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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: DSF CHARITABLE FOUNDATION

A Employer identification number: 25-1847237

Number and street (or P O box number if mail is not delivered to street address): 5840 ELLSWORTH AVENUE — Room/suite: 200

B Telephone number: 412-362-6000

City or town, state, and ZIP code: PITTSBURGH, PA 15232

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: [X] 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) ▶$ 94,403,850.

J Accounting method: [X] 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))

		(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,547,917.	1,811,530.	0.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,436,145.			
	b Gross sales price for all assets on line 6a 14,318,704.				
	7 Capital gain net income (from Part IV, line 2)		2,938,803.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	268.	28,638.	0.	STATEMENT 1
	12 Total. Add lines 1 through 11	2,984,330.	4,778,971.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	287,000.	44,100.	0.	242,900.
	14 Other employee salaries and wages	149,448.	14,945.	0.	134,503.
	15 Pension plans, employee benefits	50,737.	5,074.	0.	45,664.
	16a Legal fees STMT 2	8,935.	894.	0.	8,042.
	b Accounting fees STMT 3	39,877.	25,309.	0.	14,568.
	c Other professional fees STMT 4	1,582.	158.	0.	1,424.
	17 Interest		11,488.		
	18 Taxes STMT 5	238,634.	29,932.	0.	19,876.
	19 Depreciation and depletion	36,165.	3,617.	0.	
	20 Occupancy	135,804.	13,580.	0.	122,224.
	21 Travel, conferences, and meetings	7,918.	792.	0.	7,126.
	22 Printing and publications				
	23 Other expenses STMT 6	280,372.	799,549.	0.	31,271.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,236,472.	949,438.	0.	627,598.
	25 Contributions, gifts, grants paid	1,322,653.			2,765,230.
	26 Total expenses and disbursements. Add lines 24 and 25	2,559,125.	949,438.	0.	3,392,828.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	425,205.			
	b Net investment income (if negative, enter -0-)		3,829,533.		
	c Adjusted net income (if negative, enter -0-)			0.	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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10291107 798870 43946J 2012.04040 DSF CHARITABLE FOUNDATION 43946J_1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	403.	497.	497.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges STMT 11	44,692.	279,475.	279,475.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	78,483,307.	86,584,058.	86,584,058.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 1,130,198.			
	Less accumulated depreciation ▶ 1,011,294.	155,069.	118,904.	118,904.
	15 Other assets (describe ▶ STATEMENT 9)	9,956,379.	7,420,916.	7,420,916.
	16 **Total assets** (to be completed by all filers)	88,639,850.	94,403,850.	94,403,850.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	3,143,200.	1,704,507.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	3,143,200.	1,704,507.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	85,496,650.	92,699,343.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	85,496,650.	92,699,343.	
	31 **Total liabilities and net assets/fund balances**	88,639,850.	94,403,850.	

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	85,496,650.
2	Enter amount from Part I, line 27a	2	425,205.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,777,488.
4	Add lines 1, 2, and 3	4	92,699,343.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	92,699,343.

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 STATEMENT #13	P	VARIOUS	VARIOUS
b	CAPTIAL GAINS DISTRIBUTIONS	P	VARIOUS	VARIOUS
c	FLOWTHROUGH FROM PARTNERSHIPS	P	VARIOUS	VARIOUS
d	GAIN FROM SALE OF AURORA	P	VARIOUS	VARIOUS
e	GAIN FROM SALE OF GERBER TAYLOR	P	VARIOUS	VARIOUS

	(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	5,225,081.		4,729,901.	495,180.
b	143,147.			143,147.
c	1,502,657.			1,502,657.
d	7,420,916.		6,650,000.	770,916.
e	26,903.			26,903.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				495,180.
b				143,147.
c				1,502,657.
d				770,916.
e				26,903.

