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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Thomas J. and Sandra L. Usher Charitable Foundation		A Employer identification number 25-6681379
Number and street (or P O box number if mail is not delivered to street address) 26124 Fawnwood Court	Room/suite	B Telephone number (see instructions) 412-835-7346
City or town, state, and ZIP code Bonita Springs FL 34134		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,976,778	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,647	7,647		
	4 Dividends and interest from securities	287,682	287,682		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	492,920			
	b Gross sales price for all assets on line 6a	5,722,171			
	7 Capital gain net income (from Part IV, line 2)		779,170		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	281,420	8,094			
12 Total. Add lines 1 through 11	1,069,669	1,082,593	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,937	15,937		
	c Other professional fees (attach schedule)	167,553	167,553		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	38,875	4,496		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,058	1,261		3,144
	24 Total operating and administrative expenses. Add lines 13 through 23	240,423	189,247	0	3,144
	25 Contributions, gifts, grants paid	1,502,765			1,502,765
26 Total expenses and disbursements. Add lines 24 and 25	1,743,188	189,247	0	1,505,909	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-673,519				
b Net investment income (if negative, enter -0-)		893,346			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,165,544	964,540	964,540
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	12,725,449	11,998,205	14,012,238	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,890,993	12,962,745	14,976,778	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons		16,427	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	16,427	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,890,993	12,946,318	
30 Total net assets or fund balances (see instructions)	13,890,993	12,946,318		
31 Total liabilities and net assets/fund balances (see instructions)	13,890,993	12,962,745		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,890,993
2 Enter amount from Part I, line 27a	2	-673,519
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,093
4 Add lines 1, 2, and 3	4	13,219,567
5 Decreases not included in line 2 (itemize) ▶ Distributions from Limited Partnerships	5	273,249
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,946,318

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Hawthorne- schedule 1 attached	P	various	various
b Snow Capital- schedule 2 attached	P	various	various
c Meakem Becker LP schedule 3 attached	P	various	various
d Adams Capital LP schedule 4 attached	P	various	various
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,336,254		2,942,627	393,627
b 2,159,210		1,948,562	210,648
c 226,707			226,707
d		51,812	-51,812
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			393,627
b			210,648
c			226,707
d			-51,812
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	779,170
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,081,702	16,307,994	0.127649
2010	3,925,248	18,087,586	0.217013
2009	7,251,850	19,316,225	0.375428
2008	9,264,663	37,445,092	0.247420
2007	3,437,397	37,376,963	0.091966

2 Total of line 1, column (d)	2	1.059476
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.211895
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,163,828
5 Multiply line 4 by line 3	5	3,213,139
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,933
7 Add lines 5 and 6	7	3,222,072
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,505,909

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,867
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	17,867
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	17,867
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	15,000	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	62	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,929	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Roy J. Roscoe Telephone no ► (412) 835-7346 Located at ► 400 Manordale Road Pittsburgh PA ZIP+4 ► 15241			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Thomas J. Usher	Trustee			
26124 Fawnwood Ct Bonita Springs I, FL 34134	3 00			
Sandra L. Usher	Trustee			
26124 Fawnwood Ct Bonita Springs , FL 34134	1 00			

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

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
PNC Bank (Hawthorn) 620 Liberty Avenue, Pittsburgh, PA 15222	Management & investment advisory fees	76,913
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Foundation's sole charitable activity consists of distributing income and principal to 501(c)(3) organizations. In the 2012 calendar year it contributed \$1,502,765 of funds to approximately 117 different charities	
2	
3	
4	

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
1 None	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,180,156
b	Average of monthly cash balances	1b	214,593
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,394,749
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,394,749
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	230,921
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,163,828
6	Minimum investment return. Enter 5% of line 5	6	758,191

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	758,191
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,867
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,867
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	740,324
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	740,324
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	740,324

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,505,909
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,505,909
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,505,909

