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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.

2012

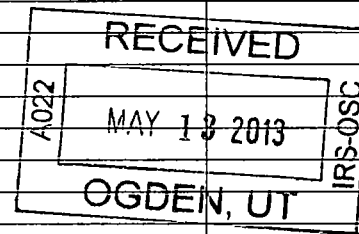
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>Betts Foundation</b>		A Employer identification number <b>25-6035169</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1800 Pennsylvania Ave W</b>	Room/suite	B Telephone number <b>814-723-1250</b>
City or town, state, and ZIP code <b>Warren, PA 16365</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>4,453,841.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		200,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		29.	29.		Statement 1
4 Dividends and interest from securities		138,578.	138,578.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		111,035.			
b Gross sales price for all assets on line 6a		1,492,387.			
7 Capital gain net income (from Part IV, line 2)			111,035.		
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					
12 Total Add lines 1 through 11		449,642.	249,642.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		900.	450.		0.
c Other professional fees Stmt 4		37,916.	37,916.		0.
17 Interest					
18 Taxes Stmt 5		4,941.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		43,757.	38,366.		0.
25 Contributions, gifts, grants paid		236,429.			236,429.
26 Total expenses and disbursements Add lines 24 and 25		280,186.	38,366.		236,429.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		169,456.			
b Net investment income (if negative, enter -0-)			211,276.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 15 2013

Operating and Administrative Expenses

g/14 8M

**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
<b>Assets</b>	1 Cash - non-interest-bearing	58,841.	25,112.	25,112.
	2 Savings and temporary cash investments	75,997.	49,798.	49,798.
	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	2,440.	3,900.	3,900.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	2,058,033.	2,223,060.	2,781,155.
	c Investments - corporate bonds Stmt 8	1,335,240.	1,481,612.	1,508,285.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	195,000.	111,448.	85,591.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	3,725,551.	3,894,930.	4,453,841.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,725,551.	3,894,930.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 <b>Total net assets or fund balances</b>	3,725,551.	3,894,930.		
31 <b>Total liabilities and net assets/fund balances</b>	3,725,551.	3,894,930.		

**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	3,725,551.
2 Enter amount from Part I, line 27a	2	169,456.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,895,007.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	77.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,894,930.

**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 PNC Bank Statement - See attached	P	Various	12/31/12
b PNC Bank Statement - See attached	P	Various	12/31/12
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 656,437.		667,282.	-10,845.
b 835,950.		714,070.	121,880.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-10,845.
b			121,880.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	111,035.
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	N/A

**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	213,242.	4,105,989.	.051934
2010	222,215.	3,776,862.	.058836
2009	169,978.	3,515,555.	.048350
2008	308,436.	4,166,178.	.074033
2007	229,623.	4,662,787.	.049246

2 Total of line 1, column (d)	2	.282399
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	.056480
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,312,990.
5 Multiply line 4 by line 3	5	243,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,113.
7 Add lines 5 and 6	7	245,711.
8 Enter qualifying distributions from Part XII, line 4	8	236,429.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,226.
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	4,226.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	4,226.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,900.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,900.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	326.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	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?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>PA</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>M. Dennis Hedges, Trustee</u> Telephone no. ► <u>814-723-1250</u> Located at ► <u>1800 Pennsylvania Ave West, Warren, PA</u> ZIP+4 ► <u>16365</u>			
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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">N/A</span>	1b	
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? <span style="float: right;">► <input type="checkbox"/></span>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	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.) <span style="float: right;">N/A</span>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <span style="float: right;">N/A</span>	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

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		0.	0.	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 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	4,254,392.
b Average of monthly cash balances	1b	121,323.
c Fair market value of all other assets	1c	2,955.
d Total (add lines 1a, b, and c)	1d	4,378,670.
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	4,378,670.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,680.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,312,990.
6 Minimum investment return Enter 5% of line 5	6	215,650.

**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	215,650.
2a Tax on investment income for 2012 from Part VI, line 5	2a	4,226.	
b Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	4,226.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	211,424.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	211,424.	
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	211,424.	