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	2,938,803.
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). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,873,720.	90,365,708.	.031801
2010	3,460,179.	86,147,060.	.040166
2009	2,418,955.	78,552,316.	.030794
2008	4,914,287.	91,618,574.	.053639
2007	5,862,426.	103,380,897.	.056707

2	Total of line 1, column (d)	2	.213107
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	.042621
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	90,102,560.
5	Multiply line 4 by line 3	5	3,840,261.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,295.
7	Add lines 5 and 6	7	3,878,556.
8	Enter qualifying distributions from Part XII, line 4	8	3,392,828.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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	76,591.
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	76,591.
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	76,591.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,278.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	55,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	76,278.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	30.
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	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
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	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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12-05-12

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

			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		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?	13	X	

Website address ▶ WWW.DSFCF.ORG

14 The books are in care of ▶ MR. J. NICHOLAS BELDECOS Telephone no. ▶412-362-6000

Located at ▶5840 ELLSWORTH AVE., PITTSBURGH, PA ZIP+4 ▶15232

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		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
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? STMT 10	☒ 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 instructions)?		1b		X
	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		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		287,000.	22,234.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-05-12

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	91,474,261.
b	Average of monthly cash balances	1b	419.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	91,474,680.
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	91,474,680.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,372,120.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	90,102,560.
6	**Minimum investment return.** Enter 5% of line 5	6	4,505,128.

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	4,505,128.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	76,591.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	76,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,428,537.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	4,428,537.
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	4,428,537.

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	3,392,828.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,392,828.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,392,828.

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				4,428,537.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,793,660.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,392,828.				
a Applied to 2011, but not more than line 2a			1,793,660.	
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				1,599,168.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,829,369.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT #14

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

SEE STATEMENT #14

c Any submission deadlines:

SEE STATEMENT #14

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

SEE STATEMENT #14

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 STATEMENT #16				2,765,230.
Total			▶ 3a	2,765,230.
b Approved for future payment				
SEE STATEMENT #17				477,907.
Total			▶ 3b	477,907.

Form **990-PF** (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclu-sion 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	1,547,917.	
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	900004	<45,463.>	01	45,731.	
8 Gain or (loss) from sales of assets other than inventory	900004	1,986.	18	1,434,159.	
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)		<43,477.>		3,027,807.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,984,330.

(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).
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/13/13 Title: Treasurer

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
MICHAEL M. COMSTOCK	M M. Ctk, CPA	11/11/13		P00474378

Firm's name ▶ SISTERSON & CO. LLP — Firm's EIN ▶ 25-1467156

Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219 — Phone no. 412-281-2025

