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 01-01-2012 , and ending 12-31-2012

Name of foundation
CHILDREN CAN SHAPE THE FUTURE INC

A Employer identification number
26-0135787

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 94

B Telephone number (see instructions)
(877) 260-4176

City or town, state, and ZIP code
LAKEHURST, NJ 08733

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,643,302

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))

	Line	Description	(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)	1,179			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	264,316	264,316		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	145,865			
	b	Gross sales price for all assets on line 6a 4,246,613				
	7	Capital gain net income (from Part IV, line 2)		145,907		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	411,360	410,223		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	87,698	0		87,698
	14	Other employee salaries and wages	13,031	0		13,031
	15	Pension plans, employee benefits	10,884	0		10,884
	16a	Legal fees (attach schedule)	35	0		35
	b	Accounting fees (attach schedule)	4,580	0		4,580
	c	Other professional fees (attach schedule)	150	0		150
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15,552	0		8,094
	19	Depreciation (attach schedule) and depletion	5,658	0		
	20	Occupancy				
	21	Travel, conferences, and meetings	4,371	0		4,371
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,245	0		11,245
	24	**Total operating and administrative expenses.** Add lines 13 through 23	153,204	0		140,088
	25	Contributions, gifts, grants paid	170,151			170,151
	26	**Total expenses and disbursements.** Add lines 24 and 25	323,355	0		310,239
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	88,005			
	b	**Net investment income** (if negative, enter -0-)		410,223		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing		2,523	2,523
2	Savings and temporary cash investments	272,734	186,400	186,400
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 page 15 of the 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	1,707	4,468	4,468
10a	Investments—U S and state government obligations (attach schedule)	176,783	177,721	177,721
b	Investments—corporate stock (attach schedule)	195,043	103,162	103,162
c	Investments—corporate bonds (attach schedule)	1,327,944	719,635	719,635
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	5,363,112	6,446,371	6,446,371
14	Land, buildings, and equipment basis ▶ 16,443 Less accumulated depreciation (attach schedule) ▶ 13,421	8,872	3,022	3,022
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,346,195	7,643,302	7,643,302
Liabilities				
17	Accounts payable and accrued expenses	15,479	11,981	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	15,479	11,981	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	7,330,716	7,631,321	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	7,330,716	7,631,321	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,346,195	7,643,302	

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	7,330,716
2	Enter amount from Part I, line 27a	2	88,005
3	Other increases not included in line 2 (itemize) ▶	3	359,092
4	Add lines 1, 2, and 3	4	7,777,813
5	Decreases not included in line 2 (itemize) ▶	5	146,492
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,631,321

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
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	145,907
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	

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	375,887	7,329,424	0 051285
2010	447,352	4,947,793	0 090414
2009	417,610	4,036,879	0 103449
2008	367,597	4,422,610	0 083118
2007	231,134	3,775,486	0 061220

2	**Total** of line 1, column (d).	2	0 389486
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 077897
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,373,249
5	Multiply line 4 by line 3.	5	574,354
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,102
7	Add lines 5 and 6.	7	578,456
8	Enter qualifying distributions from Part XII, line 4.	8	310,239

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,204
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	8,204
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,204
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,729		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,729
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	34
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,509
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NJ			
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶HTTP //THENEWCCSF ORG/

14 The books are in care of ▶JONATHAN HOLMES Telephone no ▶(877) 260-4176

Located at ▶PO BOX 94 LAKEHURST NJ ZIP+4 ▶08536

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 | |

		Line	Yes	No
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?	16		No

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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		No
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?	☐ Yes ☑ 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		
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?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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
1	
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	
2	
All other program-related investments See page 24 of the 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	7,104,242
b	Average of monthly cash balances	1b	381,290
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,485,532
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,485,532
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	112,283
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,373,249
6	**Minimum investment return.** Enter 5% of line 5	6	368,662

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	368,662
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,204		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,204
3	Distributable amount before adjustments Subtract line 2c from line 1	3	360,458
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	360,458
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	360,458

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	310,239
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	310,239
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	310,239

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				360,458
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___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 128,754				
c From 2009. 218,634				
d From 2010. 203,858				
e From 2011. 14,655				
f Total of lines 3a through e.	565,901			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 310,239				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				310,239
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	50,219			50,219
(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	515,682			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see 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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	515,682			
10 Analysis of line 9				
a Excess from 2008. . . . 78,535				
b Excess from 2009. . . . 218,634				
c Excess from 2010. . . . 203,858				
d Excess from 2011. . . . 14,655				
e Excess from 2012. . . .				