**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	236,429.
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	236,429.
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	236,429.

**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				211,424.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,354.			
b From 2008	101,693.			
c From 2009				
d From 2010	38,240.			
e From 2011	12,884.			
f Total of lines 3a through e	155,171.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	236,429.			
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				211,424.
e Remaining amount distributed out of corpus	25,005.			
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:	180,176.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	2,354.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	177,822.			
10 Analysis of line 9:				
a Excess from 2008	101,693.			
b Excess from 2009				
c Excess from 2010	38,240.			
d Excess from 2011	12,884.			
e Excess from 2012	25,005.			

**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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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:

THE BETTS FOUNDATION, 814-723-1250  
BOX 888, WARREN, PA 16365

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

Letter, Form or Personal Call

c Any submission deadlines:

No

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

Principally Warren County Residents. Grants are for study at post secondary educational institutions.

**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
<b>a Paid during the year</b>				
Contributions-Community - See Attached Schedule	N/A		Charitable, Educational and Governmental	205,593.
Contributions-Donations - See Attached Schedule	N/A		Charitable, Educational and Governmental	2,836.
Contributions-Scholarships - See Attached Schedule	N/A		Educational	28,700.
Less: Refund of a 2010 scholarship			Educational-check never cashed.	-700.
<b>Total</b>			<b>3a</b>	<b>236,429.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	<b>0.</b>



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

- |   |  | 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. |       |    |

[illegible]

- 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

Date \_\_\_\_\_

5/6/13

Title

► Trustee

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
------

Christina McClellan

Christina McEllan

05/03/13

P00630377

Firm's name ▶ Kersey & Associates, P.C.

Firm's EIN ▶ 25-1874952

Firm's address ► 208 Liberty Street  
Warren, PA 16365

Phone no. 814-723-4280

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

**Betts Foundation**

Employer identification number

**25-6035169**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990 PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

Employer identification number

**Betts Foundation****25-6035169****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>Betts Industries, Inc</u> <u>1800 Pennsylvania Ave West</u> <u>Warren, PA 16365</u>	\$ <u>200,000.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization

Employer identification number

**Betts Foundation****25-6035169****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**Betts Foundation****25-6035169****Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Interest Income-Other	29.
Total to Form 990-PF, Part I, line 3, Column A	29.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends Income	72,164.	0.	72,164.
Interest-Securities	66,414.	0.	66,414.
Total to Fm 990-PF, Part I, ln 4	138,578.	0.	138,578.

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Form 990-PF Accounting Fees Statement 3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kersey & Associates, PC	900.	450.		0.
To Form 990-PF, Pg 1, ln 16b	900.	450.		0.

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Form 990-PF Other Professional Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Services	37,916.	37,916.		0.
To Form 990-PF, Pg 1, ln 16c	37,916.	37,916.		0.

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Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Excise Tax on Investment Income	4,941.	0.		0.	
To Form 990-PF, Pg 1, ln 18	4,941.	0.		0.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
Description		Amount	
Advisory Service Provider - Cost Basis Decrease to Investments		77.	
Total to Form 990-PF, Part III, line 5		77.	

Form 990-PF	Corporate Stock	Statement	7
Description	Book Value	Fair Market Value	
Corporate Stocks	2,223,060.	2,781,155.	
Total to Form 990-PF, Part II, line 10b	2,223,060.	2,781,155.	