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	268.	268.	
PRIME GROUP ADVISOR, LP	0.	2,651.	
OTHER INCOME/(LOSS) PARTNERSHIPS	0.	25,719.	
TOTAL TO FORM 990-PF, PART I, LINE 11	268.	28,638.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,935.	894.	0.	8,042.
TO FM 990-PF, PG 1, LN 16A	8,935.	894.	0.	8,042.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	17,903.	14,322.	0.	3,581.
AUDIT & TAX SERVICES	21,974.	10,987.	0.	10,987.
TO FORM 990-PF, PG 1, LN 16B	39,877.	25,309.	0.	14,568.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICES	1,582.	158.	0.	1,424.
TO FORM 990-PF, PG 1, LN 16C	1,582.	158.	0.	1,424.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID (REFUNDED)	17,121.	16,961.	0.	0.
PAYROLL TAXES	22,084.	2,208.	0.	19,876.
FEDERAL EXCISE TAX	199,429.	0.	0.	0.
FOREIGN TAXES - PARTNERSHIP	0.	10,763.	0.	0.
TO FORM 990-PF, PG 1, LN 18	238,634.	29,932.	0.	19,876.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	246,203.	246,203.	0.	0.
OFFICE EXPENSES	2,463.	246.	0.	2,217.
POSTAGE & SHIPPING	487.	49.	0.	438.
TELEPHONE & INTERNET SERVICES	7,490.	749.	0.	6,741.
SECURITY	312.	31.	0.	281.
COMMERCIAL INSURANCE	5,868.	587.	0.	5,281.
OTHER EXPENSES FROM PARTNERSHIPS	0.	550,448.	0.	0.
IT SERVICES	4,350.	435.	0.	3,915.
DUES AND SUBSCRIPTIONS	5,184.	0.	0.	5,184.
INSURANCE	7,952.	795.	0.	7,157.
PUBLICATIONS	63.	6.	0.	57.
TO FORM 990-PF, PG 1, LN 23	280,372.	799,549.	0.	31,271.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	6,664,497.
INCREASE IN ACCRUED EXPENSES	112,991.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,777,488.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	1,691,908.	1,691,908.
COMMON STOCKS	9,293,404.	9,293,404.
MUTUAL FUNDS	41,637,057.	41,637,057.
PRIVATE EQUITY FUNDS	21,506,846.	21,506,846.
HEDGE FUNDS	12,454,843.	12,454,843.
TOTAL TO FORM 990-PF, PART II, LINE 10B	86,584,058.	86,584,058.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM HEDGE FUND	9,956,379.	7,420,916.	7,420,916.
TO FORM 990-PF, PART II, LINE 15	9,956,379.	7,420,916.	7,420,916.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID N. SCAIFE 5840 ELLSWORTH AVENUE PITTSBURGH, PA 15232	CHAIRMAN 3.00	14,000.	0.	0.
SANFORD B. FERGUSON K & L GATES CENTER, 210 SIXTH AVENUE PITTSBURGH, PA 15222	VICE CHAIRMAN 4.00	14,000.	0.	0.
EDWARD J. GONCZ, SR. 7000 STONEWOOD DRIVE, SUITE 300 WEXFORD, PA 15090	TREASURER 5.00	19,000.	0.	0.
SARA D. SCAIFE 5840 ELLSWORTH AVENUE PITTSBURGH, PA 15232	SECRETARY 3.00	8,000.	0.	0.
DONALD A. COLLINS 5620 OREGON AVENUE., NW WASHINGTON, DC 20015	TRUSTEE 2.00	8,000.	0.	0.
FRANCES G. SCAIFE 5840 ELLSWORTH AVENUE PITTSBURGH, PA 15232	TRUSTEE 2.00	8,000.	0.	0.
JOSEPH C. WALTON 525 WILLIAM PENN PLACE PITTSBURGH, PA 15219	TRUSTEE 2.00	6,000.	0.	0.
J. NICHOLAS BELDECOS 5840 ELLSWORTH AVENUE PITTSBURGH, PA 15232	EXECUTIVE DIRECTOR 50.00	210,000.	22,234.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		287,000.	22,234.	0.

FORM 990-PF

STATEMENT # 11

PREPAID EXPENSES AND DEFERRED CHARGES
BALANCE SHEET PART II
LINE 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSE	7,612	7,612	7,612
ACCRUED INVESTMENT INCOME	37,080	271,863	271,863
TOTALS:	44,692	279,475	279,475

DSF CHARITABLE FOUNDATION
EIN: 25-1847237
YEAR ENDED: 12/31/2012

FORM 990-PF

STATEMENT # 12

PART I, LINE 19- DEPRECIATION
PART II, LINE 14- LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 14- ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	469,097
COMPUTERS AND SOFTWARE	81,252
FURNITURE AND EQUIPMENT	579,849
SUBTOTAL FIXED ASSETS	1,130,198
LESS: ACCUMULATED DEPRECIATION	(1,011,294)
NET FIXED ASSETS	118,904

DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/12 WAS $36,165.

DSF CHARITABLE FOUNDATION
EIN: 25-1847237
YEAR ENDED: 12/31/2012

FORM 990-PF STATEMENT #13

SUMMARY OF CAPITAL GAINS/LOSSES
PNC-HAWTHORN STATEMENTS

SHORT TERM	GROSS SALES PRICE	COST OR OTHER BASIS	SHORT TERM GAIN/LOSS
MUTUAL FUND	183,326.00	165,392.00	17,934.00
OSTERWEIS	264,257.00	287,055.00	(22,798.00)
STRALEM	-	-	-
TOTAL:	447,583.00	452,447.00	(4,864.00)

LONG TERM	GROSS SALES PRICE	COST OR OTHER BASIS	LONG TERM GAIN/LOSS
MUTUAL FUND	2,933,224.00	2,663,531.00	269,693.00
OSTERWEIS	774,201.00	677,500.00	96,701.00
STRALEM	1,070,073.00	936,423.00	133,650.00
TOTAL:	4,777,498.00	4,277,454.00	500,044.00

TOTAL S/T AND L/T:	5,225,081.00	4,729,901.00	495,180.00

DSF CHARITABLE FOUNDATION
FORM 990-PF
EIN 25-1847237
YEAR ENDED December 31, 2012

Statement #14

Information on Grant Program

The DSF Charitable Foundation seeks to promote excellence in three program areas: health, human services, and education. The grant program focuses on southwestern Pennsylvania, primarily Pittsburgh. The Foundation has a particular interest in helping to create or sustain local models of excellence that have potential to be of more general benefit to the nation.

