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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
J GEORGE SCHMID JR MEMORIAL FUND

A Employer identification number
23-7984603

Number and street (or P O box number if mail is not delivered to street address)
ONE M T PLAZA 8TH FLOOR

Room/suite

B Telephone number (see instructions)
(716) 842-5506

City or town, state, and ZIP code
BUFFALO, NY 14203

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,767,037

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				
	4	Dividends and interest from securities	68,435	66,982		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	123,638			
	b	Gross sales price for all assets on line 6a 1,162,500				
	7	Capital gain net income (from Part IV, line 2)		123,638		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	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	192,073	190,620		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,981	21,981		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	6,955	1,675		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	2,292	2,292		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,228	25,948	0	0
	25	Contributions, gifts, grants paid	139,500			139,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	170,728	25,948	0	139,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	21,345			
	b	**Net investment income** (if negative, enter -0-)		164,672		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing		329	329
2 Savings and temporary cash investments	85,121	136,092	136,092
3 Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ 0			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)	31,239		
b Investments—corporate stock (attach schedule)	467,245	388,874	547,981
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)	1,850,100	1,927,412	2,082,635
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)	2,433,705	2,452,707	2,767,037
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	
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.**			
27 Capital stock, trust principal, or current funds	2,433,705	2,452,707	
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)	2,433,705	2,452,707	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,433,705	2,452,707	

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	2,433,705
2	Enter amount from Part I, line 27a	2	21,345
3	Other increases not included in line 2 (itemize) ▶	3	2
4	Add lines 1, 2, and 3	4	2,455,052
5	Decreases not included in line 2 (itemize) ▶	5	2,345
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,452,707

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	123,638
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	138,248	2,724,624	0 05074
2010	130,323	2,552,878	0 051049
2009	116,863	2,238,390	0 052209
2008	127,876	2,582,090	0 049524
2007	193,922	3,052,146	0 063536

2	**Total** of line 1, column (d).	2	0 267058
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 053412
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,709,197
5	Multiply line 4 by line 3.	5	144,704
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,647
7	Add lines 5 and 6.	7	146,351
8	Enter qualifying distributions from Part XII, line 4.	8	139,500

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	3,293
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	3,293
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	3,293
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,488		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,488
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	195
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	195	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
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?	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)?	1b		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		
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) ▶PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
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 ▶

14 The books are in care of ▶M AND T TRUST CO Telephone no ▶(716) 842-5506

Located at ▶ONE M T PLAZA 8TH FLOOR BUFFALO NY ZIP +4 ▶14203

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 |

		Line	Yes	No
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.		Line	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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
M AND T TRUST CO ONE M T PLAZA 8TH FLOOR BUFFALO, NY 14203	TRUSTEE 5	21,981		

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	2,666,525
b	Average of monthly cash balances.	1b	83,929
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,750,454
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,750,454
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,257
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,709,197
6	**Minimum investment return.** Enter 5% of line 5.	6	135,460

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	135,460
2a	Tax on investment income for 2012 from Part VI, line 5. — 2a: 3,293		
b	Income tax for 2012 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	3,293
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	132,167
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	132,167
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	132,167

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	139,500
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	139,500
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	139,500

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					132,167
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	42,483				
b From 2008.	0				
c From 2009.	5,681				
d From 2010.	6,067				
e From 2011.	5,505				
f **Total** of lines 3a through e.		59,736			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 139,500					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					132,167
e Remaining amount distributed out of corpus		7,333			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		67,069			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		42,483			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		24,586			
10 Analysis of line 9					
a Excess from 2008.	0				
b Excess from 2009.	5,681				
c Excess from 2010.	6,067				
d Excess from 2011.	5,505				
e Excess from 2012.	7,333				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% 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 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 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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				139,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	68,435	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	123,638	
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)				192,073	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 192,073

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-30	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MICHELE L DORE EA	MICHELE L DORE EA	2013-04-30		

Firm's name ▶	THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ▶
Firm's address ▶	9711 FARRAR COURT SUITE 110 RICHMOND, VA 23236	Phone no (804) 727-3150

