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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 MERWIN FOUNDATION		A Employer identification number 25-6060860
Number and street (or P.O. box number if mail is not delivered to street address) 2200 ASBURY ROAD		B Telephone number (814) 833-9881
City or town, state, and ZIP code ERIE, PA 16506		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,994,608. (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 ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)		

Part I Analysis of Revenue and Expenses

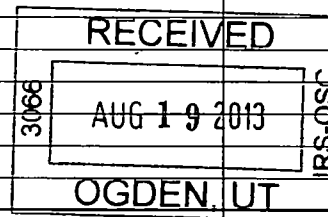
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(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			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	76,747.	76,747.		STATEMENT 1
4 Dividends and interest from securities	127,620.	127,620.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	174,435.			
b Gross sales price for all assets on line 6a	1,648,088.			
7 Capital gain net income (from Part IV, line 2)		174,435.		
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	<19,023.>	<19,023.>		STATEMENT 3
12 Total. Add lines 1 through 11	359,779.	359,779.		
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 4	1,910.	1,910.		0.
c Other professional fees STMT 5	31,597.	31,597.		0.
17 Interest				
18 Taxes STMT 6	9,769.	9,769.		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	43,276.	43,276.		0.
25 Contributions, gifts, grants paid	211,500.			211,500.
26 Total expenses and disbursements. Add lines 24 and 25	254,776.	43,276.		211,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	105,003.			
b Net investment income (if negative, enter -0-)		316,503.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 27 2013

Revenue

Operating and Administrative Expenses



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	1,847.	3,833.	3,833.
	2 Savings and temporary cash investments	314,861.	199,731.	199,731.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,480,370.	3,805,030.	4,209,937.
	c Investments - corporate bonds STMT 8	1,553,135.	1,472,135.	1,581,107.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,350,213.	5,480,729.	5,994,608.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	289,498.	289,498.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,060,715.	5,191,231.	
Net Assets or Fund Balances	30 Total net assets or fund balances	5,350,213.	5,480,729.	
	31 Total liabilities and net assets/fund balances	5,350,213.	5,480,729.	

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	5,350,213.
2 Enter amount from Part I, line 27a	2	105,003.
3 Other increases not included in line 2 (itemize) ▶ MLP BASIS ADJUSTMENT	3	29,904.
4 Add lines 1, 2, and 3	4	5,485,120.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ACCRETION	5	4,391.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,480,729.

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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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 1,648,088.		1,473,653.	174,435.

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			
b			
c			
d			
e			174,435.

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	174,435.
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	275,450.	5,998,931.	.045917
2010	276,031.	5,474,788.	.050419
2009	342,473.	4,866,526.	.070373
2008	292,048.	5,719,926.	.051058
2007	314,255.	6,684,646.	.047011

2 Total of line 1, column (d)	2	.264778
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	.052956
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,822,962.
5 Multiply line 4 by line 3	5	308,361.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,165.
7 Add lines 5 and 6	7	311,526.
8 Enter qualifying distributions from Part XII, line 4	8	211,500.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	6,330.
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	6,330.
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	6,330.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		141.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6,471.
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?		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) ☐ 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	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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RICHARD A. MERWIN</u> Telephone no. ► <u>814-833-9881</u> Located at ► <u>ASBURY ROAD AT W. 23RD ST., ERIE, PA</u> ZIP+4 ► <u>16506</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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
RICHARD A. MERWIN	PRES / TREAS / DIR			
P. O. BOX 10608				
ERIE, PA 16514	0.00	0.	0.	0.
JAMES R WALCZAK	ASST SEC/DIRECTOR			
100 STATE ST., STE 700				
ERIE, PA 16501	0.00	0.	0.	0.
JAMES E. SPODEN	SEC/DIRECTOR			
100 STATE ST., STE 700.				
ERIE, PA 16501	0.00	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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,648,296.
b	Average of monthly cash balances	1b	263,341.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,911,637.
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	5,911,637.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,675.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,822,962.
6	Minimum investment return Enter 5% of line 5	6	291,148.

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	291,148.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,330.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,330.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	284,818.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	284,818.
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	284,818.

