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Form 990-PF

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

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: JUNE C HUTTON TW
A Employer identification number: 25-6582106
B Telephone number: (716) 842-5506
C If exemption application is pending, check here
G Check all that apply: Initial return, Final return, Address change, etc.
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$125,475
J Accounting method: Cash

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 Total expenses and disbursements of 8,029 and Net investment income of 2,706.

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 . . . . .	9,180	5,624	5,624			
	<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) . . . . .						
	<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) . . . . .	105,702	105,561	119,851			
	<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)	114,882	111,185	125,475				
<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 . . . . .	114,882	111,185				
	<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) . . . . .	114,882	111,185					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	114,882	111,185					

**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>	114,882
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-3,610
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	111,272
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	87
<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>	111,185

**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			(l) 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>	1,648
<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	6,053	127,711	0.047396
2010	5,428	121,962	0.044506
2009	6,689	108,689	0.061543
2008	7,389	134,222	0.055051
2007	5,772	157,819	0.036574

  

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.24507
<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>	0.049014
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	122,651
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	6,012
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	27
<b>7</b> Add lines 5 and 6.	<b>7</b>	6,039
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	6,378

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	27
<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>	27
<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>	27
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	8
<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>	8
<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>	19
<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>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**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 <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<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) <input type="checkbox"/> 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>M AND T TRUST COMPANY</u> Telephone no ▶ <u>(716) 842-5506</u> Located at ▶ <u>ONE M AND T PLAZA 8TH FLOOR 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 . . . . . ▶	<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)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> 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)? . . . . . 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 <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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                  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                  If "Yes," attach the statement required by Regulations section 53.4945–5(d).</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                  If "Yes" to 6b, file Form 8870.</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 ONE M AND T PLAZA 8TH FLOOR BUFFALO, NY 14203	TRUSTEE 1	1,600		

**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>	120,204
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	4,315
<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>	124,519
<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>	124,519
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,868
<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>	122,651
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	6,133

**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>	6,133
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	27
<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>	27
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	6,106
<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>	6,106
<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>	6,106

**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>	6,378
<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>	6,378
<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>	27
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	6,351

**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				6,106
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			6,378	
<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. . . . .				0
<b>b</b> From 2008. . . . .				0
<b>c</b> From 2009. . . . .				0
<b>d</b> From 2010. . . . .				0
<b>e</b> From 2011. . . . .				0
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>6,378</u>				
<b>a</b> Applied to 2011, but not more than line 2a			6,378	
<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. . . . .				0
<b>e</b> Remaining amount distributed out of corpus	0			
<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</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<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. . . . .				6,106
<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). . . . .	0			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	0			
<b>b</b> Excess from 2009. . . . .	0			
<b>c</b> Excess from 2010. . . . .	0			
<b>d</b> Excess from 2011. . . . .	0			
<b>e</b> Excess from 2012. . . . .	0			