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
36 ILLUMINA INC		2011-09-08	2012-01-06
108 ILLUMINA INC		2011-03-30	2012-01-06
4 BIOGEN IDEC INC		2011-08-30	2012-02-09
32 PERRIGO COMPANY		2011-03-30	2012-02-09
16 PERRIGO COMPANY		2010-06-10	2012-02-09
9428 KINDER MORGAN MANAGEMENT LLC		2010-03-26	2012-02-21
24 EXPEDITORS INTL WASH INC		2011-03-30	2012-03-19
6 EXPEDITORS INTL WASH INC		2011-09-08	2012-03-19
170 EXPEDITORS INTL WASH INC		2010-09-15	2012-03-19
6 ARM HOLDINGS PLC		2011-09-08	2012-05-10
286 ARM HOLDINGS PLC		2011-03-30	2012-05-10
2088 KINDER MORGAN MANAGEMENT LLC		2010-03-26	2012-05-21
6685 ALPINE GLBL PREMIER PROPERTIES FUND		2011-03-30	2012-06-15
5435 ACCO BRANDS COR		2011-05-03	2012-06-18
31974 75 US TREAS INFLATION 3 000% 7/15/12		2002-11-04	2012-07-15
643 DUKE ENERGY HOLDING CORP		2010-03-26	2012-07-24
1548 KINDER MORGAN MANAGEMENT LLC		2010-03-26	2012-08-30
3502 KINDER MORGAN MANAGEMENT LLC		2010-03-26	2012-11-21
124 8054 ACCO BRANDS COR		2011-05-03	2012-12-18
13 1946 ACCO BRANDS COR		2011-09-08	2012-12-18
120 ACME PACKET INC		2011-09-08	2012-12-18
2 AFFILIATED MANAGERS GROUP		2012-02-09	2012-12-18
116 ALBEMARLE CORPORATION		2011-09-08	2012-12-18
48 ALBEMARLE CORPORATION		2011-03-16	2012-12-18
56 ALEXANDER & BALDWIN INC		2010-03-26	2012-12-18
24 ALEXANDER & BALDWIN INC		2011-09-08	2012-12-18
112 ALEXION PHARMACEUTICALS INC		2011-03-30	2012-12-18
64 ALLERGAN INC COMMON		2011-03-30	2012-12-18
1599 ALPINE GLBL PREMIER PROPERTIES FUND		2009-06-19	2012-12-18
70 ALTRIA GROUP INC		2010-03-26	2012-12-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
10 AMAZON COM INCORPORATED		2011-03-30	2012-12-18
16 APPLE COMPUTER INC COMMON		2009-06-19	2012-12-18
2 APPLE COMPUTER INC COMMON		2011-09-16	2012-12-18
56 BAIDU INC-SPON ADR		2012-02-09	2012-12-18
62 BERKSHIRE HATHAWAY INC DEL CL B		2011-01-11	2012-12-18
54 BERKSHIRE HATHAWAY INC DEL CL B		2011-09-08	2012-12-18
6 BIOGEN IDEC INC		2011-08-30	2012-12-18
106 BROWN FORMAN CORP CL B		2010-03-26	2012-12-18
64 CAMERON INTERNATIONAL CORP		2011-03-30	2012-12-18
48 CHEVRONTEXACO CORPORATION		2010-03-26	2012-12-18
10 CHIPOTLE MEXICAN GRILL-CL A		2011-09-08	2012-12-18
246 CISCO SYS INC COMMON		2011-09-08	2012-12-18
14 CITRIX SYSTEMS INCORPORATED		2011-03-30	2012-12-18
150 COCA COLA CO COMMON ~		2010-03-26	2012-12-18
34 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-09-16	2012-12-18
88 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-03-30	2012-12-18
56 CONOCOPHILLIPS		2010-03-26	2012-12-18
524 DELL INC		2011-01-11	2012-12-18
184 DOLLAR TREE INC		2011-09-16	2012-12-18
1502 053 DREYFUS INTERNATIONAL BOND CL I		2010-03-26	2012-12-18
48 905 DREYFUS INTERNATIONAL BOND CL I		2011-12-28	2012-12-18
150 DUKE ENERGY HOLDING CORP		2010-05-21	2012-12-18
256 EMC CORPORATION COMMON		2011-03-29	2012-12-18
32 EMC CORPORATION COMMON		2011-09-08	2012-12-18
216 EATON VANCE CORP COM NON VTG		2011-09-02	2012-12-18
70 EXPRESS SCRIPTS HOLDING C		2011-03-30	2012-12-18
12 FEDEX CORPORATION		2011-09-08	2012-12-18
36 FEDEX CORPORATION		2011-01-11	2012-12-18
118 FREEPORT MCMORAN COPPER/GOLD		2011-03-16	2012-12-18
22 GOOGLE INC CL A		2011-03-30	2012-12-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2 GOOGLE INC CL A		2011-09-08	2012-12-18
