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

OMB No 1545 0052

2012

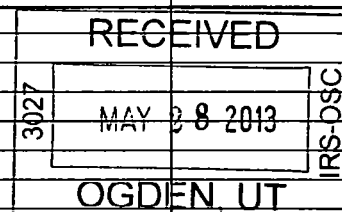
Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>GENESIS TWELVE FOUNDATION</b>		A Employer identification number <b>23-7885998</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2200 GEORGETOWN DRIVE</b>		B Telephone number (see the instructions) <b>(724) 934-5600</b>
City or town <b>SEWICKLEY</b>		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code <b>PA 15143</b>		D 1 Foreign organizations, 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 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, column (c), line 16) <b>\$ 190,472.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc. received (att sch)					
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		5,200.	5,200.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		29,176.			
b Gross sales price for all assets on line 6a <b>109,439.</b>					
7 Capital gain net income (from Part IV, line 2)			29,176.		
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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		34,376.	34,376.		
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 sch)		735.			
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt		576.	52.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
BANK WIRE FEE		25.			
24 Total operating and administrative expenses. Add lines 13 through 23		1,336.	52.		
25 Contributions, gifts, grants paid		110,000.			110,000.
26 Total expenses and disbursements. Add lines 24 and 25		111,336.	52.		110,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-76,960.			
b Net investment income (if negative, enter -0 )			34,324.		
c Adjusted net income (if negative, enter -0 )					



The

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	9,977.	8,194.	8,195.
	2 Savings and temporary cash investments			
	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 sch)			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule)	101,178.	58,586.	88,799.
	c Investments — corporate bonds (attach schedule)	123,992.	91,407.	93,478.
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	235,147.	158,187.	190,472.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)			
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X	
	27 Capital stock, trust principal, or current funds	772,563.	772,563.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-537,416.	-614,376.	
	30 <b>Total net assets or fund balances</b> (see instructions)	235,147.	158,187.	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	235,147.	158,187.		

**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	235,147.
2 Enter amount from Part I, line 27a	2	-76,960.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	158,187.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	158,187.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE SCHEDULE ATTACHED</b>		P	Various	Various
<b>b CAPITAL GAIN DIVIDENDS</b>		P	Various	Various
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 105,000.		80,263.	24,737.
b 4,439.		0.	4,439.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	24,737.
b 0.	0.	0.	4,439.
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>		2	29,176.
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 <span style="float: right;">]</span>		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 (column (b) divided by column (c))
2011	139,476.	333,239.	0.418546
2010	109,825.	430,437.	0.255148
2009	94,872.	430,260.	0.220499
2008	76,799.	579,455.	0.132537
2007	66,049.	705,254.	0.093653

2 Total of line 1, column (d)	2	1.120383
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	0.224077
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	217,568.
5 Multiply line 4 by line 3	5	48,752.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	343.
7 Add lines 5 and 6	7	49,095.
8 Enter qualifying distributions from Part XII, line 4	8	110,000.

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.

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**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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	343.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	343.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	343.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7		
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		343.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

**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 the instructions for 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?		
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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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

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**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 <u>N/A</u>	13	X	
14	The books are in care of <u>AUFMAN ASSOCIATES, INC.</u> Telephone no. <u>(724) 934-5600</u> Located at <u>2200 GEORGETOWN DRIVE SEWICKLEY PA</u> ZIP + 4 <u>15143</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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		X
See the 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
1 a	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 <input type="checkbox"/>	1 b	
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?	1 c	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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**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)?

5 b

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?

6 b

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

7 b

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
EDWARD J. AUFMAN 2200 GEORGETOWN DRIVE, STE 401 SEWICKLEY PA 15143	MANAGER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

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

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

None

**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		None

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

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

Expenses
1
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	<div></div> <div></div> <div></div>	
2	<div></div> <div></div> <div></div>	
All other program-related investments See instructions		
3	<div></div> <div></div> <div></div>	
Total. Add lines 1 through 3		

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**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	1 a	211,565.
b Average of monthly cash balances	1 b	9,316.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	220,881.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	220,881.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,313.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,568.
6 Minimum investment return. Enter 5% of line 5	6	10,878.

**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	10,878.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	343.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	343.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	10,535.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	10,535.
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	10,535.

**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	1 a	110,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	110,000.
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	343.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,657.