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	211,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	211,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	211,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				284,818.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			209,467.	
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: ► \$ 211,500.				
a Applied to 2011, but not more than line 2a			209,467.	
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				2,033.
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				282,785.
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				

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

AEB-ME01

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
ACES 1001 STATE ST #310 ERIE, PA 165011823	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
ERIE DOWNTOWN ARTS & CULTURAL 140 E 5TH ST ERIE, PA 16501	NONE	PUBLIC CHARITY	UNRESTRICTED	12,000.
ERIE PHILHARMONIC 609 WALNUT ST ERIE, PA 16502	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
ERIE PLAYHOUSE 13 W 10TH ST ERIE, PA 16501	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NORTHWEST PA ARTISTS ASSN 3 E 4TH ST ERIE, PA 16501	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
Total	SEE CONTINUATION SHEET(S)			211,500.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	76,747.	
4 Dividends and interest from securities				14	127,620.	
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				14	<19,023.>	
8 Gain or (loss) from sales of assets other than inventory				14	174,435.	
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)			0.		359,779.	0.
13 Total. Add line 12, columns (b), (d), and (e)					359,779.	359,779.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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. | | |

[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.

and belief, it is true, correct, and complete Declaration of p

Signature of officer or trustee

8-15-13
Date

CHAIRMAN
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
ALBERT J ISACKS,
CPA

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ► **MALIN, BERGQUIST & COMPANY, LLP**

Firm's EIN ► 25-1249913

Firm's address ► 2402 WEST 8TH STREET
ERIE, PA 16505-4428

Phone no. (814) 454-4008

MERWIN FOUNDATION

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	ALLIANCEBERNSTEIN HOLDINGS LP		VARIOUS	VARIOUS
b	ALLIANCEBERNSTEIN HOLDINGS LP		VARIOUS	VARIOUS
c	BUCKEYE PARTNERS LP	P	VARIOUS	VARIOUS
d	ENERGY TRANSFER PARTNERS LP	P	VARIOUS	VARIOUS
e	ENTERPRISE PRODUCTS PARTNERS LP	P	VARIOUS	VARIOUS
f	ENTERPRISE PRODUCTS PARTNERS LP		VARIOUS	VARIOUS
g	GLOBAL PARTNERS LP	P	VARIOUS	VARIOUS
h	OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC		VARIOUS	VARIOUS
i	OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC		VARIOUS	VARIOUS
j	PVR PARTNERS, LP	P	VARIOUS	VARIOUS
k	SUBURBAN PROPANE PARTNERS, LP	P	VARIOUS	VARIOUS
l	TC PIPELINES, LP	P	VARIOUS	VARIOUS
m	FLEET CAPITAL TRUST	P	03/01/02	07/25/12
n	PROTECTIVE LIFE	P	07/14/11	02/09/12
o	RAYTHEON CO DELAWARE NEW	P	10/06/11	10/02/12

(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		527.	<527.>
b		1,456.	<1,456.>
c	<89.>		<89.>
d	<448.>		<448.>
e	<19.>		<19.>
f		598.	<598.>
g	<36.>		<36.>
h		4.	<4.>
i		134.	<134.>
j	342.		342.
k	<49.>		<49.>
l	<66.>		<66.>
m	25,000.	25,000.	0.
n	13,095.	11,343.	1,752.
o	5,520.	4,010.	1,510.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<527.>
b			<1,456.>
c			<89.>
d			<448.>
e			<19.>
f			<598.>
g			<36.>
h			<4.>
i			<134.>
j			342.
k			<49.>
l			<66.>
m			0.
n			1,752.
o			1,510.