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				740,324
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,648,302			
b From 2008	7,404,942			
c From 2009	6,289,709			
d From 2010	3,032,319			
e From 2011	1,288,854			
f Total of lines 3a through e	19,664,126			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,505,909				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				740,324
e Remaining amount distributed out of corpus	765,585			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,429,711			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .	1,648,302			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,781,409			
10 Analysis of line 9				
a Excess from 2008	7,404,942			
b Excess from 2009	6,289,709			
c Excess from 2010	3,032,319			
d Excess from 2011	1,288,854			
e Excess from 2012	765,585			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule 5 attached		501(c)(3)	exempt function	1,502,765
Total			▶ 3a	1,502,765
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	7,647	
4	Dividends and interest from securities			14	287,682	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	8,094	
8	Gain or (loss) from sales of assets other than inventory			18	779,170	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		1,082,593	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,082,593

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20__

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
20-4320854

B Partnership's name, address, city, state, and ZIP code
MEAKEM BECKER VENTURE CAPITAL I LP
PO BOX 36
SEWICKLEY, PA 15143

C IRS Center where partnership filed return
OGDEN

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 1044
25-6681379

F Partner's name, address, city, state, and ZIP code
T.J. & S.L. USHER CHARITABLE FDN.
840 TWELFTH STREET
OAKMONT, PA 15139

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I1 What type of entity is this partner? (see instructions) EXEMPT ORG

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here (see instructions) ☐

J Partner's share of profit, loss, and capital (see instructions)

	Beginning		Ending
Profit	1.329787	%	1.329787 %
Loss	1.329787	%	1.329787 %
Capital	1.329787	%	1.329787 %

K Partner's share of liabilities at year end

Nonrecourse \$ _____

Qualified nonrecourse financing . . . \$ _____

Recourse \$ _____

L Partner's capital account analysis

Beginning capital account \$ 609,708.

Capital contributed during the year . . \$ 140,000.

Current year increase (decrease) . . . \$ 2,189.

Withdrawals & distributions \$ (273,249.)

Ending capital account \$ 478,648.

☐ Tax basis ☒ GAAP ☐ Section 704(b) book

☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?
☐ Yes ☒ No

If "Yes", attach statement (see instructions)

Final K-1 Amended K-1 OMB No 1545-0099

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
*	684.		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
*	-2,502.		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
*	229,209.		
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C *	59.
12	Section 179 deduction	A	273,249.
13	Other deductions		
K *	28,976.	20	Other information
		A	684.
		B	28,976.
14	Self-employment earnings (loss)		

*See attached statement for additional information

For IRS Use Only

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 2012

**Partner's Share of Income, Deductions,
Credits, etc.**

► See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
45-0553139

B Partnership's name, address, city, state, and ZIP code
ADAMS CAPITAL MANAGEMENT IV, L.P.
500 BLACKBURN AVENUE
SEWICKLEY, PA 15143

C IRS Center where partnership filed return
OGDEN

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 31
25-6681379

F Partner's name, address, city, state, and ZIP code
TJ & SL USHER CHAR FOUNDATION
840 TWELFTH STREET
OAKMONT, PA 15139

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I1 What type of entity is this partner? (see instructions) TRUST

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here (see instructions) ☐

J Partner's share of profit, loss, and capital (see instructions)

	Beginning		Ending	
Profit	0.869756	%	0.869756	%
Loss	0.869756	%	0.869756	%
Capital	0.869756	%	0.869756	%

K Partner's share of liabilities at year end

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ _____

L Partner's capital account analysis

Beginning capital account \$ 843,071.

Capital contributed during the year \$ 130,000.

Current year increase (decrease) \$ -94,372.

Withdrawals & distributions \$ (NONE)

Ending capital account \$ 878,699.

☐ Tax basis ☒ GAAP ☐ Section 704(b) book

☐ Other (explain) _____

M Did the partner contribute property with a built-in gain or loss?
☐ Yes ☒ No

If "Yes", attach statement (see instructions)

Final K-1 Amended K-1 OMB No 1545-0099

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
*	6,388.		
6a	Ordinary dividends		
*	51.		
6b	Qualified dividends		
*	51.		
7	Royalties		
8	Net short-term capital gain (loss)		
*	-1,820.		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
*	-49,992.		
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
12	Section 179 deduction	A	NONE
13	Other deductions		
K*	23,111.	20	Other information
		A	6,439.
		B	23,111.
14	Self-employment earnings (loss)		

*See attached statement for additional information.