Form 990-PF	Corporate Bonds	Statement	8
Description	Book Value	Fair Market Value	
Corporate Bonds & Bond Fds	1,481,612.	1,508,285.	
Total to Form 990-PF, Part II, line 10c	1,481,612.	1,508,285.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Alternative Inv-Mutual Fds	COST	111,448.	85,591.
Total to Form 990-PF, Part II, line 13		111,448.	85,591.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account	
R.T. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
R.E. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
M.D. Hedges 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
C.R. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
T.E. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
M.J. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

THE BETTS FOUNDATION  
OTHER CONTRIBUTIONS  
CALENDAR YEAR 2012

ASSOCIATION OF INDEPENDENT COLLEGES OF PA	2,500.00
101 NORTH FRONT STREET; HARRISBURG, PA 17101	
CHILDREN, INC.	336.00
4205 DOVER ROAD; RICHMOND, VA 23221	<hr/>
TOTAL OTHER CONTRIBUTIONS	<u><u>2,836.00</u></u>

THE BETTS FOUNDATION  
SCHOLARSHIPS  
CALENDAR YEAR 2012

EDINBORO UNIVERSITY EDINBORO, PA 16444	3,500.00
JAMESTOWN BUSINESS COLLEGE JAMESTOWN, NY 14701	2,800.00
SLIPPERY ROCK UNIVERSITY SLIPPERY ROCK, PA 16057	2,800.00
INDIANA UNIVERSITY OF PENNSYLVANIA INDIANA, PA 15705	2,100.00
PENN STATE - ERIE, BEHREND COLLEGE ERIE, PA 16563	2,100.00
BLOOMSBURG UNIVERSITY BLOOMSBURG, PA 17815	1,400.00
GROVE CITY COLLEGE GROVE CITY, PA 16127	1,400.00
LYCOMING COLLEGE WILLIAMSPORT, PA 17701	1,400.00
MERCYHURST UNIVERSITY - NORTH EAST NORTHEAST, PA 16428	1,400.00
SUNY EMPIRE STATE COLLEGE SARATOGA SPRINGS, NY 12866	1,400.00
UNIVERSITY OF PITTSBURGH @ BRADFORD BRADFORD, PA 16701	1,400.00
CLARION UNIVERSITY CLARION, PA 16214	700.00
FORTIS INSTITUTE ERIE, PA 16506	700.00
GANNON UNIVERSITY ERIE, PA 16541	700.00
GENEVA COLLEGE BEAVER FALLS, PA 15010	700.00
GREAT LAKES INSTITUTE ERIE, PA 16509	700.00
JAMESTOWN COMMUNITY COLLEGE JAMESTOWN, NY 14701	700.00
ROBERT MORRIS UNIVERSITY MOON TOWNSHIP, PA 15108	700.00
UNIVERSITY OF PITTSBURGH PITTSBURGH, PA 15260	700.00
WESTMINSTER COLLEGE NEW WILMINGTON, PA 16172	700.00
WILLIAM CAREY UNIVERSITY HATTIESBURG, MS 39401	700.00

TOTAL SCHOLARSHIPS

28,700.00

THE BETTS FOUNDATION  
COMMUNITY SUPPORT  
CALENDAR YEAR 2012

CITY OF WARREN	97,283.69
318 W. THIRD AVENUE; WARREN, PA 16365	
WARREN GENERAL HOSPITAL CANCER CARE UNIT	40,000.00
2 CRESCENT PARK, A26 WEST; WARREN, PA 16365	
UNITED FUND OF WARREN COUNTY	19,500.00
305 W. THIRD AVENUE; WARREN, PA 16365	
CHIEF CORNPLANTER COUNCIL - BOY SCOUTS OF AMERICA	15,000.00
316 FOURTH AVENUE; WARREN, PA 16365	
WARREN COUNTY YMCA	9,568.00
212 LEXINGTON AVENUE; WARREN, PA 16365	
WOMAN'S CLUB E.S.H.P.G.	7,500.00
310 MARKET STREET; WARREN, PA 16365	
WARREN COUNTY DEVELOPMENT ASSOCIATION	5,000.00
308 MARKET STREET; WARREN, PA 16365	
BETTS FOUNDATION DRUG EDUCATION PROGRAM	2,916.00
P.O. BOX 888; WARREN, PA 16365	
YOUNGSVILLE BOROUGH	2,500.00
40 RAILROAD STREET; YOUNGSVILLE, PA 16371	
FOUNDATION FOR FREE ENTERPRISE EDUCATION	1,575.00
3076 W. 12th STREET; ERIE, PA 16505	
THE SALVATION ARMY	1,250.00
311 BEECH STREET; WARREN, PA 16365	
STRUTHERS LIBRARY THEATRE	1,000.00
302 W. THIRD AVENUE; WARREN, PA 16365	
WARREN COUNTY PRISON MINISTRY	1,000.00
P.O. BOX 373; WARREN, PA 16365	
WARREN COUNTY REGIONAL MAIN STREET PROGRAM	1,000.00
1209 PENNSYLVANIA AVENUE, W.; WARREN, PA 16365	
PENN SOIL RESOURCE CONSERVATION & DEVELOPMENT	500.00
210 NORTH DRIVE, SUITE E; WARREN, PA 16365	
	<hr/>
TOTAL COMMUNITY SUPPORT	<u><u>205,592.69</u></u>