The DSF Charitable Foundation Board of Trustees acts on grant requests at least three times per year. Inquiries may be submitted at any time. The Foundation does not consider requests for support of individuals or contributions to endowments.

Initial inquiries should be in the form of a letter (signed by the applicant organization's executive director or authorized representative) and supporting material not to exceed five additional pages. The letter and supporting material should provide general programmatic and financial information on the applicant organization and should include a concise description of the project for which funds are being sought. Initial inquiries should be addressed to:

J. Nicholas Beldecos
Executive Director
DSF Charitable Foundation
5840 Ellsworth Avenue, Suite 200
Pittsburgh, PA 15232

The Foundation will review the information submitted, make a preliminary determination of the potential for funding, and notify the applicant organization of its decision. Where there is potential for funding, the Foundation will advise the organization on subsequent steps in the consideration process. These steps entail one or more site visits as part of staff due diligence and, ultimately, the submission of a full proposal.

The Foundation accepts the Common Grant Application Format of Grantmakers of Western Pennsylvania, but does not require its use. In some cases (e.g., requests for support of biomedical research), other formats may be more appropriate. In all cases, full proposals must include a narrative, project budget, the organization's current operating budget, and audited financial statements for the two most recent years. Also required is a copy of the organization's current determination letter regarding tax-exempt status under Sections 501(c)(3) and 509(a) of the Internal Revenue Code. If the organization does not qualify as a statutory public charity under Sections 170(b)(1)(A)(i-v), a copy of the public-support-test calculation from the most recent tax return, Form 990, is required as well. The Foundation often requests additional information, such as a cash-flow budget. While not a requirement, all material may be submitted electronically.

All grants have follow-up requirements that include the submission of reports accounting for the use of funds. Additionally, the Foundation conducts follow-up site visits. In the case of multi-year grants, payments beyond the first are subject to interim program evaluation by the Foundation.

In general, the Foundation requires that two years elapse between the end of one grant period and the consideration of a new request from the same organization, especially in cases where a grant is made for operating support. Exceptions are more likely to be made in cases where an organization is starting up or where the project or organization can demonstrate realistic prospects for sustainability beyond a particular point. The Foundation also generally requires that two years elapse between the time a funding request has been declined and a new one submitted by the same organization.

Additional information on the grant program is available on the Foundation's website: www.dsfcf.org

STATEMENT # 15

ALL OF THE GRANTEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER INTERNAL REVENUE CODE (IRC) SECTION 501 (C) (3), AND HAVE THE STATUS OF PUBLIC CHARITIES, WITHIN THE MEANING OF IRC SECTION 509 (A) (1) OR (2).

DSF Charitable Foundation
Schedule of Grants
As of and for the year ended December 31, 2012

Organization	Amount
Allegheny General Hospital	
Pittsburgh, PA	
Research on Novel Aproaches to the Understanding and Treatment of Diabetes	73,630
Allegheny Youth Development	
Pittsburgh, PA	
Acquisition of van	15,000
American Heart Association	
Pittsburgh, PA	
Mission Lifeline for Western Pennsylvania	150,000
Boy Scouts of America, Laurel Highands Council	
Pittsburgh, PA	
Boy Scout 123 Program	100,000
Carnegie Library of Homestead	
Munhall, PA	
Conversion of unused space into a classroom	50,000
Carnegie Mellon University	
Pittsburgh, PA	
Center for Nucleic Acids Science & Technology (CNAST)	1,100,000
Community College of Allegheny County	
Pittsburgh, PA	
Veterans in Energy training program	50,000
Congressional Medal of Honor Foundation	
Falls Church, VA	
Character Development Program	50,000
Family Hospice & Palliative Care	
Pittsburgh, PA	
Transitions program	50,000
Father Beiting Appalachian Mission Center	
Louisa, KY	
General operating support	25,000
Girl Scouts of Western Pennsylvania	
Pittsburgh, PA	
Financial assistance for participants	25,000
Mainstay Life Services	
Pittsburgh, PA	
Summer Respite & Recreation program	20,000
North Side Christian Health Center	
Pittsburgh, PA	
General operating support	40,000
Parkinson Foundation of Western Pennsylvania	
Pittsburgh, PA	
General operating support	40,000