447 511 GUINNESS ATKINSON CHINA HONG KONG FD		2011-09-08	2012-12-18
45 363 GUINNESS ATKINSON CHINA HONG KONG FD		2011-12-29	2012-12-18
967 32 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-09-08	2012-12-18
1576 927 HARBOR INTERNATIONAL FUND #11		2007-11-26	2012-12-18
114 HATTERAS FINANCIAL CORP		2010-03-26	2012-12-18
94 HERSHEY FOODS CORP COMMON ~		2010-03-29	2012-12-18
174 INTEL CORP COMMON~		2011-01-11	2012-12-18
48 INTL BUSINESS MACHINES CORP		2011-03-16	2012-12-18
258 ISHARES MSCI EAFE INDEX		2011-09-08	2012-12-18
950 ISHARES RUSSELL 1000 GROWTH INDX ETF		2009-06-19	2012-12-18
176 JOHNSON & JOHNSON COMMON ~		2011-03-30	2012-12-18
146 KINDER MORGAN MANAGEMENT LLC		2010-03-26	2012-12-18
1459 402 LITMAN GREGORY MSTRS INTL FD CL-INST		2011-09-08	2012-12-18
56 LOWES COS INC COMMON		2010-03-10	2012-12-18
80 LULULEMON ATHLETICA INC-W/I		2011-09-08	2012-12-18
24 MATSON INC		2011-09-08	2012-12-18
202 MATSON INC		2010-03-26	2012-12-18
72 MEAD JOHNSON NUTRITION CO		2012-02-09	2012-12-18
192 MEADWESTVACO CORP COMMON		2011-05-03	2012-12-18
294 MICROSOFT CORP COMMON		2010-05-21	2012-12-18
24 MONSANTO COMPANY NEW		2011-03-30	2012-12-18
50 NEWMARKET CORPORATION		2010-03-26	2012-12-18
12 NEWMARKET CORPORATION		2011-09-08	2012-12-18
110 OCCIDENTAL PETROLEUM CORP		2011-03-16	2012-12-18
24 PERRIGO COMPANY		2010-06-10	2012-12-18
382 PFIZER INC COMMON ~		2011-01-11	2012-12-18
58 PHILIP MORRIS INTL INC		2010-03-26	2012-12-18
57 PHILLIPS 66		2010-03-26	2012-12-18
138 POLYPORE INTERNATIONAL INC		2011-09-08	2012-12-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
16 PRICELINE COM INCORPORATED		2010-09-24	2012-12-18
82 QUALCOMM INCORPORATED		2011-03-16	2012-12-18
377 031 RS GLOBAL NATURAL RESOURCES FUND		2011-12-15	2012-12-18
4 306 RS GLOBAL NATURAL RESOURCES FUND		2012-12-13	2012-12-18
3255 482 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-11-26	2012-12-18
42 SCHLUMBERGER LTD COMMON ~		2011-03-30	2012-12-18
40 STARWOOD HOTELS & RESORTS WORLDWIDE		2011-09-08	2012-12-18
176 STARWOOD HOTELS & RESORTS WORLDWIDE		2011-03-30	2012-12-18
356 UDR INC COM		2009-06-19	2012-12-18
12 UNION PACIFIC CORP COMMON ~		2011-03-30	2012-12-18
174 VERIZON COMMUNICATIONS		2010-03-26	2012-12-18
30 VERTEX PHARMACEUTICALS INC		2012-03-19	2012-12-18
36 VISA INC		2011-12-14	2012-12-18
92 WAL MART STORES INC COMMON ~		2011-03-16	2012-12-18
222 WELLS FARGO & COMPANY NEW		2011-01-11	2012-12-18
78 WELLS FARGO & COMPANY NEW		2011-09-08	2012-12-18
4852 521 WILMINGTON SMALL CAP GROWTH FUND -I		2011-09-08	2012-12-18
819 76 WILMINGTON BROAD MARKET BOND FUND -I		2012-12-04	2012-12-18
25377 226 WILMINGTON BROAD MARKET BOND FUND -I		2011-12-02	2012-12-18
8 WHITE MOUNTAINS INSURANCE GROUP LTD		2011-01-11	2012-12-18
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,141		1,846	-705
3,424		7,398	-3,974
476		372	104
2,983		2,462	521
1,492		947	545
74		47	27
1,104		1,192	-88
276		261	15
7,819		6,250	1,569
147		171	-24
7,000		3,116	3,884
15		10	5
43,252		29,462	13,790
5		6	-1
31,975		31,729	246
45		32	13
11		8	3
25		17	8
878		1,415	-537
93		120	-27
2,752		6,017	-3,265
261		214	47
7,002		5,672	1,330
2,898		2,622	276
1,591		911	680
682		511	171
10,673		5,388	5,285
5,942		4,064	1,878
11,461		6,640	4,821
2,267		1,425	842