THE BETTS FOUNDATION  
REALIZED GAIN (LOSS) ON ASSET SALES  
CALENDAR YEAR 2012

SALE DATE	UNITS	SECURITY	SALE PRICE	COST	GAIN (LOSS)
1/24/12	100	COVIDIEN PLC	4,889.90	4,740.00	149.90
1/24/12	150	AT&T, INC.	4,501.41	4,042.63	458.78
1/24/12	50	ALLERGAN, INC.	4,424.91	2,401.50	2,023.41
1/24/12	100	AMERICAN EXPRESS CO.	4,923.90	4,859.00	64.90
1/24/12	100	AMERISOURCE BERGEN CORP.	3,950.92	2,807.00	1,143.92
1/24/12	50	AMERIPRISE FINANCIAL, INC.	2,713.94	1,883.20	830.74
1/24/12	200	BANK OF AMERICA CORP.	1,451.97	3,519.04	(2,067.07)
1/24/12	150	BRISTOL MYERS SQUIBB CO.	4,837.57	4,734.00	103.57
1/24/12	100	CAPITAL ONE FINANCIAL CORP.	4,494.91	4,145.86	349.05
1/24/12	50	CELANESE CORP.	2,395.95	1,074.13	1,321.82
1/24/12	150	CISCO SYSTEMS, INC.	2,968.44	2,877.00	91.44
1/24/12	90	CITIGROUP, INC.	2,686.44	3,762.00	(1,075.56)
1/24/12	50	COCA COLA CO.	3,386.93	3,000.50	386.43
1/24/12	150	COMCAST CORP.	3,866.92	3,533.97	332.95
1/24/12	100	CONOCO PHILLIPS	7,056.88	7,246.95	(190.07)
1/24/12	50	CUMMINS, INC.	5,341.40	2,608.00	2,733.40
1/24/12	100	DOVER CORP.	6,048.88	5,002.00	1,046.88
1/24/12	50	DUPONT E I DE NEMOURS & CO.	2,466.95	2,658.94	(191.99)
1/24/12	200	EMC CORP.	5,019.90	3,375.94	1,643.96
1/24/12	400	EQT CORPORATION	19,872.61	24,924.83	(5,052.22)
1/24/12	50	EATON CORP.	2,437.95	2,572.25	(134.30)
1/24/12	100	EBAY, INC.	3,188.93	3,073.00	115.93
1/24/12	50	EQUITY RESIDENTIAL REIT	2,828.44	2,243.50	584.94
1/24/12	50	EXXON MOBIL CORP.	4,350.91	1,997.06	2,353.85
1/24/12	50	FMC CORPORATION	4,589.91	4,301.50	288.41
1/24/12	250	GENERAL ELECTRIC CO.	4,694.90	4,125.00	569.90
1/24/12	20	GOOGLE, INC.	11,584.56	9,604.81	1,979.75
1/24/12	50	HOME DEPOT, INC.	2,243.45	2,171.97	71.48
1/24/12	150	INTEL CORP.	4,028.92	3,274.50	754.42
1/24/12	10	IBM CORP.	1,918.06	914.02	1,004.04