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	
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	

MERWIN FOUNDATION

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 SOUTHERN COPPER CORP	P	08/10/11	03/07/12
b TELEFONICA SA SPAIN	P	VARIOUS	07/26/12
c COLUMBIA MAR FOC	P	06/19/12	08/29/12
d DWS ALT ASST ALLCTN	P	06/25/12	08/29/12
e COLUMBIA MAR FOC	P	12/09/11	08/29/12
f PION CULLN VAL FD CL Y	P	12/27/11	05/30/12
g JANUS FORTY FUND CL I	P	12/20/11	04/16/12
h DWS ALT ASST ALLCTN	P	12/30/11	08/29/12
i AVERY DENNISON CORP	P	VARIOUS	12/20/12
j COMP SIDER NACL SPNS ADR	P	06/22/11	12/13/12
k RPM INTERNATIONAL INC	P	01/11/11	05/17/12
l BP CAP MARKETS PL	P	07/12/10	11/29/12
m METLIFE INC	P	05/26/09	11/29/12
n WACHOVIA CORP	P	04/27/09	05/10/12
o SLM CORP	P	03/21/05	06/15/12

(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 16.		18.	<2.>
b 5,612.		9,857.	<4,245.>
c 2,495.		2,493.	2.
d 134.		128.	6.
e 1,244.		1,198.	46.
f 592.		582.	10.
g 26.		22.	4.
h 2,759.		2,581.	178.
i 24,303.		25,014.	<711.>
j 2,710.		6,038.	<3,328.>
k 20,599.		18,285.	2,314.
l 26,080.		24,563.	1,517.
m 13,249.		11,370.	1,879.
n 52,262.		49,183.	3,079.
o 50,000.		50,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2.>
b			<4,245.>
c			2.
d			6.
e			46.
f			10.
g			4.
h			178.
i			<711.>
j			<3,328.>
k			2,314.
l			1,517.
m			1,879.
n			3,079.
o			0.

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	
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	

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	BANCO SANTANDER SA ADR	P	03/01/10	08/29/12
b	COMP SIDER NACL SPNS ADR	P	08/30/10	12/13/12
c	FEDERATED INVESTRS B	P	VARIOUS	04/12/12
d	GENERAL ELEC CAPITAL CORP	P	06/13/02	11/13/12
e	KRAFT FOODS GROUP	P	02/24/09	10/16/12
f	MARATHON PETROLEUM CORP	P	01/12/09	05/10/12
g	MCDONALDS CORP	P	09/16/09	05/17/12
h	MORGAN STANLEY CP TR III	P	02/24/03	06/25/12
i	PAYCHEX INC	P	VARIOUS	04/16/12
j	RAYTHEON CO DELAWARE NEW	P	09/10/10	10/02/12
k	VNB CAPITAL TRUST I	P	10/31/01	01/17/12
l	XCEL ENERGY	P	01/12/09	05/17/12
m	COLUMBIA MAR FOC	P	VARIOUS	08/29/12
n	PION CULLN VAL FD CL Y	P	VARIOUS	05/30/12
o	JANUS FORTY FUND CL I	P	01/12/09	04/16/12

(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 6,839.		12,978.	<6,139.>
b 8,130.		23,232.	<15,102.>
c 32,256.		34,651.	<2,395.>
d 20,875.		20,875.	0.
e 31.		16.	15.
f 5,811.		3,363.	2,448.
g 26,941.		16,977.	9,964.
h 24,127.		25,000.	<873.>
i 27,769.		25,746.	2,023.
j 22,080.		18,502.	3,578.
k 1,150.		1,150.	0.
l 24,564.		16,479.	8,085.
m 80,530.		47,890.	32,640.
n 27,785.		22,218.	5,567.
o 39,974.		23,366.	16,608.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<6,139.>
b			<15,102.>
c			<2,395.>
d			0.
e			15.
f			2,448.
g			9,964.
h			<873.>
i			2,023.
j			3,578.
k			0.
l			8,085.
m			32,640.
n			5,567.
o			16,608.

