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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: TW FLORENCE STOUT FBO CHARITY. A Employer identification number: 25-6438364. B Telephone number: (716) 842-4699. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$1,243,516.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Net investment income of 52,041.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .						
	<b>2</b> Savings and temporary cash investments . . . . .	35,488	16,756	16,756			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	193,927 <input checked="" type="checkbox"/>	178,577	185,327			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .	916,055 <input checked="" type="checkbox"/>	929,794	1,041,433			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)							
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,145,470	1,125,127	1,243,516				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
	<b>23 Total liabilities</b> (add lines 17 through 22)		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	1,145,470	1,125,127				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund						
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds						
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,145,470	1,125,127					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,145,470	1,125,127					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,145,470
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-20,261
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	91
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,125,300
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>5</b>	173
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,125,127

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 38,750
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	62,650	1,252,897	0.050004
2010	61,375	1,171,539	0.052388
2009	55,950	1,085,304	0.051552
2008	62,154	1,245,658	0.049897
2007	72,716	1,439,762	0.050506
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.254347
<b>3</b>	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		<b>3</b> 0.050869
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b> 1,232,244
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 62,683
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 520
<b>7</b>	Add lines 5 and 6.		<b>7</b> 63,203
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 63,070

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	1,041
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,041
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	1,041
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	7,232
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	7,232
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	6,191
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 522 <b>Refunded</b> ▶	<b>11</b>	5,669

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA _____		
<b>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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>		
<b>12</b>	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)	<b>12</b>		<b>No</b>		
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b>	The books are in care of ▶ <u>MANUFACTURERS AND TRADERS TRUST CO</u> Telephone no ▶ <u>(716) 842-4699</u> Located at ▶ <u>ONE M AND T PLAZA 8TH FLR BUFFALO NY</u> ZIP +4 ▶ <u>14203</u>					
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1"><tr><td><b>15</b></td><td></td></tr></table>	<b>15</b>				
<b>15</b>						
<b>16</b>	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? . . . . .	<b>16</b>		<b>No</b>		

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ \_\_\_\_\_

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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? . . . . .	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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 ▶ 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>	<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ) . . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T BANK ONE M AND T PLAZA 8TH FLR BUFFALO, NY 14203	TRUSTEE 1	12,140		

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

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

**Total** number of other employees paid over \$50,000. 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

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

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

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> All other program-related investments. See page 24 of the instructions _____	

**Total.** Add lines 1 through 3. . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,226,944
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	24,065
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,251,009
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,251,009
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	18,765
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,232,244
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	61,612

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	61,612
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,041
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,041
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	60,571
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	60,571
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	60,571

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	63,070
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	63,070
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	63,070

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				60,571
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			0	
<b>b</b> Total for prior years 2010, 20__, 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	1,728			
<b>b</b> From 2008. . . . .	431			
<b>c</b> From 2009. . . . .	2,165			
<b>d</b> From 2010. . . . .	3,230			
<b>e</b> From 2011. . . . .	2,467			
<b>f</b> Total of lines 3a through e. . . . .	10,021			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>63,070</u>				
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				60,571
<b>e</b> Remaining amount distributed out of corpus	2,499			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,520			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	1,728			
<b>9 Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a. . . . .	10,792			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	431			
<b>b</b> Excess from 2009. . . . .	2,165			
<b>c</b> Excess from 2010. . . . .	3,230			
<b>d</b> Excess from 2011. . . . .	2,467			
<b>e</b> Excess from 2012. . . . .	2,499			

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

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**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

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**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

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**a** The name, address, and telephone number of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
<b>a</b> <i>Paid during the year</i> WILSON COLLEGE ATTN BUSINESS OFFICE 1015 PHILADELPHIA AVENUE CHAMBERSBURG, PA 17201	NONE	PUBLIC	CHARITABLE	6,307
OTTAWA UNIVERSITY BRENDA GUENTHER 1001 S CEDAR 20 OTTAWA, KS 660673399	NONE	PUBLIC	CHARITABLE	50,456
CENTRAL BAPTIST THEOLOGICAL SEM 6601 MONTICELLO ROAD SHAWNEE, KS 662263513	NONE	PUBLIC	CHARITABLE	6,307
<b>Total . . . . .</b>				<b>63,070</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name MICHELE L DORE EA Preparer's Signature MICHELE L DORE EA Date 2013-05-07 Check if self-employed PTIN Firm's name THOMSON REUTERS (TAX & ACCOUNTING) Firm's address RICHMOND, VA 23236 Firm's EIN Phone no (804) 727-3150