THE BETTS FOUNDATION  
REALIZED GAIN (LOSS) ON ASSET SALES  
CALENDAR YEAR 2012

SALE DATE	UNITS	SECURITY	SALE PRICE	COST	GAIN (LOSS)
1/24/12	200	J P MORGAN CHASE & CO.	7,523.85	7,120.00	403.85
1/24/12	50	JOY GLOBAL, INC.	4,463.91	5,015.50	(551.59)
1/24/12	100	KRAFT FOODS, INC.	3,827.92	3,643.99	183.93
1/24/12	100	LIMITED BRANDS, INC.	4,176.95	4,406.90	(229.95)
1/24/12	150	MACY'S, INC.	5,282.89	4,352.97	929.92
1/24/12	100	MATTEL, INC.	2,905.00	2,163.90	741.10
1/24/12	50	MICROSOFT CORP.	1,463.97	1,281.75	182.22
1/24/12	50	MOODY'S CORP.	1,839.96	1,967.50	(127.54)
1/24/12	50	NORTHEAST UTILITIES	1,725.96	1,650.00	75.96
1/24/12	50	OGE ENERGY CORP.	2,763.94	2,383.50	380.44
1/24/12	400	ORACLE CORP.	10,847.95	5,336.00	5,511.95
1/24/12	100	ORACLE CORP.	2,841.94	1,200.00	1,641.94
1/24/12	200	PFIZER, INC.	4,325.91	3,665.46	660.45
1/24/12	100	PROCTOR & GAMBLE CO.	6,445.87	5,602.00	843.87
1/24/12	50	QUALCOMM, INC.	2,927.94	2,793.00	134.94
1/24/12	5,943.24	ROYCE OPPORTUNITY FUND	67,455.75	58,741.48	8,714.27
1/24/12	50	J M SMUCKER CO.	4,045.92	3,134.00	911.92
1/24/12	400	TARGET CORP.	19,919.65	21,211.44	(1,291.79)
1/24/12	50	UNITED TECHNOLOGIES CORP.	3,885.42	1,510.00	2,375.42
1/24/12	50	UNITEDHEALTH GROUP, INC.	2,562.45	1,234.00	1,328.45
1/24/12	1,000	VANGUARD VALUE ETF	54,781.74	48,590.00	6,191.74
1/24/12	100	VODAFONE GROUP PLC	2,757.94	2,660.00	97.94
1/24/12	50	WAL-MART STORES, INC.	3,065.94	2,414.30	651.64
1/24/12	50	WHOLE FOODS MARKET, INC.	3,861.42	3,180.50	680.92
1/24/12	150	WISCONSIN ENERGY CORP.	5,086.57	2,880.38	2,206.19
2/22/12	400	CAPITAL ONE FINANCIAL CORP.	19,319.89	16,526.00	2,793.89
2/22/12	350	DUPONT E I DE NEMOURS & CO.	17,968.67	15,957.94	2,010.73
2/22/12	350	EATON CORP.	18,248.78	18,005.71	243.07
2/22/12	250	J M SMUCKER CO.	18,141.67	15,281.96	2,859.71
3/15/12	400	AMERISOURCE BERGEN CORP.	15,115.76	11,228.00	3,887.76