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,578		1,790	788
8,329		2,223	6,106
1,041		799	242
5,477		7,375	-1,898
5,568		5,028	540
4,850		3,794	1,056
911		559	352
6,695		4,069	2,626
3,532		3,910	-378
5,229		3,560	1,669
2,902		3,154	-252
4,927		4,052	875
930		1,004	-74
5,572		4,120	1,452
2,490		2,202	288
6,445		3,484	2,961
3,270		1,930	1,340
5,453		7,774	-2,321
7,326		6,999	327
26,631		23,898	2,733
867		794	73
9,799		7,085	2,714
6,520		6,984	-464
815		712	103
6,866		4,934	1,932
3,866		3,756	110
1,101		913	188
3,302		1,963	1,339
3,983		6,177	-2,194
15,825		9,835	5,990

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,439		1,078	361
13,372		13,839	-467
1,355		1,206	149
25,905		32,442	-6,537
97,375		115,431	-18,056
2,904		3,101	-197
6,973		4,019	2,954
3,591		3,594	-3
9,313		6,557	2,756
14,414		12,252	2,162
62,696		39,359	23,337
12,404		10,361	2,043
10,967		5,381	5,586
21,847		25,613	-3,766
1,988		1,334	654
6,109		3,985	2,124
582		505	77
4,903		3,127	1,776
4,758		5,399	-641
5,898		5,771	127
7,990		8,359	-369
2,191		1,676	515
13,391		5,032	8,359
3,214		1,979	1,235
8,512		10,577	-2,065
2,462		1,420	1,042
9,679		6,790	2,889
4,968		2,683	2,285
3,033		1,215	1,818
6,116		8,314	-2,198

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,999		4,810	5,189
5,134		3,781	1,353
13,969		11,540	2,429
160		158	2
29,234		31,025	-1,791
2,944		3,823	-879
2,237		1,681	556
9,841		10,641	-800
8,169		3,837	4,332
1,509		1,029	480
7,561		4,876	2,685
1,269		1,255	14
5,380		3,456	1,924
6,343		4,884	1,459
7,674		6,657	1,017
2,696		1,927	769
83,366		98,218	-14,852
8,181		8,247	-66
253,265		236,775	16,490
4,130		2,641	1,489
			183

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-705
			-3,974
			104
			521
			545
			27
			-88
			15
			1,569
			-24
			3,884
			5
			13,790
			-1
			246
			13
			3
			8
			-537
			-27
			-3,265
			47
			1,330
			276
			680
			171
			5,285
			1,878
			4,821
			842

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			788
			6,106
			242
			-1,898
			540
			1,056
			352
			2,626
			-378
			1,669
			-252
			875
			-74
			1,452
			288
			2,961
			1,340
			-2,321
			327
			2,733
			73
			2,714
			-464
			103
			1,932
			110
			188
			1,339
			-2,194
			5,990

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			361
			-467
			149
			-6,537
			-18,056
			-197
			2,954
			-3
			2,756
			2,162
			23,337
			2,043
			5,586
			-3,766
			654
			2,124
			77
			1,776
			-641
			127
			-369
			515
			8,359
			1,235
			-2,065
			1,042
			2,889
			2,285
			1,818
			-2,198