For IRS Use Only

For Paperwork Reduction Act Notice, see Instructions for Form 1065.

IRS gov/form1065

Schedule K-1 (Form 1065) 2012

JSA
2K1200 1 000

31348R 2755 03/20/2013 19:03:54 V12-4S

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	Hawthorne-schedule 1 attached			various	P	various	3,336,254	2,942,627				393,627
2	X	Snow Capital-schedule 2 attached			various	P	various	2,159,210	1,948,562				210,648
3	X	Meakem Becker LP schedule 3	K-1		various	P	various	226,707	0				226,707
4	X	Adams Capital LP schedule 4 attached	K-1		various	P	various		51,812				-51,812
5		Hawthorne-adjustment to book				P			64,035				-64,035
6		Meakem LP adjustment to book							196,327				-196,327
7		Adams LP adjustment to book							25,888				-25,888
Totals													
Capital Gains/Losses													
Other sales													
										5,722,171	4,943,001		779,170
										0	286,250		-286,250

Part I, Line 11 (990-PF) - Other Income

		281,420	8,094	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Proceeds Class Actions settlements	100	100	
2	Foreign tax refunds	178	178	
3	Limited partnership distribution	273,249	0	
4	Cash from stock merger	7,816	7,816	
5	IRS refund	77	0	

Part I, Line 16b (990-PF) - Accounting Fees

		15,937	15,937	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Roy J Roscoe	14,113	14,113		
2	Other accounting/tax preparation	1,824	1,824		

Part I, Line 16c (990-PF) - Other Professional Fees

		167,553	167,553	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	PNC Bank (Hawthorn)	76,913	76,913		
2	UBS/Snow Capital	43,639	43,639		
3	Meaken/Becker Limited Partnership	25,001	25,001		
4	Adams Capital	22,000	22,000		

Part I, Line 18 (990-PF) - Taxes

		38,875	4,496	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	U S excise tax of investment income	34,379			
2	Foreign withholding taxes	4,496	4,496		

Part I, Line 23 (990-PF) - Other Expenses

		18,058	1,261	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Class action filing fees	25	25	
2	Processing fees on foreign dividends	1,236	1,236	
3	Independent contractor services	10,492		
4	General & administrative	2,942		
5	Amortization	160		
6	Meals and entertainment	3,203		

Part I, Line 23 (990-PF) - Other Expenses

3,144

	Disbursements for Charitable Purposes
1	
2	
3	
4	
5	
6	3,144

Part II, Line 13 (990-PF) - Investments - Other

		12,725,449	11,998,205	14,012,238
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1 PNC Bank (Hawthorn)	AT COST	7,979,858	7,273,667	8,846,022
2 UBS/Snow Capital	AT COST	3,292,812	3,367,191	3,808,869
3 Meakem/Becker	AT COST	609,708	478,648	478,648
4 Adams Capital	AT COST	843,071	878,699	878,699

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2012

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

Line 1(b)

Explanation of Yes Answer

In February, 2012, Thomas J. Usher, the foundation manager, made two advances of \$ 16,427 to the checking account of the Charitable Foundation to cover checks to other charities because insufficient funds existed in the account. No interest has been or will be charged and the loan has been satisfied.

Part II, Line 20 (990-PF) - Loans from Officers, Directors, Trustees, Other Disqualified Persons

		16,427	0	16,427			0	16,427			0	
Name of Lender	Title	Original Amount	Balance Due Beg. of Year	Balance Due End of Year	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Fair Market Value of Consideration
1 Thomas J Usher	Foundation Ma	16,427	0	16,427	none	February 14 & 2	demand	on demand	-0-	to cover overdrafts	none	none

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Cash & stock merger	1	2,091
2	rounding	2	2
3	Total	3	2,093

Line 5 - Decreases not included in Part III, Line 2

1	Distributions from Limited Partnerships	1	273,249
2	Total	2	273,249

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Thomas J Usher		26124 Fawnwood Ct	Bonita Springs I	FL	34134		Trustee	300	-0-	-0-	-0-
2	Sandra L Usher		26124 Fawnwood Ct	Bonita Springs	FL	34134		Trustee	100	-0-	-0-	-0-

Thomas J. and Sandra L. Usher Charitable Foundation
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2012

Part I Analysis of Revenue & Expenses

Line 1

Schedule of Contributions, Gifts, Grants, etc.