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
2 BIOGEN IDEC INC		2011-08-30	2012-02-09
10 PERRIGO COMPANY		2011-08-19	2012-02-09
4 PERRIGO COMPANY		2011-01-04	2012-02-09
7432 KINDER MORGAN MANAGEMENT LLC		2011-01-04	2012-02-21
62 EXPEDITORS INTL WASH INC		2011-01-04	2012-03-19
92 ARM HOLDINGS PLC		2011-01-04	2012-05-10
1850 ALPINE GLBL PREMIER PROPERTIES FUND		2011-12-14	2012-06-15
6047 ACCO BRANDS COR		2011-05-03	2012-06-18
3272 DUKE ENERGY HOLDING CORP		2011-01-04	2012-07-24
32 3819 ACCO BRANDS COR		2011-05-03	2012-08-28
4 6181 ACCO BRANDS COR		2011-08-19	2012-08-28
10 ACME PACKET INC		2011-12-14	2012-08-28
50 ACME PACKET INC		2011-08-19	2012-08-28
1127 394 LSV VALUE EQUITY FUND STRATEGY		2006-09-26	2012-08-28
22 AFFILIATED MANAGERS GROUP		2012-02-09	2012-08-28
36 ALBEMARLE CORPORATION		2011-01-04	2012-08-28
54 ALBEMARLE CORPORATION		2011-08-19	2012-08-28
52 ALEXANDER & BALDWIN INC		2011-01-04	2012-08-28
12 ALEXANDER & BALDWIN INC		2011-08-19	2012-08-28
6 ALEXION PHARMACEUTICALS INC		2011-08-19	2012-08-28
68 ALEXION PHARMACEUTICALS INC		2011-03-09	2012-08-28
54 ALLERGAN INC COMMON		2011-01-04	2012-08-28
442 ALPINE GLBL PREMIER PROPERTIES FUND		2011-12-14	2012-08-28
86 ALTRIA GROUP INC		2011-01-04	2012-08-28
18 AMAZON COM INCORPORATED		2011-01-04	2012-08-28
16 BAIDU INC-SPON ADR		2012-02-09	2012-08-28
64 BERKSHIRE HATHAWAY INC DEL CL B		2011-01-04	2012-08-28
6 BERKSHIRE HATHAWAY INC DEL CL B		2011-08-19	2012-08-28
20 BIOGEN IDEC INC		2011-08-30	2012-08-28
42 BROWN FORMAN CORP CL B		2011-01-04	2012-08-28

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
6 CAMERON INTERNATIONAL CORP		2011-08-19	2012-08-28
68 CAMERON INTERNATIONAL CORP		2011-03-09	2012-08-28
108 CARMAX INC		2011-12-14	2012-08-28
18 CATERPILLAR INC COMMON		2011-03-29	2012-08-28
4 CATERPILLAR INC COMMON		2011-08-19	2012-08-28
6 CHIPOTLE MEXICAN GRILL-CL A		2011-02-08	2012-08-28
4 CHIPOTLE MEXICAN GRILL-CL A		2011-08-19	2012-08-28
194 CISCO SYS INC COMMON		2011-08-19	2012-08-28
10 CITRIX SYSTEMS INCORPORATED		2011-08-19	2012-08-28
54 CITRIX SYSTEMS INCORPORATED		2011-01-04	2012-08-28
96 COCA COLA CO COMMON ~		2011-01-04	2012-08-28
14 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-08-19	2012-08-28
66 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-01-04	2012-08-28
4 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-09-16	2012-08-28
142 DELL INC		2011-01-04	2012-08-28
60 DOLLAR TREE INC		2011-09-16	2012-08-28
61 DUKE ENERGY HOLDING CORP		2011-01-04	2012-08-28
90 EMC CORPORATION COMMON		2011-09-02	2012-08-28
210 EMC CORPORATION COMMON		2011-03-29	2012-08-28
18 EMC CORPORATION COMMON		2011-08-19	2012-08-28
128 EATON VANCE CORP COM NON VTG		2011-09-02	2012-08-28
8 EXPRESS SCRIPTS HOLDING C		2011-01-04	2012-08-28
22 FEDEX CORPORATION		2011-01-04	2012-08-28
4 FEDEX CORPORATION		2011-08-19	2012-08-28
257 427 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-12-14	2012-08-28
68 HATTERAS FINANCIAL CORP		2011-01-04	2012-08-28
34 HERSHEY FOODS CORP COMMON ~		2011-01-04	2012-08-28
148 INTEL CORP COMMON~		2011-01-04	2012-08-28
51 KINDER MORGAN MANAGEMENT LLC		2011-08-19	2012-08-28
84 105 LAZARD EMRG MARKETS EQUITY FD CL-I		2011-01-04	2012-08-28