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,189
			1,353
			2,429
			2
			-1,791
			-879
			556
			-800
			4,332
			480
			2,685
			14
			1,924
			1,459
			1,017
			769
			-14,852
			-66
			16,490
			1,489

Form 990PF Part XV Line 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
a *Paid during the year*				
YORK COUNTY HERITAGE TRUST 250 E MARKET ST YORK,PA 174032013	NONE	PUBLIC	GENERAL OPERATING EXPENSES	34,458
YOUNG MENS CHRISTIAN ASSOCIATION ATTN JOHN CAMPBELL 90 NORTH NEWBERRY STREET YORK,PA 174011008	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,558
GETTYSBURG COLLEGE ATTN SHARON KUHN 300 NORTH WASHINGTON STREET GETTYSBURG,PA 17325	NONE	EDUCATIONAL	GENERAL OPERATING EXPENSES	62,247
ST MATTHEW LUTHERAN CHURC ATTN CAROLYN SHAFFER 839 W MARKET STREET YORK,PA 17401	NONE	RELIGIOUS	GENERAL OPERATING EXPENSES	8,892
YORK COUNTY SPCA 3159 NORTH SUSQUEHANNA TRAIL YORK,PA 17406	NONE	ANIMAL CRUELTY	GENERAL OPERATING EXPENSES	8,892
TAU KAPPA EPSILON PSI CHAPTER ATTN BRAD HUBER 118 SOMERS COURT SOUTH MORRESTOWN,NJ 08057	NONE	EDUCATIONAL	GENERAL OPERATING EXPENSES	5,558
CITIZENS VOLUNTEER FIRE CO OF FAWN GROVE PO BOX 6 FAWN GROVE,PA 17321	NONE	PUBLIC SAFETY	GENERAL OPERATING EXPENSES	8,337
TAU KAPPA EPSILON NATL CHAPTER TKE EDUCATION FDN-TKE FRATERNITY 7439 WOODLAND DR INDIANAPOLIS,IN 46278	NONE	EDUCATIONAL	GENERAL OPERATING EXPENSES	5,558
Total . . . . ▶ **3a**				139,500

TY 2012 Investments Corporate Stock Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALBEMARLE CORP	6,465	11,554
MEADWESTVACO	6,618	7,266
MONSANTO COMPANY	8,854	12,305
NEWMARKET CORPORATION	4,262	13,634
CATERPILLAR INC	9,020	7,706
ENERGIZER HLDGS INC	8,361	8,318
FASTENAL CO	7,458	7,931
FEDEX	2,718	4,769
J B HUNT TRANSPORT SERVICES	5,442	5,613
UNION PACIFIC CORP	4,693	10,309
VERIZON COMMUNICATIONS	4,067	6,404
AMAZON.COM INC	4,584	12,042
CARMAX INC	11,390	12,088
CHIPOTLE MIXICAN GRILL	5,766	6,544
LOWES COMPANIES	5,429	8,383
LULULEMON ATHLETICA	3,471	6,251
PRICELINE.COM	2,279	6,204
STARBUCKS CORP COM	8,937	8,795
TRACTOR SUPPLY COMPANY	7,444	7,422
ALEXANDER & BALDWIN INC	2,252	4,288
ALTRIA GROUP	4,218	8,049
BROWN-FORMAN CORP	2,150	3,542
COCA COLA CO	5,188	7,323
PHILLIP MORRIS INTL	2,309	4,517
THE HERSHEY COMPANY	1,625	2,744
WAL MART STORES	5,337	7,505
CAMERON INTERNATIONAL CORP	8,564	9,937
CHEVERON CORP	7,252	11,247
CONOCOPHILLIPS	1,923	3,363
KINDER MORGAN MANAGEMENT	2,163	4,754