None

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2012

Part IV Capital Gains and Losses for Tax on Investment Income

Line 1(a) thru 1(d)

SCHEDULE 1
OF
CAPITAL GAINS AND LOSSES
Hawthorne

REPORT: TMS-TX-23
BANK 12 PNC BANK (12)
REGION 10 PITTSBURGH
OFFICE 042 HAWTHORN

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
ACCOUNT 3961584 USHER CHARITABLE FOUNDATION
FROM: 01/01/12 TO: 12/31/12

PAGE: 54
RUN DATE: 05/02/13

TAX CODE	OR-OFF SERIAL	SEQ LOT#	ACQUIRED	TRADE DATE	G A I N / L O S S				I N F O R M A T I O N	
					UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L	
ASSET 94733A104	(CONT'D)									
TOTAL-SHORT					106.000	1,905.83	1,594.63	311.20	.00	
ASSET 949746101 WELLS FARGO & COMPANY										
830	633	41677-00022	00000	09/06/11	730.000	25,089.61	17,516.93	7,572.68 S	.00	
830	633	41677-00022	00000	01/26/09	129.000	4,433.64	2,052.85	2,380.79 L	.00	
TOTAL-SHORT					859.000	29,523.25	19,569.78	7,572.68	.00	
TOTAL-LONG								2,380.79	.00	
ASSET 983134107 WYNN RESORTS LTD										
830	640	41494-00001	00000	09/15/11	30.000	3,384.70	4,461.93	1,077.23-S	.00	
TOTAL-SHORT					30.000	3,384.70	4,461.93	1,077.23-	.00	
ASSET 98418R100 XINYI GLASS HLDGS LTD										
830	710	41670-00049	00000	06/22/12	282.000	2,836.85	3,124.84	287.99-S	.00	
TOTAL-SHORT					282.000	2,836.85	3,124.84	287.99-	.00	
ASSET 98462Y100 YAMANA GOLD INC										
830	640	41670-00073	00000	12/22/11	136.000	2,048.14	2,041.29	6.85 S	.00	
830	640	41796-00006	00000	12/22/11	58.000	974.40	870.55	103.85 S	.00	
830	640	41796-00006	00000	05/16/12	125.000	2,100.00	1,704.69	395.31 S	.00	
TOTAL-SHORT					319.000	5,122.54	4,616.53	506.01	.00	
LISTED SALES-TOTAL SHORT					35,456.606	1256,485.19	1279,070.45			
LONG					212,562.360	2076,344.34	1662,603.26			
CAPITAL GAIN DISTRIBUTIONS								2,468.39 L	.00 L	

3333,785.57 (2942,627.16) = 391,158.41

CAPITAL GAIN DISTRIBUTION SHOWN ABOVE

2,468.39

GAIN FOR PAGE 1 LINE 7

393,626.80

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2012

Part IV Capital Gains and Losses for Tax on Investment Income

Line 1(a) thru 1(d)