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
76 LOWES COS INC COMMON		2011-01-04	2012-08-28
52 LULULEMON ATHLETICA INC-W/I		2011-08-19	2012-08-28
52 MATSON INC		2011-01-04	2012-08-28
12 MATSON INC		2011-08-19	2012-08-28
24 MEAD JOHNSON NUTRITION CO		2012-02-09	2012-08-28
14 MEADWESTVACO CORP COMMON		2011-08-19	2012-08-28
100 MEADWESTVACO CORP COMMON		2011-05-03	2012-08-28
36 MONSANTO COMPANY NEW		2011-02-08	2012-08-28
12 MONSANTO COMPANY NEW		2011-08-19	2012-08-28
724 908 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-01-04	2012-08-28
32 NEWMARKET CORPORATION		2011-01-04	2012-08-28
34 OCCIDENTAL PETROLEUM CORP		2011-02-08	2012-08-28
36 PERRIGO COMPANY		2011-01-04	2012-08-28
48 POLYPORE INTERNATIONAL INC		2011-08-19	2012-08-28
8 PRICELINE COM INCORPORATED		2011-01-04	2012-08-28
186 1 RS GLOBAL NATURAL RESOURCES FUND		2011-01-04	2012-08-28
18 STARWOOD HOTELS & RESORTS WORLDWIDE		2011-08-19	2012-08-28
52 STARWOOD HOTELS & RESORTS WORLDWIDE		2011-01-04	2012-08-28
102 UDR INC COM		2011-01-04	2012-08-28
12 UNION PACIFIC CORP COMMON ~		2011-01-04	2012-08-28
33 508 VANGUARD INSTITUTIONAL INDEX CL I		2009-11-06	2012-08-28
84 VERIZON COMMUNICATIONS		2011-01-04	2012-08-28
42 VERTEX PHARMACEUTICALS INC		2012-03-19	2012-08-28
20 VISA INC		2011-12-14	2012-08-28
32 VISA INC		2011-08-19	2012-08-28
52 WAL MART STORES INC COMMON ~		2011-01-04	2012-08-28
44 WELLS FARGO & COMPANY NEW		2011-01-04	2012-08-28
6258 547 WILMINGTON SHORT DURATION GOVT BND-I		2011-12-14	2012-08-28
13146 129 WILMINGTON SHORT DURATION GOVT BND-I		2011-08-19	2012-08-28
8 WHITE MOUNTAINS INSURANCE GROUP LTD		2011-01-04	2012-08-28

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
5917 KINDER MORGAN MANAGEMENT LLC		2011-01-04	2012-08-30
CAPITAL GAIN DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
238		186	52
932		858	74
373		256	117
59		46	13
2,852		3,434	-582
2,252		1,918	334
11,970		9,627	2,343
6		7	-1
23		18	5
227		367	-140
32		40	-8
177		329	-152
886		2,136	-1,250
16,494		20,564	-4,070
2,612		2,354	258
1,984		2,021	-37
2,976		2,566	410
1,556		1,081	475
359		229	130
644		305	339
7,293		2,951	4,342
4,580		3,797	783
3,022		2,274	748
2,955		2,107	848
4,408		3,353	1,055
1,932		2,107	-175
5,456		5,144	312
512		417	95
2,940		1,862	1,078
2,648		1,940	708