**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) )

**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

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

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

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

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

**c** Any submission deadlines

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> PRINCE OF PEACE CHURCH C/O DIOCESE OF HARRISBURG BISHOPS OFFICE HARRISBURG, PA 171113710	N/A	PUBLIC	CHARITABLE	3,189
ST THOMAS MORE CHURCH 1040 FLEXER AVE ALLENTOWN, PA 18103	N/A	PUBLIC	CHARITABLE	3,189
<b>Total . . . . .</b>				<b>6,378</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 2013-04-17 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 )
210 106 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2012-01-19
62 ALPINE GLBL PREMIER PROPERTIES FUND		2010-11-17	2012-01-19
4 CBRE CLARION GLBL REAL ESTATE INCOME		2011-10-20	2012-01-19
48 CBRE CLARION GLBL REAL ESTATE INCOME		2010-11-17	2012-01-19
134 89 DWS FLOATING RATE CL I		2011-04-08	2012-01-19
7 06 DREYFUS INTERNATIONAL BOND CL I		2011-12-28	2012-01-19
70 436 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-01-19
3 404 GUINNESS ATKINSON CHINA HONG KONG FD		2011-02-10	2012-01-19
3 515 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-01-19
1 289 GUINNESS ATKINSON CHINA HONG KONG FD		2009-12-30	2012-01-19
1 224 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-01-19
5 412 HARBOR INTERNATIONAL FUND #11		2009-04-17	2012-01-19
62 657 T ROWE PRICE LRG CAP GROWTH FD INST		2006-10-27	2012-01-19
6 08 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-01-19
9 687 LITMAN GREGORY MSTRS INTL FD CL-INST		2011-10-20	2012-01-19
1 794 LITMAN GREGORY MSTRS INTL FD CL-INST		2008-11-05	2012-01-19
10 402 MTB SM CAP GRWTH-INST I-FD #555		2007-08-27	2012-01-19
18 671 MTB SH TERM CORP BD-INST I-#518		2010-11-17	2012-01-19
124 623 MTB SH DURATN GOVT BD-INST I-FD #120		2011-11-18	2012-01-19
249 257 MTB LGE CAP VAL-INST I #327		2008-09-25	2012-01-19
227 833 MTB LGE CAP GRWTH-INST I #299		2002-08-08	2012-01-19
242 576 MTB INTL EQ-INST I-FD #270		2008-08-26	2012-01-19
1 859 RS GLOBAL NATURAL RESOURCES FUND		2011-02-10	2012-01-19
10 408 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2012-01-19
2 SPDR S&P DIVIDEND ETF		2011-11-18	2012-01-19
41 307 MTB INCOME FUND-INST I-FD #143		2010-11-17	2012-01-20
251 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-02-10	2012-01-20
2 853 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-11-18	2012-01-20
4 612 MORGAN STANLEY FOCUS GROWTH FD CL-I		2010-11-17	2012-01-20
9 486 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2012-03-16

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<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 )
20 ALPINE GLBL PREMIER PROPERTIES FUND		2010-11-17	2012-03-16
86 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-03-16
3 695 HARBOR INTERNATIONAL FUND #11		2009-04-17	2012-03-16
10 172 T ROWE PRICE LRG CAP GROWTH FD INST		2006-10-27	2012-03-16
9 065 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-03-16
11 321 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2012-03-16
6 67 MORGAN STANLEY FOCUS GROWTH FD CL-I		2010-11-17	2012-03-16
2 08 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-01-20	2012-03-16
5 968 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2012-03-16
13 471 WILMINGTON MID CAP GROWTH FUND -I		2012-01-19	2012-03-16
29 347 WILMINGTON LARGE CAP GROWTH FUND -I		2002-08-08	2012-03-16
9 133 WILMINGTON LARGE CAP VALUE FUND -I		2008-09-25	2012-03-16
28 375 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-03-16
154 ALPINE GLBL PREMIER PROPERTIES FUND		2011-01-28	2012-06-15
5 ALPINE GLBL PREMIER PROPERTIES FUND		2011-01-28	2012-07-26
32 ALPINE GLBL PREMIER PROPERTIES FUND		2011-10-20	2012-07-26
17 771 ARTIO GLOBAL HIGH INCOME FD CLASS I		2011-04-08	2012-07-26
6 927 DREYFUS INTERNATIONAL BOND CL I		2012-03-16	2012-07-26
2 778 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-07-26
18 027 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-07-26
13 727 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-07-26
14 ISHARES HIGH DIVIDEND EQUITY ETF		2012-01-19	2012-07-26
26 285 MFS EMERGING MARKETS DEBT FUND - I		2012-01-19	2012-07-26
43 346 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-01-20	2012-07-26
35 689 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-04-08	2012-07-26
2 078 RS GLOBAL NATURAL RESOURCES FUND		2011-10-20	2012-07-26
1 678 RS GLOBAL NATURAL RESOURCES FUND		2012-03-16	2012-07-26
28 878 RS GLOBAL NATURAL RESOURCES FUND		2011-02-10	2012-07-26
19 756 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2012-07-26
20 SPDR S&P DIVIDEND ETF		2011-11-18	2012-07-26