SCHEDULE 2
OF
CAPITAL GAINS AND LOSSES
Snow Capital

Thomas J. and Sandra L. Usher Charitable Foundation
25-6681379
Form 990-PF
2012

SCHEDULE 5
LIST
OF
CONTRIBUTIONS

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION

Account 976

Year 2012

Check No.	Date of Check	AMOUNT	AGENCY	ADDRESS	ADDRESS	Canceled Check
1426	9/27/2012	200 00	Accuracy in Academia	4455 Connecticut Avenue, NW, Ste 330	Washington DC 20008-2372	X
1440	9/27/2012	200 00	Accuracy in Media	4455 Connecticut Avenue, NW, Ste 330	Washington DC 20008-2372	X
1497	10/16/2012	1,000 00	Alaska Mission for Christ	8100 Arctic Boulevard (907-259-5115)	Anchorage AK 99518-3003	X
1448	9/27/2012	1,000 00	American Center for Law & Justice	PO Box 90555	Washington DC 20090-0555	X
1427	9/27/2012	200 00	American Family Association of PA	PO Box 1048	Franklin PA 16322-5048	X
1476	9/27/2012	10,000 00	Amigos Center	25999 Old 41 Road	Bonita Springs FL 34135-7824	X
1495	10/16/2012	10,000 00	Anchor Point	800 McKnight Park Drive, Ste 802	Pittsburgh PA 15237-6513	X
1424	9/27/2012	200 00	Autism Spectrum Disorder Foundation	Lee Wilson 851 Twelfth Street	Oakmont PA 15139	X
1475	9/27/2012	10,000 00	Bible League International	1 Bible League Plaza	Crete IL 60417-9902	X
1460	9/27/2012	2,000 00	Bill of Rights Institute	200 North Glebe Road, Ste 200	Arlington VA 22203	X
1459	9/27/2012	2,000 00	Birthing of Pittsburgh	160 North Craig Street, Ste 200	Pittsburgh PA 15213	X
1501	11/14/2012	2,000 00	Blind & Vision Rehabilitation Services of Pittsburgh	1800 West Street, Ste 420	Homestead PA 15120-2578	X
1428	9/27/2012	200 00	Campus Crusade for Christ International	PO Box 62822	Orlando FL 32862-9841	X
1465	9/27/2012	5,000 00	Center for Vision and Values - Grove City College	PO Box 3147	Grove City PA 15617	X
1494	10/16/2012	200 00	Childrens Institute	1405 Shady Avenue	Pittsburgh PA 15217-1350	X
1483	9/27/2012	20,000 00	Christian Literacy Associates	541 Perry Highway	Pittsburgh PA 15229-1857	X
1470	9/27/2012	13,000 00	Coalition for Christian Outreach	5912 Penn Avenue	Pittsburgh PA 15206-3817	X
1382	2/14/2012	10,000 00	Coalition for Christian Outreach Gala	5912 Penn Avenue	Pittsburgh PA 15206	X
1418	9/27/2012	100 00	Commonwealth Education Organization	3830 Saxonburg Blvd	Cheswick PA 15024-2220	X
1421	9/27/2012	200 00	Community Care Pregnancy	1800 West Street, Ste 420	Homestead PA 15120	X