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
326		273	53
3,693		3,602	91
3,202		3,268	-66
1,556		1,966	-410
346		331	15
1,763		1,477	286
1,175		1,136	39
3,732		2,953	779
773		525	248
4,173		3,662	511
3,662		3,128	534
904		769	135
4,263		4,994	-731
258		259	-1
1,562		1,977	-415
2,922		2,282	640
3,976		3,278	698
2,369		1,939	430
5,527		5,177	350
474		368	106
3,398		2,924	474
493		452	41
1,923		2,061	-138
350		297	53
6,801		6,328	473
1,969		2,054	-85
2,479		1,596	883
3,689		3,136	553
3,747		3,022	725
1,576		1,855	-279

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,123		1,919	204
3,394		2,295	1,099
1,228		1,069	159
283		227	56
1,756		1,800	-44
401		318	83
2,867		3,006	-139
3,102		2,641	461
1,034		806	228
27,532		27,278	254
7,867		4,040	3,827
2,970		3,334	-364
3,998		2,303	1,695
1,503		2,717	-1,214
4,724		3,326	1,398
6,763		7,010	-247
990		713	277
2,861		3,228	-367
2,612		2,444	168
1,484		1,129	355
4,340		3,288	1,052
3,581		3,077	504
2,265		1,757	508
2,559		1,920	639
4,094		2,588	1,506
3,772		2,838	934
1,500		1,396	104
61,334		61,730	-396
128,832		128,514	318
4,104		2,744	1,360

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
44		35	9
			39

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			52
			74
			117
			13
			-582
			334
			2,343
			-1
			5
			-140
			-8
			-152
			-1,250
			-4,070
			258
			-37
			410
			475
			130
			339
			4,342
			783
			748
			848
			1,055
			-175
			312
			95
			1,078
			708

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			53
			91
			-66
			-410
			15
			286
			39
			779
			248
			511
			534
			135
			-731
			-1
			-415
			640
			698
			430
			350
			106
			474
			41
			-138
			53
			473
			-85
			883
			553
			725
			-279

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			204
			1,099
			159
			56
			-44
			83
			-139
			461
			228
			254
			3,827
			-364
			1,695
			-1,214
			1,398
			-247
			277
			-367
			168
			355
			1,052
			504
			508
			639
			1,506
			934
			104
			-396
			318
			1,360