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

Part XV Supplementary Information (Complete this part only if the 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

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

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 Additional Data Table				
Total . . . . ▶ **3a**				170,151
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	264,316	
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					
8 Gain or (loss) from sales of assets other than inventory			18	145,865	
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		410,181	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 410,181

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(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

(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

****** | 2013-11-14 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JOHN J NIHILL CPA	JOHN J NIHILL CPA	2013-11-13		P00844252

Firm's name ▶ ELKO & ASSOCIATES LTD — Firm's EIN ▶ 23-3063393

Firm's address ▶ 2 WEST BALTIMORE AVE SUITE 210 MEDIA, PA 19063 — Phone no (610) 565-3930

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

(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)
FRANKLIN UTILITIES CL A	P	2011-08-19	2012-01-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-06-24	2012-01-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-06-28	2012-01-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-09-28	2012-01-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-09-29	2012-01-05
FIRST EAGLE GLOBAL FUND CL A	P	2010-12-22	2012-03-07
MFS UTILITIES FUND C	P	2011-05-02	2012-04-03
MFS UTILITIES FUND C	P	2011-06-01	2012-04-03
MFS UTILITIES FUND C	P	2011-07-01	2012-04-03
MFS UTILITIES FUND C	P	2011-08-01	2012-04-03
MFS UTILITIES FUND C	P	2011-09-01	2012-04-03
MFS UTILITIES FUND C	P	2011-10-03	2012-04-03
MFS UTILITIES FUND C	P	2011-11-01	2012-04-03
MFS UTILITIES FUND C	P	2011-12-01	2012-04-03
MFS UTILITIES FUND C	P	2011-12-30	2012-04-03
MFS UTILITIES FUND C	P	2012-01-31	2012-04-03
MFS UTILITIES FUND C	P	2012-02-29	2012-04-03
MFS UTILITIES FUND C	P	2012-03-30	2012-04-03
MFS UTILITIES FUND C	P	2010-10-25	2012-04-03
MFS UTILITIES FUND C	P	2010-11-01	2012-04-03
MFS UTILITIES FUND C	P	2010-11-22	2012-04-03
MFS UTILITIES FUND C	P	2010-12-01	2012-04-03
MFS UTILITIES FUND C	P	2010-12-31	2012-04-03
MFS UTILITIES FUND C	P	2011-02-01	2012-04-03
MFS UTILITIES FUND C	P	2011-03-01	2012-04-03
MFS UTILITIES FUND C	P	2011-04-01	2012-04-03
FIRST EAGLE FUND OF AMERICA CL A	P	2011-02-14	2012-04-05
FIRST EAGLE US VALUE FUND CL A	P	2010-12-22	2012-04-05
FT-FRANKLIN INCOME A	P	2011-09-01	2012-04-05
FT MUTUAL GLOBAL DISCOVERY FUND CL A	P	2012-01-05	2012-04-30

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

(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)
FT MUTUAL GLOBAL DISCOVERY FUND CL A	P	2012-02-15	2012-04-30
FRANKLIN TEMPLETON SMALL MID-CAP GROWTH FUND CL A	P	2012-01-05	2012-05-17
FRANKLIN TEMPLETON SMALL MID-CAP GROWTH FUND CL A	P	2012-02-24	2012-05-17
FT-FRANKLIN INCOME A	P	2011-09-01	2012-05-22
FT-FRANKLIN INCOME A	P	2011-09-19	2012-05-22
FT-FRANKLIN INCOME A	P	2011-09-27	2012-05-22
FT-FRANKLIN INCOME A	P	2011-09-28	2012-05-22
MFS GLOBAL TOTAL RETURN FUND C	P	2012-04-03	2012-06-25
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-09-29	2012-09-20
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-11-25	2012-09-20
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-11-25	2012-10-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2011-12-30	2012-10-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2012-03-28	2012-10-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2012-04-05	2012-10-05
FRANKLIN TEMPLETON CONSERVATIVE ALLOCATION FUND CL A	P	2012-04-30	2012-10-05
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CL A	P	2009-09-09	2012-11-02
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CL A	P	2009-09-28	2012-11-08
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CL A	P	2009-10-05	2012-11-08
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CL A	P	2009-10-14	2012-11-08
FT-FRANKLIN RISING DIVIDENDS A	P	2011-01-03	2012-11-08
FT-FRANKLIN RISING DIVIDENDS A	P	2011-01-10	2012-11-08
FRANKLIN UTILITIES A	P	2011-08-19	2012-11-09
FRANKLIN UTILITIES A	P	2011-11-01	2012-11-09
FRANKLIN UTILITIES A	P	2011-11-02	2012-11-09
FRANKLIN UTILITIES CL A	P	2011-11-21	2012-11-09
FT-FRANKLIN INCOME A	P	2011-09-28	2012-11-14
FT-FRANKLIN INCOME A	P	2011-10-03	2012-11-14
FT-FRANKLIN INCOME A	P	2011-11-03	2012-11-14
FT-FRANKLIN INCOME A	P	2011-11-23	2012-11-14
FT-FRANKLIN INCOME A	P	2011-12-05	2012-11-14