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

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

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	DWS ALT ASST ALLCTN	P	VARIOUS	08/29/12
b	OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC	P	08/07/12	10/11/12
c	AMERIGAS PARTNERS	P	12/31/11	01/09/12
d	ENTERPRISE PRODUCTS PARTNERS LP	P	05/19/10	04/16/12
e	PLAINS ALL AMERICAN PIPELINE	P	11/26/10	05/17/12
f	MAGELLAN MIDSTREAM	P	VARIOUS	03/23/12
g	GLOBAL PARTNERS LP	P	06/22/11	09/18/12
h	PROTECTIVE LIFE	P	07/14/11	02/09/12
i	RAYTHEON CO DELAWARE NEW	P	10/06/11	10/02/12
j	SOUTHERN COPPER CORP	P	08/10/11	03/07/12
k	TELEFONICA SA SPAIN	P	VARIOUS	07/26/12
l	COLUMBIA MAR FOC	P	06/19/12	08/29/12
m	DWS ALT ASST ALLCTN	P	06/25/12	08/29/12
n	COLUMBIA MAR FOC	P	12/09/11	04/16/12
o	PION CULLN VAL FD CL Y	P	12/27/11	05/30/12

(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 86,332.		87,068.	<736.>
b 30,159.		25,689.	4,470.
c 21,912.		22,870.	<958.>
d 25,173.		16,134.	9,039.
e 39,821.		30,700.	9,121.
f 36,313.		18,508.	17,805.
g 12,830.		12,180.	650.
h 13,100.		11,348.	1,752.
i 5,520.		4,010.	1,510.
j 18.		20.	<2.>
k 5,602.		9,858.	<4,256.>
l 33.		33.	0.
m 104.		99.	5.
n 643.		588.	55.
o 620.		609.	11.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<736.>
b			4,470.
c			<958.>
d			9,039.
e			9,121.
f			17,805.
g			650.
h			1,752.
i			1,510.
j			<2.>
k			<4,256.>
l			0.
m			5.
n			55.
o			11.

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

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

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 DWS ALT ASST ALLCTN	P	12/30/11	08/29/12
b AVERY DENNISON CORP	P	VARIOUS	12/20/12
c COMP SIDER NACL SPNS ADR	P	06/22/11	12/13/12
d RPM INTERNATIONAL INC	P	01/11/11	05/17/12
e ANHEUSER BUSCH CO	P	01/16/09	04/16/12
f METLIFE INC	P	01/16/09	12/17/12
g VERIZON COMMUN.	P	01/13/09	05/10/12
h VODAFONE GROUP	P	01/13/09	04/16/12
i USD RIO TINTO FIN	P	01/16/09	11/29/12
j CATERPILLAR FIN SERV CRP	P	03/24/09	04/16/12
k AMERICAN EXPRESS CREDIT	P	01/13/09	11/29/12
l BANCO SANTANDER SA ADR	P	03/01/10	08/29/12
m COMP SIDER NACL SPNS ADR	P	08/30/10	12/13/12
n CONAGRA FOODS INC	P	04/27/09	09/20/12
o FEDERATED INVESTRS B	P	VARIOUS	04/12/12

(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 2,100.		1,964.	136.
b 24,303.		25,007.	<704.>
c 2,705.		6,040.	<3,335.>
d 20,591.		18,288.	2,303.
e 19,000.		19,000.	0.
f 22,000.		21,938.	62.
g 57,631.		50,285.	7,346.
h 55,776.		48,359.	7,417.
i 15,422.		13,050.	2,372.
j 57,652.		45,770.	11,882.
k 52,259.		50,466.	1,793.
l 6,834.		13,008.	<6,174.>
m 8,115.		23,247.	<15,132.>
n 9,539.		6,244.	3,295.
o 21,503.		23,154.	<1,651.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			136.
b			<704.>
c			<3,335.>
d			2,303.
e			0.
f			62.
g			7,346.
h			7,417.
i			2,372.
j			11,882.
k			1,793.
l			<6,174.>
m			<15,132.>
n			3,295.
o			<1,651.>