**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 )
26 SPDR S&P DIVIDEND ETF		2010-11-17	2012-07-26
55 905 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-07-26
61 648 WILMINGTON BROAD MARKET BOND FUND -I		2010-11-17	2012-07-26
76 082 WILMINGTON BROAD MARKET BOND FUND -I		2012-03-16	2012-07-26
13 651 LSV VALUE EQUITY FUND STRATEGY		2012-07-26	2012-09-06
6 078 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-09-06
1 366 HARBOR INTERNATIONAL FUND #11		2012-07-26	2012-09-06
5 795 T ROWE PRICE LRG CAP GROWTH FD INST		2012-07-26	2012-09-06
3 072 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-09-06
10 824 LITMAN GREGORY MSTRS INTL FD CL-INST		2012-07-26	2012-09-06
1 682 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-11-18	2012-09-06
68 425 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-01-20	2012-09-06
87 032 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-02-10	2012-09-06
36 343 RS GLOBAL NATURAL RESOURCES FUND		2010-02-11	2012-09-06
4 756 RS GLOBAL NATURAL RESOURCES FUND		2011-12-15	2012-09-06
1 638 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-07-26	2012-09-06
6 683 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2012-09-06
17 912 WILMINGTON MID CAP GROWTH FUND -I		2012-01-19	2012-09-06
21 385 WILMINGTON LARGE CAP GROWTH FUND -I		2002-08-08	2012-09-06
15 92 WILMINGTON LARGE CAP VALUE FUND -I		2012-07-26	2012-09-06
54 42 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-11-05
9 042 FEDERATED ULTRA SHORT BOND CL I		2012-09-06	2012-11-05
6 79 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-11-05
3 318 HARBOR INTERNATIONAL FUND #11		2012-07-26	2012-11-05
43 593 T ROWE PRICE LRG CAP GROWTH FD INST		2012-07-26	2012-11-05
6 123 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-11-05
11 301 LITMAN GREGORY MSTRS INTL FD CL-INST		2012-07-26	2012-11-05
29 73 WILMINGTON SHORT-TERM CORP BOND -I		2012-09-06	2012-11-05
111 026 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-11-05
36 01 WILMINGTON SMALL CAP GROWTH FUND -I		2007-12-04	2012-11-05

**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 )
14 619 WILMINGTON MID CAP GROWTH FUND -I		2011-12-02	2012-11-05
10 463 WILMINGTON MID CAP GROWTH FUND -I		2012-01-19	2012-11-05
6 45 WILMINGTON LARGE CAP GROWTH FUND -I		2012-07-26	2012-11-05
121 832 WILMINGTON LARGE CAP GROWTH FUND -I		2002-08-08	2012-11-05
30 644 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-11-05
56 013 WILMINGTON BROAD MARKET BOND FUND -I		2011-04-08	2012-11-05
14 352 WILMINGTON BROAD MARKET BOND FUND -I		2011-12-02	2012-11-05
5 974 WILMINGTON BROAD MARKET BOND FUND -I		2012-03-16	2012-11-05
57 323 WILMINGTON BROAD MARKET BOND FUND -I		2012-09-06	2012-11-05
14 112 LSV VALUE EQUITY FUND STRATEGY		2012-11-05	2012-12-03
13 417 ARTIO GLOBAL HIGH INCOME FD CLASS I		2010-02-11	2012-12-03
1 454 DREYFUS INTERNATIONAL BOND CL I		2012-09-06	2012-12-03
3 966 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2012-12-03
7 551 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2012-12-03
884 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-12-03
1 374 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-02-10	2012-12-03
6 357 HARBOR INTERNATIONAL FUND #11		2012-07-26	2012-12-03
8 077 T ROWE PRICE LRG CAP GROWTH FD INST		2012-07-26	2012-12-03
2 ISHARES HIGH DIVIDEND EQUITY ETF		2012-09-06	2012-12-03
3 864 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2012-12-03
4 107 LITMAN GREGORY MSTRS INTL FD CL-INST		2012-07-26	2012-12-03
3 225 LITMAN GREGORY MSTRS INTL FD CL-INST		2009-04-17	2012-12-03
13 327 MFS EMERGING MARKETS DEBT FUND - I		2012-01-19	2012-12-03
1 655 MFS EMERGING MARKETS DEBT FUND - I		2012-09-06	2012-12-03
10 978 MORGAN STANLEY FOCUS GROWTH FD CL-I		2012-11-05	2012-12-03
10 156 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2012-12-03
6 384 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-11-05	2012-12-03
2 VANGUARD MSCI EAFE ETF		2012-11-05	2012-12-03
16 283 WILMINGTON MULTI-MGR REAL ASSET - I		2012-11-05	2012-12-03
23 275 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-17	2012-12-03