DSF Charitable Foundation
Schedule of Grants
As of and for the year ended December 31, 2012

Organization	Amount
Pittsburgh Regional Healthcare Initiative	
Pittsburgh, PA	
Development of Tomorrow's Health Care Web-based learning network for quality and safety in healthcare (Conditional grant, originally aproved in November 2007 Conditions have been met and final payment made)	250,000
Reading is Fundamental	
Pittsburgh, PA	
Literacy programming	40,000
Slippery Rock University	
Slippery Rock, PA	
Adapted Physical Activity Program	40,000
St. Anthony School Programs	
Wexford, PA	
Scholarships	30,000
Spina Bifida Association of Western PA	
Wexford, PA	
General operating support	40,000
Summerbridge Pittsburgh	
Sewickley, PA	
General operating support	20,000
University of Pittsburgh	
Pittsburgh, PA	
University of Pittsburgh School of Law Veterans Legal Clinic	10,000
University of Pittsburgh	
Pittsburgh, PA	
Emergency Responder Human Performance Lab Fire Service Research Program	426,600
Urban Impact Foundation	
Pittsburgh, PA	
Summer Day Camp	40,000
Verland	
Sewickley, PA	
Capital improvements	40,000
The Woodlands Foundation	
Wexford, PA	
Program support	40,000
TOTAL:	2,765,230

DSF CHARITABLE FOUNDATION
EIN. 25-1847237
YEAR ENDED· 12/31/2012

FORM 990-PF

STATEMENT # 17

SCHEDULE OF GRANTS (CONTINUED)
PART XV (B)
SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT

ORGANIZATION	APPROVED IN 2012	PAID IN 2012	PAYABLE AT 12/31/2012
ALLEGHENY GENERAL HOSPITAL PITTSBURGH, PA	296,537	73,630	222,907
COMMUNITY COLLEGE OF ALLEGHENY COUNTY PITTSBURGH, PA	100,000	50,000	50,000
CONGRESSIONAL MEDAL OF HONOR FOUNDATION FALLS CHURCH, VA	100,000	50,000	50,000
FATHER BEITING APPALACHIAN MISSION CENTER LOUISA, KY	50,000	25,000	25,000
MAINSTAY LIFE SERVICES PITTSBURGH, PA	40,000	20,000	20,000
SLIPPERY ROCK UNIVERSITY SLIPPERY ROCK, PA	80,000	40,000	40,000
ST ANTHONY SCHOOL PROGRAMS WEXFORD, PA	60,000	30,000	30,000
SUMMERBRIDGE PITTSBURGH SEWICKLEY, PA	40,000	20,000	20,000
UNIVERSITY OF PITTSBURGH PITTSBURGH, PA	30,000	10,000	20,000
TOTALS:	796,537	318,630	477,907

Page 11, Part XV, line 3b of 990PF

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions DSF CHARITABLE FOUNDATION	Employer identification number (EIN) or 25-1847237
	Number, street, and room or suite no If a P O box, see instructions 5840 ELLSWORTH AVENUE, NO. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PITTSBURGH, PA 15232	

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

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

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

- The books are in the care of ▶ MR. J. NICHOLAS BELDECOS 5840 ELLSWORTH AVE. - PITTSBURGH, PA 15232

  Telephone No. ▶ 412-362-6000 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ____ , and ending ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 76,278.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 76,278.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ M M. Cutts Title ▶ CPA Date ▶ 08/14/13

Form 8868 (Rev. 1-2013)

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01-21-13