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

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

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 KRAFT FOODS GROUP	P	02/24/09	10/16/12
b MARATHON PETROLEUM CORP	P	01/12/09	05/10/12
c MCDONALDS CORP	P	09/16/09	05/17/12
d PAYCHEX INC	P	VARIOUS	04/16/12
e RAYTHEON CO DELAWARE NEW	P	09/10/10	10/02/12
f XCEL ENERGY	P	01/12/09	05/17/12
g COLUMBIA MAR FOC	P	VARIOUS	04/16/12
h PION CULLN VAL FD CL Y	P	VARIOUS	05/30/12
i DWS ALT ASST ALLCTN	P	VARIOUS	08/29/12
j NM DOW CHEMICAL CO	P	01/16/09	11/29/12
k OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC	P	08/07/12	10/11/12
l AMERIGAS PARTNERS	P	12/30/11	01/09/12
m ENTERPRISE PRODUCTS PARTNERS LP	P	05/19/10	04/16/12
n PLAINS ALL AMERICAN PIPELINE	P	11/26/10	05/17/12
o MAGELLAN MIDSTREAM	P	VARIOUS	03/23/12

(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 16.		8.	8.
b 7,756.		4,476.	3,280.
c 26,944.		16,978.	9,966.
d 30,862.		28,508.	2,354.
e 22,081.		18,514.	3,567.
f 19,082.		12,837.	6,245.
g 41,614.		23,732.	17,882.
h 29,074.		23,159.	5,915.
i 65,690.		66,250.	<560.>
j 13,267.		11,918.	1,349.
k 30,183.		25,499.	4,684.
l 21,905.		22,883.	<978.>
m 10,078.		6,453.	3,625.
n 39,829.		30,738.	9,091.
o 29,059.		14,759.	14,300.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8.
b			3,280.
c			9,966.
d			2,354.
e			3,567.
f			6,245.
g			17,882.
h			5,915.
i			<560.>
j			1,349.
k			4,684.
l			<978.>
m			3,625.
n			9,091.
o			14,300.