**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 )
7 158 WILMINGTON SMALL CAP GROWTH FUND -I		2007-12-04	2012-12-03
16 416 WILMINGTON MID CAP GROWTH FUND -I		2012-07-26	2012-12-03
2 628 WILMINGTON MID CAP GROWTH FUND -I		2011-12-02	2012-12-03
5 351 WILMINGTON LARGE CAP GROWTH FUND -I		2012-07-26	2012-12-03
14 36 WILMINGTON LARGE CAP GROWTH FUND -I		2011-12-02	2012-12-03
8 026 WILMINGTON LARGE CAP VALUE FUND -I		2012-11-05	2012-12-03
51 872 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2012-12-03
42 345 WILMINGTON BROAD MARKET BOND FUND -I		2011-12-02	2012-12-03
2 345 GUINNESS ATKINSON CHINA HONG KONG FD		2011-12-29	2012-12-14
21 604 GUINNESS ATKINSON CHINA HONG KONG FD		2012-09-06	2012-12-14
9 781 GUINNESS ATKINSON CHINA HONG KONG FD		2011-10-20	2012-12-14
22 588 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-10-20	2012-12-14

**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)
2,895		2,708	187
353		436	-83
29		28	1
344		366	-22
1,241		1,287	-46
117		116	1
1,163		1,136	27
100		128	-28
103		95	8
38		45	-7
33		39	-6
304		202	102
1,076		882	194
111		134	-23
129		125	4
24		18	6
170		206	-36
191		192	-1
1,224		1,224	
2,585		2,738	-153
1,925		2,061	-136
1,979		2,508	-529
67		72	-5
91		99	-8
110		105	5
410		419	-9
9		10	-1
105		101	4
169		161	8
140		122	18

**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)
131		140	-9
25		27	-2
226		138	88
193		143	50
181		200	-19
166		108	58
274		233	41
38		35	3
105		118	-13
214		199	15
270		265	5
101		88	13
197		226	-29
996		1,069	-73
32		34	-2
202		178	24
171		186	-15
117		115	2
47		45	2
166		166	
345		438	-93
844		775	69
409		383	26
685		664	21
564		565	-1
74		73	1
60		63	-3
1,027		1,122	-95
174		188	-14
1,112		1,052	60

**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)
1,445		1,315	130
576		574	2
631		626	5
779		757	22
204		189	15
162		194	-32
79		76	3
110		102	8
58		68	-10
148		137	11
28		25	3
1,119		1,048	71
1,423		1,157	266
1,345		1,067	278
176		166	10
30		29	1
112		133	-21
269		265	4
191		193	-2
168		156	12
503		500	3
84		83	1
197		184	13
197		185	12
805		769	36
119		135	-16
159		143	16
308		307	1
1,149		1,140	9
601		699	-98

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
219		207	12
157		155	2
56		54	2
1,053		1,102	-49
202		244	-42
574		554	20
147		141	6
61		59	2
588		584	4
214		215	-1
132		135	-3
26		25	1
70		64	6
70		69	1
25		24	1
35		44	-9
390		354	36
151		143	8
120		122	-2
74		85	-11
59		52	7
46		31	15
218		194	24
27		26	1
434		411	23
91		97	-6
117		117	
68		67	1
241		238	3
240		239	1

**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)
120		129	-9
247		227	20
40		37	3
47		44	3
125		116	9
83		84	-1
348		413	-65
434		416	18
70		62	8
642		556	86
291		218	73
589		676	-87