THE BETTS FOUNDATION  
 REALIZED GAIN (LOSS) ON ASSET SALES  
 CALENDAR YEAR 2012

SALE DATE	UNITS	SECURITY	SALE PRICE	COST	GAIN (LOSS)
3/15/12	350	AMERIPRISE FINANCIAL, INC.	20,264.95	13,182.40	7,082.55
4/12/12	350	CELANESE CORP.	16,439.13	7,518.87	8,920.26
4/12/12	350	WAL-MART STORES, INC.	21,356.52	14,318.19	7,038.33
5/10/12	150	JOY GLOBAL, INC.	9,732.28	15,046.50	(5,314.22)
5/10/12	700	MATTEL, INC.	22,609.49	15,144.32	7,465.17
5/10/12	200	McDONALD'S CORP.	18,443.58	17,336.00	1,107.58
5/10/12	100	PHILLIPS 66	3,286.92	3,461.18	(174.26)
5/21/12	200	HERBALIFE, LTD.	9,181.79	13,879.86	(4,698.07)
5/21/12	350	NORTHEAST UTILITIES	12,484.26	11,549.96	934.30
5/25/12	2,059	IVY GLOBAL RESOURCES FUND I	32,861.64	70,000.00	(37,138.36)
5/31/12	1,000	ISHARES BARCLAYS CREDIT ITF	104,558.65	103,994.80	563.85
6/5/12	200	BORG WARNER, INC.	13,088.70	15,252.00	(2,163.30)
6/5/12	200	CONOCO PHILLIPS	10,329.76	10,976.82	(647.06)
6/5/12	100	DOLLAR TREE, INC.	10,115.99	2,507.67	7,608.32
6/7/12	4,126.337	FIDELITY ADVISOR FLOATING HI INCOME	40,025.47	40,768.21	(742.74)
6/18/12	50	ALLERGAN, INC.	4,633.39	2,401.50	2,231.89
6/18/12	100	FMC CORPORATION	5,061.04	5,368.50	(307.46)
6/18/12	150	NOBLE ENERGY, INC.	12,450.26	15,066.00	(2,615.74)
6/25/12	10	APPLE, INC.	5,727.97	656.30	5,071.67
7/24/12	300	DOVER CORP.	15,185.68	15,006.00	179.68
7/30/12	800	INVESCO, LTD.	17,719.60	21,055.44	(3,335.84)
7/30/12	900	BANK OF AMERICA CORP.	6,515.85	15,341.36	(8,825.51)
7/30/12	150	CUMMINS, INC.	13,581.70	7,824.00	5,757.70
7/30/12	50	QUALCOMM, INC.	2,961.43	2,793.00	168.43
7/30/12	600	VODAFONE GROUP PLC	17,201.61	15,960.00	1,241.61
8/10/12	450	INTERNATIONAL PAPER CO.	14,764.21	15,016.50	(252.29)
8/10/12	400	LAUDER ESTEE COS., INC.	22,187.54	19,263.80	2,923.74
8/22/12	450	BRISTOL MYERS SQUIBB CO.	14,201.68	14,202.00	(0.32)
8/30/12	300	T. ROWE PRICE GROUP, INC.	18,365.73	18,369.00	(3.27)
9/11/12	50	AT&T, INC.	1,877.95	1,871.50	6.45