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER	7,937	9,563
AFFILIATED MANAGERS GROUP	6,847	8,330
BERKSHIRE HATHAWAY INC	8,866	13,634
BLACKROCK INC	8,638	8,682
EATON VANCE CORP	6,121	8,536
HATTERAS FINANCIAL	4,708	4,367
VISA INCORPORATED	10,770	21,221
WELLS FARGO & CO	7,272	10,596
WHITE MOUNTAINS INSURANCE	6,232	10,300
ALEXION PHARMACEUTICALS	5,192	11,624
ALLERGAN INC	6,293	11,191
BIOGEN IDEC INC	5,587	8,782
BRISTOL MYERS SQUIBB CO	6,628	9,516
CERNER CORP	6,381	6,356
EXPRESS SCRIPTS HOLDING	6,174	6,696
PERRIGO COMPANY	5,170	9,363
PFIZER	3,363	5,568
VERTEX PHARMACEUTICALS	4,350	4,358
APPLE INC	5,002	19,158
CISCO SYSTEMS	7,807	9,314
CITRIX SYSTEMS	11,660	10,893
COGNIZANT TECHNOLOGY SOLUTIONS	3,714	10,491
CORNING INC	8,460	8,405
EBAY INC	12,716	12,545
EMC CORP MASS	15,494	20,341
IBM	4,462	8,045
INTEL CORP	6,688	8,166
LINKEDIN CORP	4,326	4,363
MICROSOFT CORP	7,525	7,746
QUALCOMM INC	7,447	10,516

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TERADATA CORPORATION	7,433	7,427
DOMINION RESOURCES	5,615	5,594
DUKE ENERGY	3,757	5,487

TY 2012 Investments Government Obligations Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

US Government Securities - End of Year Book Value:

US Government Securities - End of Year Fair Market Value:

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2012 Investments - Other Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR INT'L FUND #11	AT COST	298,712	344,187
LITMAN GREGORY MASTERS	AT COST	52,005	70,694
MTB SHORT TERM CORP #518			
MTB SMALL CAP GROWTH #555			
LAZARD EMERGING MARKETS PORT	AT COST	97,139	111,721
RIDGEWORTH SEIX	AT COST	80,920	83,292
MTB INCOME-INST I FD #143			
FREEPORT-MCMORAN COPPER & GOLD			
POLYPORE INTL			
ALEX & BALDWIN INC			
EXPEDITORS INTL WASH INC			
ACME			
JOHNSON & JOHNSON			
GOOGLE INC			
STARWOOD HOTELS			
ILLUMINA			
MTB MID CAP GROWTH #401			
ALPINE GLOBAL PREM PROPERTIES			
ISHARES MSCI EAFE INDEX			
GUINNESS ATKINSON			
ISHARES RUSSELL 1000 GROWTH			
DREYFUS INTL BOND FUND	AT COST	50,682	55,112
MFS EMERGING MAKT DEBT FD	AT COST	132,101	139,295
ARTIO GLOBAL HIGH INCOME	AT COST	112,301	110,750
DOLLAR TREE INC			
OCCIDENTAL PETE CORP			
ARM HOLDINGS PLC			
DELL INC			
UDR INC			
RS GLOBAL NATURAL RESOUCES	AT COST	31,898	39,493

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GUINNESS ATKINSON CHINA	AT COST	12,305	13,974
PIMCO TOTAL RETURN FUND	AT COST	180,466	179,191
WILMINGTON BROAD MARKET BOND	AT COST	166,856	180,565
WILMINGTON SHORT TERM CORP	AT COST	202,792	208,282
TIAA CREF MID CAP VALUE	AT COST	80,516	80,120
WILMINGTON MID CAP GROWTH	AT COST	95,156	133,913
WILMINGTON MULTI MANAGER REAL	AT COST	141,596	141,596
VANGUARD MSCI EAFE ETF	AT COST	52,974	53,197
ISHARES HIGH DIVIDEND EQUITY	AT COST	77,503	75,683
ISHARES RUSSELL 2000 GROWTH	AT COST	61,490	61,570

TY 2012 Other Decreases Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Description	Amount
COST BASIS ADJUST FOR ROC - ALPINE GLBL FD	2,345

TY 2012 Other Expenses Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	37	37		0
OTHER ALLOCABLE EXPENSES - 2%	2,255	2,255		0

TY 2012 Other Increases Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Description	Amount
ROUNDING ADJUSTMENT	2

TY 2012 Taxes Schedule

Name: J GEORGE SCHMID JR MEMORIAL FUND

EIN: 23-7984603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PRIOR YEAR BALAN	1,792	0		0
FEDERAL ESTIMATED TAX DEPOSITS	3,488	0		0
FOREIGN TAXES ON QUALIFIED FOR	845	845		0
FOREIGN TAXES ON NONQUALIFIED	830	830		0