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

(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)
FT-FRANKLIN INCOME A	P	2011-12-05	2012-11-14
FT-FRANKLIN INCOME A	P	2011-12-21	2012-11-14
FT-FRANKLIN INCOME A	P	2012-01-06	2012-11-14
FT-FRANKLIN INCOME A	P	2012-02-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-03-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-04-02	2012-11-14
FT-FRANKLIN INCOME A	P	2012-05-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-06-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-07-02	2012-11-14
FT-FRANKLIN INCOME A	P	2012-08-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-09-04	2012-11-14
FT-FRANKLIN INCOME A	P	2012-10-01	2012-11-14
FT-FRANKLIN INCOME A	P	2012-11-01	2012-11-14
FRANKLIN UTILITIES A	P	2011-11-21	2012-11-28
FRANKLIN UTILITIES CL A	P	2011-12-05	2012-11-28
FRANKLIN UTILITIES CL A	P	2012-03-01	2012-11-28
FRANKLIN UTILITIES CL A	P	2012-06-01	2012-11-28
FRANKLIN UTILITIES CL A	P	2012-09-04	2012-11-28
UBS AG STAMFORD CT 2 250%	P	2011-11-18	2012-02-24
JPMORGAN CHAS & CO NTS 2 600%	P	2011-09-26	2012-03-07
ROYAL BANK OF CANADA STEP 3 000%	P	2011-05-13	2012-04-28
HARTFORD LIFE INS CO 4 082%	P	2008-02-25	2012-05-23
GENL ELEC CAP CORP NTS 6 000%	P	2008-12-02	2012-06-15
GENL ELECT CAP CORP SUB 5 300%	P	2011-03-03	2012-06-25
MORGAN STANLEY B/E 4 200%	P	2011-10-24	2012-07-19
MORGAN STANLEY NTS B/E 2 052%	P	2012-02-24	2012-07-19
PRUDENTIAL FINCL INC NTS 6 250%	P	2008-02-25	2012-08-15
STANLEY BLACK & DECKER 5 750%	P	2012-07-18	2012-08-28
HARTFORD FINCL SERVICES 5 500%	P	2010-09-22	2012-11-13
FHLB BOND 3 15% 120/1/20	P	2011-10-19	2012-07-27

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

(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)
DEUTTSCHE BANK 7 6000 PREFERRED	P	2011-06-08	2012-01-25
DEUTTSCHE BANK 7 6000 PREFERRED	P	2011-11-17	2012-01-25
HSBC HOLDING PLC 8 000%	P	2011-06-07	2012-02-02
JPM CHASE CAPITAL XXVI 8 000%	P	2011-04-18	2012-07-12

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)
160,000		145,521	14,479
129,558		134,199	-4,641
2,588		2,690	-102
1,079		1,053	26
31,775		31,064	711
75,000		72,871	2,129
369		379	-10
346		355	-9
430		433	-3
435		432	3
563		537	26
621		552	69
564		543	21
588		557	31
1,169		1,114	55
423		406	17
419		416	3
411		410	1
156,419		140,005	16,414
380		342	38
82,907		75,005	7,902
576		509	67
921		851	70
337		316	21
332		320	12
301		295	6
75,000		76,758	-1,758
75,000		69,970	5,030
150,000		145,116	4,884
174,197		165,000	9,197