**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	
			187
			-83
			1
			-22
			-46
			1
			27
			-28
			8
			-7
			-6
			102
			194
			-23
			4
			6
			-36
			-1
			-153
			-136
			-529
			-5
			-8
			5
			-9
			-1
			4
			8
			18

**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
			-2
			88
			50
			-19
			58
			41
			3
			-13
			15
			5
			13
			-29
			-73
			-2
			24
			-15
			2
			2
			-93
			69
			26
			21
			-1
			1
			-3
			-95
			-14
			60

**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	
			130
			2
			5
			22
			15
			-32
			3
			8
			-10
			11
			3
			71
			266
			278
			10
			1
			-21
			4
			-2
			12
			3
			1
			13
			12
			36
			-16
			16
			1
			9
			-98

**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	
			12
			2
			2
			-49
			-42
			20
			6
			2
			4
			-1
			-3
			1
			6
			1
			1
			-9
			36
			8
			-2
			-11
			7
			15
			24
			1
			23
			-6
			1
			3
			1

**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
			20
			3
			3
			9
			-1
			-65
			18
			8
			86
			73
			-87

**TY 2012 Investments - Other Schedule****Name:** JUNE C HUTTON TW**EIN:** 25-6582106

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MTB SHORT TERM CORP BD #518			
MORGAN STANLEY FOCUS	AT COST	4,976	5,630
MTB INTL EQ INST I FD #270			
ARTIO GLOBAL HIGH INCOME	AT COST	4,763	4,938
ALPINE GLOBAL PREMIER			
WILMINGTON BROAD MARKET	AT COST	14,594	15,838
T ROWE PRICE L/C GROWTH	AT COST	2,082	3,074
MTB LARGE CAP VALUE #327			
MTB LARGE CAP GROWTH			
MTB SMALL CAP GROWTH			
HARBOR INTL	AT COST	4,248	6,440
LAZARD EMERGING	AT COST	4,479	5,085
WILMINGTON SHORT-TERM CORP	AT COST	8,852	9,161
GUINNESS ATKINSON CHINA & HK	AT COST	463	647
MTB MID CAP GROWTH			
LSV VALUE EQUITY	AT COST	6,524	7,398
RIDGEWORTH SEIX FL RATE	AT COST	3,359	3,674
DREYFUS INTL	AT COST	2,277	2,444
MFS EMERGING MARKETS	AT COST	5,394	6,154
MTB INCOME INST			
MAINSTAY EPOCH			
RS GLOBAL	AT COST	1,556	1,791
SPDR S&P			
CBRE CLARION GLBL REAL ESTATE			
GUINNESS ATKINSON GLB ENERGY			
LITMAN GREGORY MSTR	AT COST	2,033	3,214
DWS FLOATING RATE			
FEDERATED ULTRA SHORT BD	AT COST	2,423	2,441
MTB SHORT DURATION GOVT			
TIAA-CREF MID CAP	AT COST	3,438	3,581

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
WILMINGTON LARGE CAP GROWTH	AT COST	3,528	3,653
WILMINGTON LARGE CAP VALUE	AT COST	3,925	5,092
WILMINGTON MID CAP GROWTH	AT COST	5,092	5,982
WILMINGTON MULTI-MGR REAL	AT COST	5,837	6,274
WILMINGTON SMALL CAP GROWTH	AT COST	2,451	2,728
VANGUARD MSCI	AT COST	2,261	2,396
WILMINGTON MULTI-MGR INTL	AT COST	7,809	8,925
ISHARES HIGH DIV	AT COST	3,197	3,291

**TY 2012 Other Decreases Schedule**

**Name:** JUNE C HUTTON TW

**EIN:** 25-6582106

Description	Amount
COST BASIS ADJ FOR ALPINE FOR ROC	87

# TY 2012 Other Income Schedule

**Name:** JUNE C HUTTON TW

**EIN:** 25-6582106

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
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# TY 2012 Taxes Schedule

**Name:** JUNE C HUTTON TW

**EIN:** 25-6582106

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	39	39		0
FOREIGN TAXES ON NONQUALIFIED	12	12		0