1496	10/16/2012	912 00	Compassion International	Compassion International	Colorado Springs Co 80997	X
1439	9/27/2012	200 00	Covenant House	Times Square Station - PO Box 731	New York NY 10108-0900	X
1398	4/19/2012	500 00	Crohn's & Colitis Foundation of America	Cindi Roth 370 Parker DR	Pittsburgh PA 15216	X
1482	9/27/2012	20,000 00	David Horowitz Freedom Center	PO Box 55089	Sherman Oaks CA 91499-1964	X
1449	9/27/2012	1,000 00	Doctors Without Borders	PO Box 5022	Hagerstown MD 21741-5022	X
1446	9/27/2012	525 00	Eagle Forum Education & Legal Defense Fund	PO Box 618	Alton IL 62002-9903	X
1511	12/12/2012	25,000 00	Extra Mile Education Foundation	111 Boulevard of the Allies	Pittsburgh PA 15222	X
1410	8/16/2012	1,322 59	Extra Mile Education Foundation	111 Boulevard of the Allies	Pittsburgh PA 15222	X
1486	9/27/2012	10,000 00	Face the Truth America	PO Box 12741	Pittsburgh PA 15241	X
1485	9/27/2012	20,000 00	Family Guidance, Inc	307 Duff Road	Sewickley PA 15142-9932	X
1466	9/27/2012	5,000 00	Family Life	5800 Ranch Drive	Little Rock AR 72223	X
1415	9/20/2012	9,000 00	Feherty's Troops First Foundation (Check amount \$10,000.00 - dinner)	c/o Jim Snail, Rt 30 E PO Box 1200	Greensburg PA 15601	X
1474	9/27/2012	10,000 00	FOCUS (Fellowship of Christians in Universities & Schools)	PO Box 1027	New Canaan CT 06840	X
1388	3/28/2012	100,000 00	Food for the Poor	6401 Lyons Road	Coconut Creek, FL 33073	X
1391	4/12/2012	1,000 00	Fourth Presbyterian Church-Joe Bellante Missionary	5450 Friendship Avenue	Pittsburgh PA 15232	X
1461	9/27/2012	2,000 00	Friends of the Americas	PO Box 1048	Greenwell Spngs LA 70739-0010	X
1491	10/3/2012	1,500 05	Good Shepherd Catholic Church (Tom Michlovic)	1024 Maple Way	Braddock PA 15104	X
1469	9/27/2012	5,000 00	Gospel for Asia	1800 Golden Trail CT	Carrollton TX 75010-9954	X
1510	12/12/2012	40,000 00	Grove City College	100 Campus Drive	Grove City PA 16127	X
1488	9/27/2012	1,000 00	Gun Owners of America	PO Box 277380	Sacrament CA 95827-9908	X
1401	5/29/2012	1,000 00	Heartland Institute	One South Wacker Dr Ste 2740	Chicago IL 60606	X
1509	12/12/2012	50,000 00	Hill House Association	1835 Centre Avenue	Pittsburgh PA 15219	X
1425	9/27/2012	200 00	Hillsdale College	33 E College Street	Hillsdale MI 49242-1298	X
1515	12/20/2012	20,000 00	Holocaust Center	242 McKee Place	Pittsburgh PA 15213	X
1389	3/29/2012	500 00	Home Nursing & Hospice	210 N Seventh Street, Ste 400	Manetta OH 45750	X