**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

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**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				10,535.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	32,266.			
b From 2008	48,194.			
c From 2009	73,615.			
d From 2010	88,653.			
e From 2011	123,862.			
f Total of lines 3a through e	366,590.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 110,000.				
a Applied to 2011, but not more than line 2a				
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				10,535.
e Remaining amount distributed out of corpus	99,465.			
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	466,055.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
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)	32,266.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	433,789.			
10 Analysis of line 9				
a Excess from 2008	48,194.			
b Excess from 2009	73,615.			
c Excess from 2010	88,653.			
d Excess from 2011	123,862.			
e Excess from 2012	99,465.			

N/A

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

(4) Gross investment income

[illegible]

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
<i>a Paid during the year</i>				
FIRST PRESBYTERIAN CHURCH 140 EAST ORANGE STREET LANCASTER PA 17602		CHURCH	YOUTH PROGRAMS	32,600.
FIRST PRESBYTERIAN CHURCH 140 EAST ORANGE STREET LANCASTER PA 17602		CHURCH	DISCOVER FIRST INVITATIONAL	12,600.
FIRST PRESBYTERIAN CHURCH 140 EAST ORANGE STREET LANCASTER PA 17602		CHURCH	EVANGELIAM & MARKETING	7,800.
FIRST PRESBYTERIAN CHURCH 140 EAST ORANGE STREET LANCASTER PA 17602		CHURCH	WORSHIP & THE ARTS	57,000.
<b>Total</b>			<b>3a</b>	<b>110,000.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	





**Miscellaneous Statement**

FORM 990-PF, Part 1, Line 16b

(a)

TAX PREPARATION

735.

Total

735.

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>EXCISE TAX ON INVESTMENT INCOME</b>	<b>524.</b>			
<b>FOREIGN TAX</b>	<b>52.</b>	<b>52.</b>		
Total	<b>576.</b>	<b>52.</b>		



**REALIZED CAPITAL GAINS AND LOSSES**  
**Genesis Twelve Foundation (Schwab)**  
**From 01-01-12 Through 12-31-12**

Security	Quantity	Date Acquired	Date Sold	Sales Price (Proceeds)	Cost Basis	Gain Or (Loss)	
						Short-Term	Long-Term
SHORT-TERM GAINS AND LOSSES							
FPA New Income							
FPA New Income	66.314	04-01-11	01-26-12	706.39	718.84	(12.45)	
TOTAL SHORT-TERM GAINS AND LOSSES				706.39	718.84	(12.45)	0.00
LONG-TERM GAINS AND LOSSES							
Artisan Mid Cap							
Artisan Mid Cap	27.678	11-18-02	01-26-12	1,000.00	556.05		443.95
Artisan Mid Cap	106.638	11-18-02	05-29-12	4,000.00	2,142.36		1,857.64
	134.316			5,000.00	2,698.41		2,301.59
Clipper							
Clipper	1.555	12-01-10	09-19-12	107.90	92.37		15.53
Clipper	1.201	12-01-09	09-19-12	83.34	66.10		17.24
Clipper	40.477	10-16-08	09-19-12	2,808.76	1,854.51		954.25
	43.233			3,000.00	2,012.98		987.02
FMI Large Cap							
FMI Large Cap	2.338	12-30-10	01-26-12	37.69	36.47		1.22
FMI Large Cap	9.094	10-29-10	01-26-12	146.60	134.23		12.37
FMI Large Cap	174.672	10-17-08	01-26-12	2,815.71	1,982.53		833.18
FMI Large Cap	184.615	10-17-08	05-29-12	3,000.00	2,095.38		904.62
	370.719			6,000.00	4,248.61		1,751.39
FPA Capital							
FPA Capital	97.765	10-30-09	05-25-12	4,000.00	3,009.20		990.80
FPA New Income							
FPA New Income	1,341.840	01-11-05	01-26-12	14,293.61	15,016.79		(723.18)
Harbor International Instl							
Harbor International Instl	5.259	12-17-10	05-29-12	285.86	311.09		(25.23)
Harbor International Instl	123.522	05-14-02	05-29-12	6,714.14	3,989.08		2,725.06
	128.781			7,000.00	4,300.17		2,699.83
Longleaf Partners							
Longleaf Partners	2.967	12-29-10	09-19-12	91.08	84.08		7.00
Longleaf Partners	159.918	06-08-00	09-19-12	4,908.92	3,365.45		1,543.47
	162.885			5,000.00	3,449.53		1,550.47
Longleaf Partners Small-Cap							
Longleaf Partners Small-Cap	3.448	12-29-10	09-19-12	103.55	92.06		11.49
Longleaf Partners Small-Cap	129.742	10-30-09	09-19-12	3,896.45	2,518.47		1,377.98
	133.190			4,000.00	2,610.53		1,389.47
Loomis Sayles Bond I							
Loomis Sayles Bond I	14.416	11-23-10	05-25-12	205.57	204.56		1.01
Loomis Sayles Bond I	21.104	12-09-10	05-25-12	300.94	297.57		3.37