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)
75,811		75,005	806
163,913		160,000	3,913
45,832		50,005	-4,173
14,955		14,884	71
50,976		50,000	976
51,733		50,000	1,733
32,336		31,099	1,237
150,000		156,381	-6,381
101,609		93,936	7,673
118,391		109,117	9,274
17,208		15,883	1,325
4,443		4,169	274
912		901	11
152,585		150,000	2,585
74,852		73,743	1,109
39,761		35,488	4,273
3,480		3,101	379
56,080		50,005	6,075
50,679		46,444	4,235
109,715		98,630	11,085
40,285		35,693	4,592
10,652		9,479	1,173
1,478		1,361	117
82,488		75,000	7,488
5,382		5,081	301
20,218		18,901	1,317
1,924		1,736	188
1,814		1,746	68
54,020		50,000	4,020
2,704		2,578	126

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)
77,899		75,000	2,899
51,683		50,005	1,678
2,805		2,752	53
2,780		2,767	13
2,757		2,782	-25
2,771		2,797	-26
1,991		2,009	-18
1,253		1,195	58
1,201		1,201	0
1,191		1,208	-17
1,198		1,214	-16
1,182		1,221	-39
1,188		1,227	-39
122,888		114,919	7,969
3,869		3,683	186
1,909		1,846	63
1,885		1,861	24
1,835		1,877	-42
99,495		99,945	-450
201,745		199,139	2,606
100,000		101,110	-1,110
100,495		100,000	495
45,000		46,203	-1,203
83,282		77,421	5,861
101,070		99,757	1,313
97,995		97,426	569
100,000		100,000	0
51,914		50,000	1,914
85,067		77,879	7,188
100,000		100,500	-500

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)
24,447		25,990	-1,543
24,447		23,035	1,412
40,277		41,030	-753
50,000		53,172	-3,172

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	
			14,479
			-4,641
			-102
			26
			711
			2,129
			-10
			-9
			-3
			3
			26
			69
			21
			31
			55
			17
			3
			1
			16,414
			38
			7,902
			67
			70
			21
			12
			6
			-1,758
			5,030
			4,884
			9,197

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	
			806
			3,913
			-4,173
			71
			976
			1,733
			1,237
			-6,381
			7,673
			9,274
			1,325
			274
			11
			2,585
			1,109
			4,273
			379
			6,075
			4,235
			11,085
			4,592
			1,173
			117
			7,488
			301
			1,317
			188
			68
			4,020
			126

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	
			2,899
			1,678
			53
			13
			-25
			-26
			-18
			58
			0
			-17
			-16
			-39
			-39
			7,969
			186
			63
			24
			-42
			-450
			2,606
			-1,110
			495
			-1,203
			5,861
			1,313
			569
			0
			1,914
			7,188
			-500

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	
			-1,543
			1,412
			-753
			-3,172

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MS ALINE M HOLMES PO BOX 94 LAKEHURST, NJ 08733	PRESIDENT 1 00	0	0	0
MS LISA PACK PO BOX 94 LAKEHURST, NJ 08733	VICE PRESIDENT 1 00	0	0	0
MR DAVID BROMLEY PO BOX 94 LAKEHURST, NJ 08733	SECRETARY 1 00	0	0	0
MS ROSEMARY CATALDI PO BOX 94 LAKEHURST, NJ 08733	BOARD MEMBER 1 00	0	0	0
DR ALFRED SACCHETTI PO BOX 94 LAKEHURST, NJ 08733	BOARD MEMBER 1 00	0	0	0
SARAH FISHMAN PO BOX 94 LAKEHURST, NJ 08733	BOARD MEMBER 1 00	0	0	0
MR JONATHAN M HOLMES PO BOX 94 LAKEHURST, NJ 08733	EXECUTIVE DIRECTOR 40 00	81,978	5,720	0