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION

Account 976
Year 2012

Check No.	Date of Check	AMOUNT	AGENCY	ADDRESS	ADDRESS	Canceled Check
1396	4/19/2012	1,000 00	Hospice Savannah, Inc (Jerry Cherry)	PO Box 13190	Savannah GA 31416	X
1444	9/27/2012	500 00	Human Life Foundation, Inc	PO Box 574	New York NY 10157-0072	X
1512	12/12/2012	20,000 00	Imani Christian Academy	2150 East Hills Drive	Pittsburgh PA 15221	X
1408	7/26/2012	6,000 00	Imani Christian Academy Gala	320 Shields Lane (Mrs Fetterolf)	Sewickley PA 15143	X
1414	9/27/2012	5,000 00	Immokalee Foundation	PO Box 307	Immokalee FL 34143	X
1422	9/27/2012	200 00	Immokalee Pregnancy Center	PO Box C	Colorado Springs CO 80901-9916	X
1438	9/27/2012	200 00	International Students, Inc	473 Woodland Hills Drive	Pittsburgh PA 15235	X
1457	9/27/2012	1,200 00	James Connection	PO Box 42251	Pittsburgh Pa 15203-0051	X
1395	9/27/2012	1,606 00	Jubilee Soup Kitchen	One Allegheny Center, Ste 430	Pittsburgh PA 15212	X
1443	4/19/2012	1,006 00	Junior Achievement (Check Amt. \$3,750 00)	PO Box 7011	Memfield VA 22116-7011	X
1451	9/27/2012	500 00	Law Enforcement Legal Defense Fund	P O Box 790377	St Louis MO 63179-9804	X
1467	9/27/2012	1,000 00	LCMS Joint Seminary Fund (Lutheran Church Missouri Synod)	PO Box 790089	St Louis MO 63179-9901	X
1464	9/27/2012	3,000 00	LCMS World Mission Ministry to the Armed Forces	1101 North Highland Street	Arlington VA 22201-9895	X
1447	9/27/2012	3,000 00	Leadership Institute	244 Boulevard of the Allies	Pittsburgh PA 15222	X
1450	9/27/2012	1,000 00	Leukemia and Lymphoma Society	PO Box 368206	Bonita Springs FL 34136	X
1411	9/27/2012	1,000 00	Liberty Youth Ranch	PO Box 6823	Pittsburgh PA 15212	X
1468	8/28/2012	20,000 00	Light of Life Rescue Mission	1028 Benton avenue	Pittsburgh PA 15212-1694	X
1429	9/27/2012	5,000 00	Little Sisters of the Poor	15750 Magnolia Street	Westminster CA 92683-7343	X
1462	9/27/2012	200 00	Lutheran Bible Institute	PO Box 2050	Aurora IL 60507-2050	X
1473	9/27/2012	3,000 00	Lutheran Bible Translators	PO Box 790194	St Louis MO 63179-9744	X
1383	3/15/2012	10,000 00	Lutheran Church Missouri Synod - Fan Into Flame	PO Box 68661	St Louis MO 63166-6861	X
1430	9/27/2012	5,000 00	Lutheran Church Missouri Synod-Tornado Relief	1304 La Porte Avenue	Valparaiso IN 46383-5815	X
1431	9/27/2012	200 00	Lutheran Deaconess Association	660 Mason Ridge Center Drive	St Louis MO 63141-8557	X
1463	9/27/2012	200 00	Lutheran Hour Ministries	3525 North 124th Street, Ste 1	Brookfield WI 53005-2498	X
1478	9/27/2012	3,000 00	Lutheran Indian Ministries	PO Box 355	Prospect PA 16052-0355	X
1403	9/27/2012	10,000 00	Lutherlyn Appeal	c/o Lynn Daum 132 Blue Grass Circle	Monroeville PA 15146	X
1492	6/12/2012	500 00	Michael Schaab Memorial Fund	PO Box 47	Nampa Idaho 83653	X
1481	10/11/2012	1,200 00	Mission Aviation Fellowship	1231 Mt Pleasant Road	Mt Pleasant PA 15666	X
1432	9/27/2012	20,000 00	Mt Carmel Christian School	4444 S 52nd Street, PO Box 6097	Lincoln, NE 68506-0097	X
1472	9/27/2012	200 00	National Camps for Blind Children	PO Box 486	Front royal VA 22630-0010	X
1452	9/27/2012	10,000 00	National Legal & Policy Center	PO Box 64427	Virginia Beach VA 23467-4427	X
1471	9/27/2012	1,000 00	National Legal Foundation	12121 Perry Highway	Wexford PA 15090-8345	X
1416	9/27/2012	10,000 00	North Way Christian Community	769 Fifth Street	Oakmont PA 15139	X
1433	9/27/2012	100 00	Oakmont Boulevard Project	418 Virginia Avenue	Oakmont PA 15139	X
1385	9/27/2012	200 00	Oakmont Volunteer Fire Department	5705 Mayflower Way, Apt 1404	Ave Maria FL 34142	X
1423	3/20/2012	15,000 00	One by One Leadership Foundation, Inc	PO Box 566	Cape Canaveral, FL 32920	X
1397	9/27/2012	200 00	Overland Missions	250 Clever Road	McKees Rocks PA 15136	X
1434	4/19/2012	1,000 00	Partners for Quality Foundation, Inc.	10440 Balls Ford Road, Ste 180	Manassas, VA 20109	X
1417	9/27/2012	200 00	Patrick Henry Center for Individual Liberty	One Schenley Park	Pittsburgh P A 15213-3830	X
1480	9/27/2012	100 00	Phipps Conservatory & Botanical Gardens	504 Chapel drive	Elwood City PA 16117	X
1445	9/27/2012	20,000 00	Pine Valley Bible Camp - Nehemiah Project	2900 Liberty Avenue	Pittsburgh PA 15201	X
1477	9/27/2012	500 00	Pittsburgh Ballet Theatre	803 Liberty Avenue	Pittsburgh PA 15222	X
1380	1/26/2012	10,000 00	Pittsburgh Cultural Trust	100 W Station Square Dr, Ste 625	Pittsburgh PA 15219	X
1404	6/27/2012	5,000 00	Pittsburgh Expenment	116 Federal Street, Ste 220	Pittsburgh PA 15212	X
		20,000 00	Pittsburgh Kids Foundation			X