**REALIZED CAPITAL GAINS AND LOSSES**  
**Genesis Twelve Foundation (Schwab)**  
**From 01-01-12 Through 12-31-12**

Security	Quantity	Date Acquired	Date Sold	Sales Price (Proceeds)	Cost Basis	Gain Or (Loss)	
						Short-Term	Long-Term
Loomis Sayles Bond I	96.914	11-13-01	05-25-12	1,381.99	1,044.73		337.26
Loomis Sayles Bond I	120.320	06-26-01	05-25-12	1,715.77	1,292.24		423.53
Loomis Sayles Bond I	123.509	12-05-00	05-25-12	1,761.24	1,319.08		442.16
Loomis Sayles Bond I	145.880	06-25-02	05-25-12	2,080.25	1,550.70		529.55
Loomis Sayles Bond I	33.746	04-28-09	05-25-12	481.22	356.69		124.53
Loomis Sayles Bond I	37.923	01-27-09	05-25-12	540.78	398.57		142.21
Loomis Sayles Bond I	107.450	12-26-01	05-25-12	1,532.24	1,113.18		419.06
	<u>701.262</u>			<u>10,000.00</u>	<u>7,577.33</u>		<u>2,422.67</u>
Oakmark International							
Oakmark International	9.084	12-16-10	05-25-12	150.89	174.96		(24.07)
Oakmark International	111.325	11-13-01	05-25-12	1,849.11	1,482.85		366.26
Oakmark International	152.130	11-13-01	09-19-12	3,000.00	2,026.37		973.63
	<u>272.539</u>			<u>5,000.00</u>	<u>3,684.18</u>		<u>1,315.82</u>
Oakmark Select							
Oakmark Select	1.712	12-16-10	05-25-12	50.93	46.63		4.30
Oakmark Select	233.582	12-27-00	05-25-12	6,949.07	5,019.68		1,929.39
Oakmark Select	99.404	12-27-00	05-29-12	3,000.00	2,136.19		863.81
	<u>334.698</u>			<u>10,000.00</u>	<u>7,202.50</u>		<u>2,797.50</u>
PIMCO Total Return I							
PIMCO Total Return I	8.506	10-29-10	01-26-12	93.84	99.43		(5.59)
PIMCO Total Return I	7.768	09-30-10	01-26-12	85.70	90.11		(4.41)
PIMCO Total Return I	7.581	08-31-10	01-26-12	83.64	87.49		(3.85)
PIMCO Total Return I	8.909	11-30-10	01-26-12	98.29	102.37		(4.08)
PIMCO Total Return I	8.245	07-30-10	01-26-12	90.96	93.99		(3.03)
PIMCO Total Return I	7.781	06-30-10	01-26-12	85.84	87.61		(1.77)
PIMCO Total Return I	7.674	04-30-10	01-26-12	84.66	85.41		(0.75)
PIMCO Total Return I	7.050	05-28-10	01-26-12	77.78	78.26		(0.48)
PIMCO Total Return I	9.951	11-30-09	01-26-12	109.78	109.86		(0.08)
PIMCO Total Return I	7.494	03-31-10	01-26-12	82.68	82.73		(0.05)
PIMCO Total Return I	7.154	02-26-10	01-26-12	78.93	78.62		0.31
PIMCO Total Return I	7.261	01-29-10	01-26-12	80.11	79.58		0.53
PIMCO Total Return I	12.392	10-30-09	01-26-12	136.71	135.57		1.14
PIMCO Total Return I	0.357	04-30-08	01-26-12	3.94	3.90		0.04
PIMCO Total Return I	13.513	09-30-09	01-26-12	149.08	147.56		1.52
PIMCO Total Return I	10.423	04-30-08	01-26-12	114.99	113.71		1.28
PIMCO Total Return I	1.599	03-31-08	01-26-12	17.64	17.44		0.20
PIMCO Total Return I	772.762	03-25-08	01-26-12	8,525.43	8,415.16		110.27
	<u>906.420</u>			<u>10,000.00</u>	<u>9,908.80</u>		<u>91.20</u>
Selected American Shares S							
Selected American Shares S	8.654	12-01-10	01-26-12	359.57	342.71		16.86
Selected American Shares S	87.616	11-26-02	01-26-12	3,640.43	2,265.99		1,374.44
Selected American Shares S	144.058	11-26-02	05-29-12	6,000.00	3,725.73		2,274.27
	<u>240.328</u>			<u>10,000.00</u>	<u>6,334.43</u>		<u>3,665.57</u>
TCW Select Equities N							
TCW Select Equities N	112.994	11-18-02	01-26-12	2,000.00	1,385.31		614.69