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALBEMARLE CORP COM		
FREEMPORT MCMORAN COPPER & GOLD	3,044	2,291
MEADWESTVACO CORP		
MONSANTO COMPANY		
NEWMARKET CORPORATION		
ALEX & BALDWIN INCORPORATED		
CATERPILLAR INC		
EXPEDITORS INTL WASH INC		
FEDEX CORP		
POLYPORE INTERNATIONAL INC		
UNION PACIFIC CORP	1,661	2,263
VERIZON COMMUNICATIONS		
AMAZON .COM		
CARMAX INC		
CHIPOTLE MIXICON GRILL INC		
DOLLAR TREE INCORPORATED		
LOWES COMPANIES INCORPORATED		
LULULEMON ATHLETICA INC		
PRICELINE.COM INCORPORATED		
STARWOOD HOTELS & RESORTS		
ALTRIA GROUP INC		
BROWN-FORMAN CORP CLASS B		
COCA COLA CO		
PHILIP MORRIS INTL INC	7,121	7,444
HERSHEY COMPANY THE		
WAL MART STORES INC		
CAMERON INTL CORP		
CHEVRON CORP	5,494	6,056
CONOCOPHILLIPS	4,159	4,407
KINDER MORGAN MANAGEMENT LLC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETE CORP		
SCHLUMBERGER LTD	5,620	4,712
BERKSHIRE HATHAWAY INC		
EATON VANCE CORP		
WELLS FARGO & CO	3,528	4,102
WHITE MOUNTAINS INSURANCE GRP		
ALEXION PHARMACEUTICALS INC		
ALLERGAN INC		
BIOGEN IDEC		
BRISTOL-MYERS SQUIBB CO	4,948	5,312
EXPRESS SCRIPTS INC	2,892	2,808
JOHNSON & JOHNSON	5,392	5,678
PERRIGO COMPANY		
PFIZER INC	4,077	4,941
ACME PACKET INC		
APPLE INC	10,719	12,772
ARM HOLDINGS PLC		
CISCO SYSTEMS INC		
CITRIX SYSTEMS INC		
COGNIZANT TECHNOLOGY SOLUTIONS		
DELL INC		
EMC CORP MASS COM		
GOOGLE INC	5,011	5,659
IBM	5,891	6,704
INTEL CORP		
MICROSOFT CORP	4,142	3,980
QUALCOMM INC	5,679	6,557
VISA INCORPORATED		
DUKE ENERGY CORP		
HATTERAS FINANCIAL CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UDR INC		
DUPONT DE NEMOURS & CO	3,592	3,238
BOEING CO	5,594	5,878
UNITED PARCEL SERVICE	3,294	3,244
UNITED TECHNOLOGIES CORP	4,994	5,085
CENTURYLINK INCORPORATED	2,942	2,738
VODAFONE GROUP PLC	3,995	3,426
COMCAST CORP	7,145	7,846
STARBUCKS CORP	2,080	2,252
TARGET CORP	4,764	4,379
KRAFT FOODS GROUP	1,935	2,001
MONDELEZ INTL INC	3,605	3,360
PEPSICO INC	5,867	5,474
EXXON MOBIL CORP	6,169	6,059
PHILLIPS 66	1,492	2,071
JPMORGAN CHASE CO	3,732	4,397
METLIFE INCORPORATED	4,424	4,216
T ROWE PRICE GROUP INC	4,616	4,819
THE TRAVELERS COMPANIES	3,783	4,166
U S BANCORP DEL	6,350	6,069
AMGEN INC	6,747	6,896
MERCK & COMPANY	3,793	3,603
ORACLE CORPORATION	4,710	4,931
PPL CORP	3,576	3,493

## TY 2012 Investments - Other Schedule

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR INTERNATIONAL FUND #11	AT COST	89,060	161,028
MTB SMALL CAP GROWTH #555			
MTB MID CAP GROWTH #401			
LSV VALUE EQUITY FUND	AT COST	29,342	26,152
FEDERATED TOTAL RETURN FUND	AT COST	145,133	149,987
VANGUARD INTERM TRM INVT GRADE	AT COST	181,107	188,932
VANGUARD SHT TRM BD INDEX FD	AT COST	98,629	99,699
VANGUARD INST INDEX FD	AT COST	28,306	37,653
GUINNESS ATKINSON CH & HK FD	AT COST	21,181	21,042
LAZARD EMERGING	AT COST	23,663	26,831
MTB SHORT DURATION GOVT BD FD			
MTB US GOVT BD FD #822			
GUINNESS ATKINSON GLBL ENER FD	AT COST	5,807	6,183
MORGAN STANLEY FOCUS GRWTH	AT COST	24,878	26,352
RS GLBL NATURAL RES FD	AT COST	20,467	20,403
ALPINE GLBL PREMIER PROP FD			
WILMINGTON SHT DURA GOVT BD FD	AT COST	97,147	99,535
TIAA-CREF MID CAP VALUE FD	AT COST	24,120	24,430
WILMINGTON MID CAP GRWTH FD	AT COST	63,166	67,003
WILMINGTON MUL MGR REAL ASSET	AT COST	49,859	50,882
WILMINGTON SM CAP GRWTH FD	AT COST	27,929	35,321

**TY 2012 Other Decreases Schedule**

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Description	Amount
RETURN OF CAPITAL ADJUSTMENT	173

## TY 2012 Other Expenses Schedule

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	478	478		0

## TY 2012 Other Increases Schedule

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Description	Amount
ROUNDING	2
MUTUAL FUND ADJUSTMENT	89

## TY 2012 Taxes Schedule

**Name:** TW FLORENCE STOUT FBO CHARITY

**EIN:** 25-6438364

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PRIOR YEAR BALAN	2,246	0		0
FEDERAL ESTIMATED TAX DEPOSITS	7,232	0		0
FOREIGN TAXES ON QUALIFIED FOR	206	206		0
FOREIGN TAXES ON NONQUALIFIED	307	307		0