THE BETTS FOUNDATION  
REALIZED GAIN (LOSS) ON ASSET SALES  
CALENDAR YEAR 2012

SALE DATE	UNITS	SECURITY	SALE PRICE	COST	GAIN (LOSS)
9/11/12	15	APPLE, INC.	10,005.67	984.45	9,021.22
9/11/12	50	CATERPILLAR, INC.	4,411.90	5,797.97	(1,386.07)
9/11/12	50	CHEVRON CORP.	5,714.87	3,924.50	1,790.37
9/11/12	100	COCA COLA CO.	3,759.96	3,466.47	293.49
9/11/12	50	DOLLAR TREE, INC.	2,358.94	626.92	1,732.02
9/11/12	50	EQUITY RESIDENTIAL REIT	2,976.93	2,243.50	733.43
9/11/12	7,392.996	FEDERATED STRATEGIC VALUE FUND	38,000.00	33,342.41	4,657.59
9/11/12	50	FIRST THIRD BANCORP	757.99	752.98	5.01
9/11/12	50	GENERAL ELECTRIC CO.	1,074.47	825.00	249.47
9/11/12	50	HERSHEY COMPANY	3,585.41	2,559.00	1,026.41
9/11/12	50	INTEL CORP.	1,166.47	1,091.50	74.97
9/11/12	50	J P MORGAN CHASE & CO.	1,946.95	2,057.75	(110.80)
9/11/12	50	JOHNSON & JOHNSON	3,419.42	3,315.50	103.92
9/11/12	3012.048	J P MORGAN MTGE BACKED SECURITIES	35,000.00	34,096.38	903.62
9/11/12	50	MACY'S, INC.	1,992.95	1,450.99	541.96
9/11/12	50	MERCK & CO., INC	2,225.95	1,876.00	349.95
9/11/12	50	MICROSOFT CORP.	1,534.46	1,281.75	252.71
9/11/12	50	OGE ENERGY CORP.	2,719.44	2,666.00	53.44
9/11/12	50	ORACLE CORP.	1,612.96	600.00	1,012.96
9/11/12	50	PFIZER, INC.	1,203.97	916.37	287.60
9/11/12	50	POLARIS INDUSTRIES GROUP	4,030.90	3,905.75	125.15
9/11/12	50	QUALCOMM, INC.	3,081.43	2,690.00	391.43
9/11/12	50	RESMID, INC.	1,972.95	1,708.00	264.95
9/11/12	50	SHIRE PLC	4,628.39	4,986.50	(358.11)
9/11/12	50	SUNCOR ENERGY, INC.	1,679.46	1,409.17	270.29
9/11/12	50	WELLS FARGO & COMPANY	1,708.46	1,530.50	177.96
9/11/12	50	WISCONSIN ENERGY CORP.	1,892.95	1,844.00	48.95
9/25/12	200	BED BATH AND BEYOND	12,468.78	13,706.00	(1,237.22)
9/25/12	150	INTEL CORP.	3,388.44	3,222.87	165.57
9/25/12	200	NORFOLK SOUTHERN CORP.	13,073.72	14,291.98	(1,218.26)

4/18/2013

THE BETTS FOUNDATION  
REALIZED GAIN (LOSS) ON ASSET SALES  
CALENDAR YEAR 2012

SALE DATE	UNITS	SECURITY	SALE PRICE	COST	GAIN (LOSS)
9/25/12	50	QUALCOMM, INC.	3,152.43	2,540.46	611.97
10/11/12	10	APPLE, INC.	6,304.05	656.30	5,647.75
10/11/12	100	FMC CORPORATION	5,402.88	4,301.50	1,101.38
10/11/12	50	JOHNSON & JOHNSON	3,396.92	3,315.50	81.42
10/25/12	0.333	KRAFT FOODS, INC.	15.34	11.89	3.45
10/26/12	200	CATERPILLAR, INC.	16,849.64	22,715.91	(5,866.27)
10/26/12	350	DOLLAR TREE, INC.	13,954.22	4,388.41	9,565.81
10/26/12	150	MACY'S, INC.	5,779.39	4,352.97	1,426.42
11/5/12	15	GOOGLE, INC.	10,215.97	5,062.97	5,153.00
11/5/12	30	IBM CORP.	5,816.56	2,742.07	3,074.49
11/5/12	500	MICROSOFT CORP.	14,719.71	12,214.21	2,505.50
11/8/12	10,238.835	JP MORGAN MTGE. SECURITIES FUND	119,487.20	115,903.62	3,583.58
11/8/12	1,300	VANGUARD REIT ETF	83,211.91	79,898.21	3,313.70
11/19/12	15	APPLE, INC.	8,460.11	984.45	7,475.66
11/19/12	90	UNITED HEALTH GROUP, INC.	4,745.59	2,221.20	2,524.39
12/5/12	133	KRAFT FOODS, INC.	6,117.87	4,750.86	1,367.01
12/5/12	400	MONDELEZ INTERNATIONAL	10,235.81	8,873.25	1,362.56
12/17/12	50	CHEVRON CORP.	5,413.87	3,924.50	1,489.37
12/17/12	150	NATIONAL OILWELL VARGO, INC	9,751.28	8,027.50	1,723.78
12/17/12	1,485.884	PIMCO COMMODITY REAL RETURN	10,000.00	13,552.44	(3,552.44)
			<u>1,492,388.00</u>	<u>1,381,352.39</u>	<u>111,035.61</u>