**REALIZED CAPITAL GAINS AND LOSSES**  
**Genesis Twelve Foundation (Schwab)**  
**From 01-01-12 Through 12-31-12**

Security	Quantity	Date Acquired	Date Sold	Sales Price (Proceeds)	Cost Basis	Gain Or (Loss)	
						Short-Term	Long-Term
TCW Select Equities N	111 173	11-18-02	05-25-12	2,000 00	1,362.98		637.02
	224 167			4,000 00	2,748.29		1,251 71
Thornburg International Value I							
Thornburg International Value I	0.891	12-27-10	09-19-12	24.15	25.33		(1.18)
Thornburg International Value I	2.742	09-24-10	09-19-12	74.32	73.20		1.12
Thornburg International Value I	3.965	06-25-10	09-19-12	107.47	95 43		12.04
Thornburg International Value I	103.086	11-12-03	09-19-12	2,794.06	1,688.05		1,106.01
	110.684			3,000.00	1,882.01		1,117.99
Westport Select Cap R							
Westport Select Cap R	9.202	11-15-01	05-29-12	209.07	166.88		42.19
Westport Select Cap R	78.826	11-18-02	05-29-12	1,790.93	1,292.36		498.57
Westport Select Cap R	85.470	11-18-02	09-19-12	2,000.00	1,401.29		598.71
	173.498			4,000 00	2,860.53		1,139.47
<b>TOTAL LONG-TERM GAINS AND LOSSES</b>				<b>104,293.61</b>	<b>79,544.27</b>	<b>0.00</b>	<b>24,749.34</b>
<b>GRAND TOTALS</b>				<b>105,000.00</b>	<b>80,263.11</b>	<b>(12.45)</b>	<b>24,749.34</b>
<b>TOTAL REALIZED GAINS AND LOSSES</b>	24,736.89						

**SECURITIES LISTING WITH TAX COST**  
**Genesis Twelve Foundation (Schwab)**  
**December 31, 2012**

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Pct. Assets</u>
<b>CASH/MONEY MARKET FUNDS</b>						
	Schwab Government Money Fund		7,818.18		7,818.18	4.1
	Schwab Margin Balance		376.30		376.30	0.2
			<u>8,194.48</u>		<u>8,194.48</u>	<u>4.3</u>
<b>EQUITY MANAGERS</b>						
124.742	Artisan Mid Cap	20.54	2,562.53	37.54	4,682.81	2.5
104.477	Clipper	45.62	4,766.38	68.86	7,194.29	3.8
424.918	FMI Large Cap	11.61	4,933.60	17.10	7,266.10	3.8
196.319	FPA Capital	28.42	5,579.32	41.59	8,164.91	4.3
264.703	First Eagle Overseas A	18.80	4,976.14	22.02	5,828.76	3.1
120.547	Harbor International Instl	29.88	3,602.06	62.12	7,488.38	3.9
211.988	Longleaf Partners	20.83	4,416.47	26.39	5,594.36	2.9
136.703	Longleaf Partners Small-Cap	19.20	2,625.33	28.88	3,947.98	2.1
325.743	Oakmark International	11.47	3,737.09	20.93	6,817.80	3.6
210.128	Oakmark Select	21.67	4,553.31	30.97	6,507.66	3.4
168.727	Selected American Shares S	26.68	4,501.07	41.71	7,037.60	3.7
295.210	TCW Select Equities N	10.52	3,105.42	19.25	5,682.79	3.0
253.692	Thornburg International Value I	16.38	4,154.24	28.09	7,126.21	3.7
291.644	Westport Select Cap R	17.39	5,072.84	18.72	5,459.58	2.9
			<u>58,585.80</u>		<u>88,799.24</u>	<u>46.6</u>
<b>FIXED INCOME MANAGERS</b>						
5,193.055	FPA New Income	11.10	57,628.99	10.57	54,890.59	28.8
747.357	Loomis Sayles Bond I	10.12	7,566.48	15.12	11,300.04	5.9
2,427.741	PIMCO Total Return I	10.80	26,211.02	11.24	27,287.81	14.3
			<u>91,406.49</u>		<u>93,478.44</u>	<u>49.1</u>
<b>TOTAL PORTFOLIO</b>			<b>158,186.77</b>		<b>190,472.15</b>	<b>100.0</b>