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

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

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 GLOBAL PARTNERS LP		P	06/22/11	09/18/12
b MERRILL LYNCH - 04370			VARIOUS	VARIOUS
c MERRILL LYNCH - 04273			VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 12,845.		12,175.	670.
b		4,796.	<4,796.>
c		7,589.	<7,589.>
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			670.
b			<4,796.>
c			<7,589.>
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	174,435.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PENN STATE ERIE ONE OLD MAIN UNIVERSITY PARK, PA 168021500	NONE	PUBLIC CHARITY	UNRESTRICTED	100,000.
SARAH A REED CHILDRENS CENTER 2445 W 34TH ST ERIE, PA 16506	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
TIMES OLD NEWSIES 205 WEST 12TH STREET ERIE, PA 16534	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
YMCA OF GREATER ERIE 31 W 10TH ST ERIE, PA 16501	NONE	PUBLIC CHARITY	UNRESTRICTED	50,000.
THE CHILDREN'S ADVOCACY CENTER 2005 WEST 8TH STREET ERIE, PA 16505	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
FLAGSHIP NIAGARA LEAGUE 150 E. FRONT STREET ERIE, PA 17	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
LAWRENCEVILLE SCHOOL 2500 MAIN STREET LAWRENCEVILLE, NJ 08648	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
WEST LAKE FIRE DEPARTMENT 3762 WEST LAKE ROAD ERIE, PA 16505	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
THE ANNA SHELTER 1555 EAST 10TH STREET ERIE, PA 16511	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
THE ERIE COMMUNITY FOUNDATION 459 WEST 6TH STREET ERIE, PA 16507	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				188,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE INNER-CITY NEIGHBORHOOD ART HOUSE 201 EAST 10TH STREET ERIE, PA 16503	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
HAMOT SECOND CENTURY FOUNDATION 201 STATE STREET ERIE, PA 16550	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
GLIDING STARS P.O. BOX 11304 ERIE, PA 16514	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
ERIE YACHT CLUB FOUNDATION FERNCLIFF BEACH ERIE, PA 16505	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SPRINGHILL CAMPAIGN FUND 2200 EDINBORO ROAD ERIE, PA 16509	NONE	PUBLIC CHARITY	UNRESTRICTED	3,500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRUED INTEREST PAID - 4273	<1,600.>
ACCRUED INTEREST PAID - 4370	<2,916.>
ALLIANCEBERNSTEIN	1,441.
AMERIGAS PARTNERS	20.
BUCKEYE PARTNERS	25.
ENBRIDGE ENERGY PARTNERS	18.
ENERGY TRANSFER PARTNERS	168.
ENTERPRISE PRODUCTS PARTNERS	1.
GLOBAL PARTNERS	14.
LINN ENERGY, LLC	14.
MERRILL LYNCH	79,461.
OCH-ZIFF CAPITAL MANAGEMENT GROUP	54.
PLAINS-ALL AMERICAN PIPELINE	24.
PVR PARTNERS	4.
SUBURBAN PROPANE PARTNERS, LP	17.
TC PIPELINES	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	76,747.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLIANCEBERNSTEIN	130.	0.	130.
BUCKEYE PARTNERS	15.	0.	15.
ENERGY TRANSFER PARTNERS	402.	0.	402.
ENTERPRISE PRODUCTS PARTNERS	1.	0.	1.
MERRILL LYNCH	127,062.	0.	127,062.
PLAINS ALL AMERICAN PIPELINE	10.	0.	10.
TOTAL TO FM 990-PF, PART I, LN 4	127,620.	0.	127,620.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS	<125.>	<125.>	
ENBRIDGE ENERGY PARTNERS	<4,378.>	<4,378.>	
ALLIANCEBERNSTEIN	<923.>	<923.>	
MAGELLAN MIDSTREAM PARTNERS	298.	298.	
GLOBAL PARTNERS	<602.>	<602.>	
TC PIPELINES	<3,048.>	<3,048.>	
ENERGY TRANSFER PARTNERS	<5,214.>	<5,214.>	
PLAINS ALL AMERICAN PIPELINE	<156.>	<156.>	
MERRILL LYNCH	4.	4.	
AMERIGAS PARTNERS	<312.>	<312.>	
ENTERPRISE PRODUCTS PARTNERS	<214.>	<214.>	
LINN ENERGY, LLC	<2,482.>	<2,482.>	
OCH-ZIFF CAPITAL MANAGMENET GROUP	1,389.	1,389.	
PVR PARTNERS LP	<3,060.>	<3,060.>	
SUBURBAN PROPANE PARTNERS	<215.>	<215.>	
MOTORS LIQ CO GUC TR - CASH IN LIEU	11.	11.	
TELEFONICA SA SPAIN - CASH IN LIEU	2.	2.	
TELEFONICA SA SPAIN - CASH IN LIEU	2.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<19,023.>	<19,023.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,910.	1,910.		0.
TO FORM 990-PF, PG 1, LN 16B	1,910.	1,910.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MERRILL LYNCH FEES	215.	215.		0.	
INVESTMENT ADVISOR FEES	31,382.	31,382.		0.	
TO FORM 990-PF, PG 1, LN 16C	31,597.	31,597.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
IRS	8,812.	8,812.		0.	
FOREIGN TAX PAID	957.	957.		0.	
TO FORM 990-PF, PG 1, LN 18	9,769.	9,769.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED	3,805,030.	4,209,937.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,805,030.	4,209,937.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED	1,472,135.	1,581,107.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,472,135.	1,581,107.		

THE MERWIN FOUNDATION

2012 ANNUAL STATEMENT SUMMARY
2012 DIVIDENDS AND QUALIFIED DIVIDEND DISTRIBUTIONS

Security Description	Quantity	Date	Transaction Description	Amount	Qualified Dividend	Remarks
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	07/23/12 12/21/12	Dividend Dividend		2,217.70 1,964.29	2,217.70 1,964.29	
			Security Subtotal	4,211.63	4,181.99	
TOTAL DIVIDEND ACTIVITY				64,400.12	55,853.41	
TOTAL ORDINARY DIVIDENDS				64,901.17	55,853.41	
TOTAL QUALIFIED DIVIDENDS				0.00		
TOTAL FEDERAL INCOME TAX WITHHELD				(501.05)		
TOTAL FOREIGN TAX PAID						