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

FROM WEBSITE
PO BOX 94
LAKEHURST, NJ 08733
(877) 260-4176

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

PLEASE SEE WEBSITE

c Any submission deadlines

PLEASE SEE WEBSITE

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

UPPER FUNDING LIMIT OF $4,999

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

FROM WEBSITE
PO BOX 94
LAKEHURST, NJ 08733
(877) 260-4176

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

PLEASE SEE WEBSITE

c Any submission deadlines

PLEASE SEE WEBSITE

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

MUST BE UNDER THE AGE OF 18

Form 990PF Part XV Line 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*				
BOYS LATIN OF PHILADELPHIA CHARTER SCHOOL 5501 CEDAR AVENUE PHILADELPHIA,PA 19143	N/A	SECTION 170(B)(1)(A)	TO FURTHER EDUCATION QUALITY IN PHILADELPHIA FOR BOYS	4,919
CADENCE CYCLING FOUNDATION 24 NORTH MERION AVENUE BRYN MAWR,PA 19010	N/A	SECTION 509(A)(2)	TO UTILIZE CYCLING AS A MECHANISM TO CONNECT WITH UNDERSERVED YOUTH AND HELP THEM IMPROVE THEIR HEALTH AND WELL-BEING	4,999
CAMP SOJOURNER GIRLS LEADERSHIP CAMP 801 SOUTH 48TH STREET PHILADELPHIA,PA 19143	N/A	SECTION 170(B)(1)(A)	TO HELP GIRLS BECOME LEADERS	4,650
COMMUNITY EDUCATION ALLIANCE 3418 SANSOM STREET PHILADELPHIA,PA 19104	N/A	SECTION 170(B)(1)(A)	TO PROVIDE DIRECT SUPPORTIVE SERVICES TO BELMONT COMMUNITY	4,999
CURIO THEATRE COMPANY 4740 BALTIMORE AVENUE PHILADELPHIA,PA 19143	N/A	SECTION 509(A)(2)	TO SERVE AUDIENCES WITH HIGH QUALITY, AFFORDABLE THEATRE PERFORMANCES	4,800
ENCHANTMENT THEATRE COMPANY 100 SOUTH BROAD STREET - SUITE 1318 PHILADELPHIA,PA 19110	N/A	SECTION 509(A)(2)	TO PROVIDE CHILDREN'S AND FAMILY THEATER AND WORKSHOPS	4,800
FAIRHILL ELEMENTARY SCHOOL 601 WEST SOMERSET STREET PHILADELPHIA,PA 19133	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	1,436
FRESH ARTISTS PO BOX 44 LAFAYETTE HILL,PA 19444	N/A	SECTION 509(A)(2)	TO PROVIDE RECOGNITION OF ARTWORK PRODUCED BY CHILDREN AND THE PURCHASE AND DISTRIBUTION OF ART SUPPLIES TO CHILDREN IN UNDER-RESOURCED PUBLIC SCHOOLS	4,640
GENERAL PHILLIP KEARNEY ELEMENTARY SCHOOL 601 FAIRMOUNT AVENUE PHILADELPHIA,PA 19123	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	2,400
HERO 3439 NORTH 17TH STREET PHILADELPHIA,PA 19140	N/A	SECTION 509(A)(2)	TO SERVE LOW INCOME CHILDREN AND FAMILIES	3,600
KARDON INSTITUTE FOR ARTS THERAPY 10700 KNIGHTS ROAD PHILADELPHIA,PA 19154	N/A	SECTION 170(B)(1)(A)	TO PROVIDE MUSIC LESSONS AND REHABILITATIVE THERAPY TO INDIVIDUALS WITH DISABILITIES	4,999
KENSINGTON CULINARY ARTS HIGH SCHOOL 2463 EMERALD STREET PHILADELPHIA,PA 19125	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,999
NJ ACADEMY FOR AQUATIC SCIENCES 1 RIVERSIDE DRIVE CAMDEN,NJ 08103	N/A	SECTION 170(B)(1)(A)	TO PROMOTE AN APPRECIATION OF AQUATIC LIFE AND HABITAT THROUGH EDUCATION AND YOUTH DEVELOPMENT PROGRAMS	25,000
NORRIS SQUARE NEIGHBORHOOD PROJECT 2141 NORTH HOWARD STREET PHILADELPHIA,PA 19122	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,999
PENNSYLVANIA ACADEMY OF THE FINE ARTS 128 NORTH BROAD STREET PHILADELPHIA,PA 19102	N/A	SECTION 170(B)(1)(A)	TO BRING TOGETHER ARTISTS AND THE PUBLIC THROUGH TEACHING PROGRAMS, ART/EXHIBITIONS AND PUBLIC PROGRAMS	25,000