THOMAS J. USHER AND SANDRA L. USHER CHARITABLE FOUNDATION

Account 976

Year 2012

Check No.	Date of Check	AMOUNT	AGENCY	ADDRESS	ADDRESS	Canceled Check
1405	6/27/2012	10,000 00	Pittsburgh Leadership Foundation	100 Ross Street, 4th Floor	Pittsburgh PA 15219-2013	X
1412	8/28/2012	200,000 00	Pittsburgh Symphony Orchestra	Heinz Hall, 600 Penn Avenue	Pittsburgh PA 15222	X
1453	9/27/2012	1,000 00	Pittsburgh Urban Christian School	809 Center Avenue	Pittsburgh PA 15221	X
1442	9/27/2012	500 00	Population Research Institute	PO Box 1559	Front Royal VA 22630-9800	X
1413	8/28/2012	500,000 00	Prison Fellowship	44180 Riverside Parkway	Lansdowne, VA 20176	X
1435	9/27/2012	200 00	Prison Fellowship - Angel Tree	44180 Riverside Parkway	Lansdowne VA 20176	X
1437	9/27/2012	200 00	Rockford Institute	PO Box 957	Rockford IL 61105-9960	X
1454	9/27/2012	1,000 00	Rutherford Institute	PO Box 7482	Charlottesville VA 22907-9144	X
1502	11/14/2012	10,000 00	Salvation Army - Hurricane Relief	700 North Bell Avenue	Carnegie PA 15106	X
1400	5/16/2012	10,000 00	Salvation Army Western PA Division	700 North Bell Avenue	Carnegie PA 15106	X
1384	3/15/2012	2,500 00	Scouting for Food (c/o Sue Kapusta)	600 Grant Street, Room 675	Pittsburgh PA 15219	X
1419	9/27/2012	200 00	Sola Publishing	PO Box 521	Maple Lake MN 55358	X
1479	9/27/2012	10,000 00	South East Asia Prayer Center	PO Box 127	Oakmont PA 15139	X
1420	9/27/2012	200 00	Special Olympics Pennsylvania	PO Box 3010	Norristown PA 19004-3010	X
1402	6/6/2012	20,000 00	Teen Mania Ministries	PO Box 2000	Garden Valley, TX 75771	X
1393	4/17/2012	5,000 00	Touch of Fire	PO 941	Greenwood IN 64142	X
1458	9/27/2012	1,200 00	Touch of Fire Ministries	PO Box 941	Greenwood IN 46142	X
1392	4/17/2012	25,000 00	Tree of Hope	5319 Rosetta Street	Pittsburgh PA 15224	X
1441	9/27/2012	500 00	Veterans Leadership Program of Western PA	2417 East Carson Street	Pittsburgh PA 15203	X
1490	10/3/2012	1,505 35	Western Pennsylvania Hospital (NICU) (Cathy Riddila)	4818 Liberty Avenue	Pittsburgh PA 15224	X
1487	9/27/2012	20,000 00	Western Pennsylvania Hospital Foundation	4818 Liberty Avenue	Pittsburgh PA 15224	X
1406	7/25/2012	1,394 38	Western Pennsylvania Hospital Foundation (Carmen Lalona)	4818 Liberty Avenue	Pittsburgh PA 15224	X
1436	9/27/2012	200 00	Wheat Ridge Ministries	One Pierce Place, Ste 250E	Itasca IL 60143-2634	X
1394	4/17/2012	25,000 00	Youth Overcomes United	PO Box 218	Murysville PA 15668-0128	X
1505	12/5/2012	5,000 00	Zion Lutheran Church *designated for AMC/Zion Honduran Ministry	2982 Davis Road	Fairbanks Alaska 99709	X
TOTAL		1,502,765.37				

1493	10/16/2012	100 00	Capuchin Development Center	Massaro Corp 120 Delta Dnve	Pittsburgh PA 15238	
1503	11/14/2012	5,000 00	Youth Overcomes United	PO Box 218	Murysville PA 15668-0128	
1504	12/5/2012	5,000 00	Covenant House	PO Box 96708	Washington DC 20090-0555	
1506	12/5/2012	5,000 00	Bible Study Fellowship International	19001 Huebner Road	San Antonio TX 78258	
1507	12/5/2012	5,000 00	Boys Town	200 Flanagan Boulevard	Boys Town NE 68010	
1508	12/5/2012	5,000 00	Mercy Home for Boys and Girls * Father Scott Donahue	1140 West Jackson Boulevard	Chicago, IL 60607	

Checks cashed in 2013

25,100.00