2012 DIVIDENDS AND DISTRIBUTIONS

Security Description	Quantity	Date	Transaction Description	Amount	Remarks
CAPITAL GAINS DISTRIBUTIONS					
LONG-TERM CAPITAL GAINS DISTRIBUTIONS					
PERKINS MID CAP VALUE FUND CL I		12/21/12	Long Term Capital Gain	646.93	
INVESCO BALANCED RISK ALLOCATION FD CL Y		12/10/12	Long Term Capital Gain	698.07	
MFS EMERGING MARKETS DEBT FD CL I		12/12/12	Long Term Capital Gain	366.39	
COLUMBIA MARSICO FOCUSED EQUITIES FD CL Z		06/20/12	Long Term Capital Gain	2,478.05	
PIONEER OAK RIDGE SMALL CAP GROWTH FUND CL A		11/28/12	Long Term Capital Gain	588.28	
GOLDMAN SACHS GROWTH OPPORTUNITIES FD INSTL		12/07/12	Long Term Capital Gain	1,042.91	



Account No.
811-04273

Taxpayer No.
25-6060860

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THE MERWIN FOUNDATION

2012 ANNUAL STATEMENT SUMMARY
2012 DIVIDENDS AND DISTRIBUTIONS

Security Description	Quantity	Date	Transaction Description	Amount	Remarks
PIMCO REAL RETURN FUND CL P		12/13/12	Long Term Capital Gain	709.59	
ALLIANZ NFJ SMALL CAP VALUE FD CL P		12/14/12	Long Term Capital Gain	1,058.99	
TOTAL LONG-TERM CAPITAL GAINS DISTRIBUTIONS				7,589.21	
TOTAL CAPITAL GAIN DISTRIBUTIONS				7,589.21	
TOTAL FEDERAL INCOME TAX WITHHELD				0.00	
TOTAL FOREIGN TAX PAID				0.00	



Account No.
811-04370

Taxpayer No.
25-6060860

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THE MERWIN FOUNDATION

2012 ANNUAL STATEMENT SUMMARY
2012 DIVIDENDS AND DISTRIBUTIONS

Security Description	Quantity	Date	Transaction Description	Amount	Remarks
CAPITAL GAINS DISTRIBUTIONS					
LONG-TERM CAPITAL GAINS DISTRIBUTIONS					
PERKINS MID CAP VALUE FUND CL I		12/21/12	Long Term Capital Gain	324.92	
INVESCO BALANCED RISK ALLOCATION FD CL Y		12/10/12	Long Term Capital Gain	698.07	
MFS EMERGING MARKETS DEBT FD CL I		12/12/12	Long Term Capital Gain	219.84	
COLUMBIA MARSICO FOCUSED EQUITIES FD CL Z		06/20/12	Long Term Capital Gain	17 40	
PIONEER OAK RIDGE SMALL CAP GROWTH FUND CL A		11/28/12	Long Term Capital Gain	847 16	
GOLDMAN SACHS GROWTH OPPORTUNITIES FD INSTL		12/07/12	Long Term Capital Gain	1,449 32	
PIMCO REAL RETURN FUND CL P		12/13/12	Long Term Capital Gain	709 59	
ALLIANZ NFJ SMALL CAP VALUE FD CL P		12/14/12	Long Term Capital Gain	529.49	
TOTAL LONG-TERM CAPITAL GAINS DISTRIBUTIONS				4,795.79	
TOTAL CAPITAL GAIN DISTRIBUTIONS				4,795.79	
TOTAL FEDERAL INCOME TAX WITHHELD				0.00	
TOTAL FOREIGN TAX PAID				0.00	

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete **Part I** only ☐

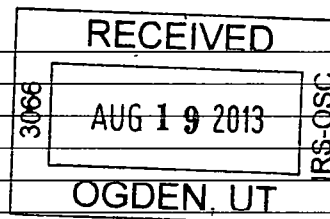
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

File by the due date for filing your return. See instructions.	Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
		MERWIN FOUNDATION	25-6060860
		Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
		C/O MALIN BERGQUIST AND COMPANY LLP - 2402 W 8TH	
		City, town or post office, state, and ZIP code. For a foreign address, see instructions	
		ERIE, PA 16505	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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



RICHARD A. MERWIN

- The books are in the care of ► **ASBURY ROAD AT W. 23RD ST. - ERIE, PA 16506**
Telephone No ► **814-833-9881** 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$	0.
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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)