Form 990PF Part XV Line 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*				
PENNYPACKER ELEMENTARY SCHOOL 1858 EAST WASHINGTON LANE PHILADELPHIA, PA 19138	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,999
PROJECT LEARN SCHOOL 6525 GERMANTOWN AVENUE PHILADELPHIA, PA 19119	N/A	SECTION 170(B)(1)(A)	TO CREATE A PROGRESSIVE AND HUMANISTIC COMMUNITY THAT PROMOTES MUTUAL RESPECT, INVOLVEMENT AND CURIOSITY	4,999
SAMUEL POWEL HOME AND SCHOOL ASSOCIATION 2300 WEST LEHIGH AVENUE PHILADELPHIA, PA 19132	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,999
ST MARTIN DE PORRES SCHOOL 2340 LEHIGH AVENUE PHILADELPHIA, PA 19132	N/A	SECTION 509(A)(2)	TO SUPPORT EDUCATION OF THE UNDERSERVED OF ALL FAITHS AND OPERATE AN INDEPENDENT CATHOLIC SCHOOL	2,540
THE CLAY STUDIO 139 NORTH 2ND STREET PHILADELPHIA, PA 19106	N/A	SECTION 170(B)(1)(A)	TO PROMOTE AND DEVELOP CONTEMPORARY AND TRADITIONAL CERAMIC ARTS AND THE WORK OF NEW CLAY ARTISTS	4,715
THE SUSTAINABILITY WORKSHOP 221 S HANSON STREET PHILADELPHIA, PA 19139	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,900
TIOGA UNITED INC 1926 WEST VENANGO STREET PHILADELPHIA, PA 19140	N/A	SECTION 170(B)(1)(A)	TO REVITALIZE AND REBUILD THE NEIGHBORHOOD THROUGH PROGRAMS TO CLEAN, FENCE, AND GREEN VACANT LOTS	4,999
WILLIAM LOESCHE ELEMENTARY SCHOOL 595 TOMLINSON ROAD PHILADELPHIA, PA 19116	N/A	SECTION 170(B)(1)(A)	TO PROVIDE URBAN ENVIRONMENTAL EDUCATION TO CHILDREN AND FAMILIES	4,360
UNIVERSITY CITY ARTS LEAGUE 4226 SPRUCE STREET PHILADELPHIA, PA 19104	N/A	SECTION 509(A)(2)	TO PROMOTE THE STUDY AND DEVELOPMENT OF THE ARTS	2,400
YOUTH EMPOWERMENT SERVICES 1231 NORTH BROAD STREET - 4TH FLOOR PHILADELPHIA, PA 19122	N/A	SECTION 170(B)(1)(A)	TO RE-ENGAGE OUT-OF-SCHOOL YOUTH WITH ALTERNATIVE EDUCATIONAL PROGRAMS AND COUNSELING	25,000
Total . . . . ▶ **3a**				170,151

TY 2012 Accounting Fees Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,580	0		4,580

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SALE OF IPAD	2010-08	PURCHASED	2012-09		150	673		0	-42	481

TY 2012 Investments Corporate Bonds Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UBS - CORPORATE BONDS	719,635	719,635

TY 2012 Investments Corporate Stock Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS - PREFERRED STOCKS	103,162	103,162

TY 2012 Investments Government Obligations Schedule

Name:	CHILDREN CAN SHAPE THE FUTURE INC
EIN:	26-0135787
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	177,721
State & Local Government Securities - End of Year Fair Market Value:	177,721

TY 2012 Investments - Other Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS - MUTUAL FUNDS	AT COST	6,266,280	6,266,280
UBS - CERTIFICATE OF DEPOSIT	AT COST	180,091	180,091

TY 2012 Land, Etc. Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	11,583	10,221	1,362	1,362
IPADS/IPHONE	4,061	2,678	1,383	1,383
VIDEO EQUIPMENT	799	522	277	277

TY 2012 Legal Fees Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	35	0		35

TY 2012 Other Decreases Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Description	Amount
ADJUST BALANCE SHEET BOOK VALUE FROM COST TO FMV	96,592
ADJUSTMENT ON WORTHLESS STOCK	49,900

TY 2012 Other Expenses Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND LICENSES	293	0		293
INSURANCE	3,121	0		3,121
BANK SERVICE CHARGES	430	0		430
COMPUTER EXPENSES	4,651	0		4,651
OFFICE EXPENSE	519	0		519
POSTAGE AND DELIVERY	198	0		198
TELEPHONE	1,658	0		1,658
WEBSITE EXPENSE	120	0		120
MISCELLANEOUS	255	0		255

TY 2012 Other Increases Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Description	Amount
UNREALIZED CHANGE IN INVESTMENT BALANCE	359,092

TY 2012 Other Professional Fees Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	150	0		150

TY 2012 Taxes Schedule

Name: CHILDREN CAN SHAPE THE FUTURE INC

EIN: 26-0135787

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	8,094	0		8,094
TAX PAID ON NET INVESTMENT INCOME	7,458	0		0