
Cantas	P O Box 25790, Richmond, VA 23260-5790	None	Other Public Charity	Charitable	750 00
CenterStage Foundation	600 E Grace St , Suite 400, Richmond, VA 23219	None	Other Public Charity	Charitable	6,000 00
Chesapeake Bay Foundation	P O Box 8, Irvington, VA 22480	None	Other Public Charity	Charitable	200 00
Church Hill Activities and Tutoring	601 N 31st St , Richmond, VA 23223	None	Other Public Charity	Charitable	4,331 00
Collegiate Schools	103 N Mooreland Rd , Richmond, VA 23229	None	Other Public Charity	Charitable	250 00
Compassion International	12290 Voyager Pkwy , Colorado Springs, CO 80921	None	Other Public Charity	Charitable	1,000.00
Cross Over Health Care Ministry	8600 Quioccasin Rd, Suite 102, Richmond, VA 23229	None	Other Public Charity	Charitable	500 00
Elk Hill Farm Inc.	P O Box 99, Goochland, VA 23063	None	Other Public Charity	Charitable	1,000 00
Fellowship of Christian Athletes	3000 Orange Blossom Dr , Naples, FL 34109	None	Other Public Charity	Charitable	1,200 00
First Baptist Church	2709 Monument Ave , Richmond, VA 23220	None	Other Public Charity	Charitable	6,246 00

Paul H. Pusey Foundation
EIN 23-7043682
Form 990PF - Part XV Line 3
Grants and Contributions Paid During the Year
2012

Recipient		Relationship	Foundation Status	Purpose	Amount
Name	Address				
Four Horseshoes Youth Foundation	17110 James Madison Highway, Gordonsville, VA 22942	None	Other Public Charity	Charitable	1,000 00
Georgia Mountains Hospice	70 Caring Way, Jasper, GA 30143	None	Other Public Charity	Charitable	1,000.00
Good Samaritan Health & Wellness Center	P O Box 579, Jasper, GA 30143	None	Other Public Charity	Charitable	10,116 00
Good Shepherd Clinic of Dawson County	P O Box 201, Dawsonville, GA 30534	None	Other Public Charity	Charitable	1,000 00
Grace Episcopal Church	P O Box 1059, Kilmarnock, VA 22482	None	Other Public Charity	Charitable	1,000.00
Greater Richmond SCAN	103 E Grace St , Richmond, VA 23219	None	Other Public Charity	Charitable	250 00
International Justice Mission	P O Box 58147, Washington, DC 20037-8147	None	Other Public Charity	Charitable	1,400 00
K9 Search & Rescue Specialists, Inc	P O. Box 571, Villa Rica, GA, 30180	None	Other Public Charity	Charitable	1,000 00
Leukemia & Lymphoma Society	1311 Mamaroenck Ave #301, White Plains, NY	None	Other Public Charity	Charitable	2,000.00
Liberty University Performing Arts Liberty Campaign	1971 University Boulevard, Lynchburg, VA 24502	None	Other Public Charity	Charitable	1,000 00
Maria Carrillo High School Association	6975 Montecito Blvd , Santa Rosa, CA 95409	None	Other Public Charity	Charitable	6,000 00
Pelican Marsh Elementary PTO	9480 Airport Road N , Naples, FL 34109	None	Other Public Charity	Charitable	1,500 00
Pickens Family Partners	1222-C East Church St , Jasper, GA 30143	None	Other Public Charity	Charitable	1,000 00
Pregnancy Resource Center of Metro Richmond	1510 Willow Lawn Dr , Suite 200, Richmond, VA 23230	None	Other Public Charity	Charitable	250 00
Rincon Valley Middle School	4650 Badger Road, Santa Rosa, CA 95409	None	Other Public Charity	Charitable	702 00
Rollins College Gift Lockbox	P O. Box 864168, Orlando, FL, 32886-4168	None	Other Public Charity	Charitable	1,300 00
Salvation Army	P O Box 12400, 2 W. Grace St , Richmond, VA 23241	None	Other Public Charity	Charitable	1,250 00
Sequoia Elementary Parents Club	5305 Dupont Dr , Santa Rosa, CA 95409	None	Other Public Charity	Charitable	6,000 00
Sonoma County Community Foundation	250 D. Street, Suite 205, Santa Rosa, CA 95404	None	Other Public Charity	Charitable	13,405 00
St Andrews Episcopal Church	P O Box 272, Boca Grande, FL 33921	None	Other Public Charity	Charitable	300 00
St Catherine School Foundation	6001 Grove Ave , Richmond, VA 23226-2600	None	Other Public Charity	Charitable	1,250 00

Paul H. Pusey Foundation
EIN 23-7043682
Form 990PF - Part XV Line 3
Grants and Contributions Paid During the Year
2012

Recipient		Relationship	Foundation Status	Purpose	Amount
Name	Address				
St Catherine School Foundation (NA)	6001 Grove Ave , Richmond, VA 23226-2600	None	Other Public Charity	Charitable	1,000 00
St Christopher School Foundation	711 St Christopher Rd , Richmond, VA 23226-2750	None	Other Public Charity	Charitable	1,250 00
St Christopher School Foundation (PC)	711 St Christopher Rd , Richmond, VA 23226-2750	None	Other Public Charity	Charitable	5,175 00
St. Mary's Church	12291 River Road, Richmond, VA 23238	None	Other Public Charity	Charitable	6,000.00
Sweet Briar College Office of Development	P.O Box G, Sweet Briar, VA 24595	None	Other Public Charity	Charitable	200 00
University of North Florida Foundation	1 UNF Drive, Jacksonville, FL 32224	None	Other Public Charity	Charitable	6,700 00
Virginia Historical Society	P O Box 7311, Richmond, VA 23221-0311	None	Other Public Charity	Charitable	3,725 00
Virginia Historical Society (BP)	P O. Box 7311, Richmond, VA 23221-0311	None	Other Public Charity	Charitable	1,000 00
Virginia Home for Boys and Girls	8716 West Broad Street, Richmond, VA 23294	None	Other Public Charity	Charitable	3,725 00
Virginia Museum Fine Arts Foundation	200 North Boulevard, Richmond, VA 23220-4007	None	Other Public Charity	Charitable	3,725 00
Virginia Museum of Fine Arts (BP)	200 North Boulevard, Richmond, VA 23220-4007	None	Other Public Charity	Charitable	6,150 00
Virginia Union University	1500 North Lombardy Street, Richmond, VA 23220	None	Other Public Charity	Charitable	2,600 00
Volunteer Collier, Inc.	553 Galleon Dr , Naples, FL 34102	None	Other Public Charity	Charitable	2,000.00
WCVE (BP)	23 Sesame St., Richmond, VA 23235	None	Other Public Charity	Charitable	12,366 00
WCVE-Commonwealth Public Broadcasting Cor	23 Sesame St , Richmond, VA 23235	None	Other Public Charity	Charitable	6,350.00
Western Youth Football Association	351 Zointown Road, Richmond, VA 23229	None	Other Public Charity	Charitable	250 00
Young Life	P O Box 520, Colorado Springs, CO 80901-0520	None	Other Public Charity	Charitable	250 00
YWCA of Richmond	6 North 5th Street, Richmond, VA 23219-2230	None	Other Public Charity	Charitable	2,500.00

Total - 3a

\$ 160,864.00