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

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>NORTHWEST CHARITABLE FOUNDATION</b>		A Employer identification number <b>27-1403629</b>
Number and street (or P O box number if mail is not delivered to street address) <b>100 LIBERTY STREET</b>	Room/suite	B Telephone number (see instructions) <b>814-728-7260</b>
City or town, state, and ZIP code <b>WARREN PA 16365</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		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) <b>\$ 17,434,527</b>	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) Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	2 Interest on savings and temporary cash investments	51	51		
	3 Dividends and interest from securities	788,913	788,913		
	4 Gross rents				
	5a Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	7 Gross sales price for all assets on line 6a				
	8 Capital gain net income (from Part IV, line 2)		0		
	9 Net short-term capital gain			0	
	10a Income modifications				
	10b Gross sales less returns and allowances				
	10c Less Cost of goods sold				
11 Gross profit or (loss) (attach schedule)					
12 Other income (attach schedule)					
13 Total. Add lines 1 through 11	788,964	788,964	0		
Operating and Administrative Expenses	14 Compensation of officers, directors, trustees, etc.	0			
	15 Other employee salaries and wages				
	16 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	16b Accounting fees (attach schedule) STMT 1	3,560			3,204
	16c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	-1,485			154
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 3	17,314	17,314			
24 Total operating and administrative expenses. Add lines 13 through 23	19,389	17,670	0	3,358	
25 Contributions, gifts, grants paid	618,269			618,269	
26 Total expenses and disbursements. Add lines 24 and 25	637,658	17,670	0	621,627	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	151,306				
b Net investment income (if negative, enter -0-)		771,294			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash – non-interest-bearing	19,932	119,639	119,639
	2 Savings and temporary cash investments			
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 4	12,775,650	12,775,650	15,509,639
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 5	1,742,748	1,794,347	1,805,249
	14 Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	14,538,330	14,689,636	17,434,527
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	14,538,330	14,689,636	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input 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			
	30 <b>Total net assets or fund balances</b> (see instructions)	14,538,330	14,689,636	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	14,538,330	14,689,636	

**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	14,538,330
2 Enter amount from Part I, line 27a	2	151,306
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,689,636
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,689,636

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> N/A			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) 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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

- 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
- 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

**2****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 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	200,088	17,043,174	0.011740
2010	78,615	15,698,302	0.005008
2009		15,167,186	
2008			
2007			

- 2** Total of line 1, column (d) **2** 0.016748
- 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** 0.008374
- 4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 17,066,144
- 5** Multiply line 4 by line 3 **5** 142,912
- 6** Enter 1% of net investment income (1% of Part I, line 27b) **6** 7,713
- 7** Add lines 5 and 6 **7** 150,625
- 8** Enter qualifying distributions from Part XII, line 4 **8** 621,627
- If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	7,713
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	7,713
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	7,713
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	6,255
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	6,255
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	1,458
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>b</b>		X
<b>c</b>		X
<b>d</b>		
<b>e</b>		
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>		
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		X

N/A

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

<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<b>11</b>		<b>X</b>
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		<b>X</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	<b>13</b>	<b>X</b>	

**14** The books are in care of ▶ BOOKKEEPER Telephone no ▶ 814-728-7260  
 100 LIBERTY STREET  
 Located at ▶ WARREN PA ZIP+4 ▶ 16365

**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**

<b>16</b> At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	<b>16</b>	<b>Yes</b>	<b>No</b>
			<b>X</b>

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

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

		Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly) <ul style="list-style-type: none"> <li>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(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</li> </ul>			
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	<b>1b</b>	
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	<b>1c</b>	
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): <ul style="list-style-type: none"> <li><b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?                If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)                N/A</li> <li><b>c</b> 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</li> </ul>			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 ) N/A			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>X</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<b>4b</b>		<b>X</b>

**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)?

N/A

☐

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**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?

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
SEE STATEMENT 6				

**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		

**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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	16,578,604
<b>b</b>	Average of monthly cash balances	<b>1b</b>	747,431
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,326,035
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	17,326,035
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	259,891
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,066,144
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	853,307

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	853,307
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	7,713
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,713
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	845,594
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	845,594
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	845,594

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	621,627
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	621,627
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	7,713
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	613,914

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				507,356
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			205,188	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 621,627				
<b>a</b> Applied to 2011, but not more than line 2a			205,188	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				416,439
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				90,917
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year SEE STATEMENT 7				618,269
<b>Total</b>			▶ <b>3a</b>	618,269
<b>b</b> Approved for future payment N/A				
<b>Total</b>			▶ <b>3b</b>	





## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,560	\$ 356	\$	\$ 3,204
TOTAL	\$ 3,560	\$ 356	\$ 0	\$ 3,204

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	\$ -1,639	\$	\$	\$ 154
FRANCHISE TAX	154			
TOTAL	\$ -1,485	\$ 0	\$ 0	\$ 154

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
INVESTMENT FEES	17,314	17,314		
TOTAL	\$ 17,314	\$ 17,314	\$ 0	\$ 0

## Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHWEST BANCSHARES INC.	\$ 12,775,650	\$ 12,775,650		\$ 15,509,639
TOTAL	\$ 12,775,650	\$ 12,775,650		\$ 15,509,639

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED ULTRASHORT BOND #108 FUND	\$ 1,120,312	\$ 1,120,312		\$ 1,131,213
FEDERATED PRIME CASH OBLIGATION #851	622,436	674,035		674,036
TOTAL	\$ 1,742,748	\$ 1,794,347		\$ 1,805,249

## Federal Statements

## Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GREGORY C. LAROCCA 100 LIBERTY STREET WARREN PA 16365	PRESIDENT	5.00	0	0	0
VICKI L. STEC 100 LIBERTY STREET WARREN PA 16365	VICE PRESIDE	5.00	0	0	0
DONALD E. REED 100 LIBERTY STREET WARREN PA 16365	TREASURER	5.00	0	0	0
JESSIE L. THOMAS 100 LIBERTY STREET WARREN PA 16365	SECRETARY	5.00	0	0	0
WILLIAM J. WAGNER 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
RICHARD E. MCDOWELL 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
PHILLIP M. TREDWAY 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
SONIA M. PROBST 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0

## Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
TITUSVILLE YMCA		201 WEST SPRING STREET				RENOVATIONS/ADDITION -3 YEAR COMMITM	10,000
TITUSVILLE PA 16354	NONE						
ERIE ART MUSEUM		411 STATE STREET				BUILDING CAMPAIGN (2ND YEAR OF 5-YEA	5,000
ERIE PA 16501	NONE						
JEFFERSON EDUCATIONAL SOCIETY		3207 STATE STREET				ERIE BICENTENNIAL CELEBRATION OF THE	10,000
ERIE PA 16508	NONE						
THE ALPHA FOUNDATION OF HOWARD COUN		P.O. BOX 2694				SCHOLARSHIPS, SCHOLAR PROGRAM, ETC.	5,000
COLUMBIA MD 21045	NONE						
COMMUNITY ACTION SOUTHWEST (CAS)		150 WEST BEAU STREET				STRATEGY TO END POVERTY, EDUCATION O	10,000
WASHINGTON PA 15301	NONE						
BUTLER COUNTY FAMILY YMCA		339 NORTH WASHINGTON STRE				PLAYGROUND	2,000
BUTLER PA 16001	NONE						
ERIE REGIONAL CANCER CENTER		2500 WEST 12TH STREET				PROVIDE STATE-OF-THE-ART TREATMENT F	5,000
ERIE PA 16505	NONE						
WARREN COUNTY FAIR, INC.		P.O. BOX 230				FUND CONSTRUCTION OF NEW FOOD BOOTH	30,000
PITTSFIELD PA 16340	NONE						
HANDS (HOUSING & NEIGHBORHOOD DEVEL		7 EAST 7TH STREET				PROJECT TO TEACH FINANCIAL LITERACY	3,500
ERIE PA 16501	NONE						
ROUSE ESTATE CHILDREN'S CENTER		18 SECOND STREET				DAYCARE WHICH ASSISTS LOW-INCOME FAM	10,000
YOUNGSVILLE PA 16371	NONE						
CASA (COURT APPOINTED SPECIAL ADVOC		207 SECOND AVENUE				TRAIN & SUPERVISE VOLUNTEERS TO PROT	5,000
WARREN PA 16365	NONE						
BRADFORD FAMILY YMCA		59 BOYLSTON STREET				YOUTH FINANCIAL ASSISTANCE SCHOLARSH	2,500
BRADFORD PA 16701	NONE						
CLARION UNIVERSITY FOUNDATION INC.		1801 WEST FIRST STREET				NURSING & ALLIED HEALTH SIMULATION L	10,000
OIL CITY PA 16301	NONE						
CLARION FREE LIBRARY ASSOCIATION		644 MAIN STREET				PRE-SCHOOL LITERACY, SUMMER READING,	10,000
CLARION PA 16214	NONE						
ANGEL'S PLACE (SUPPORTS LOW-INCOME		2615 NORWOOD AVENUE				REPLACE 55 YEAR OLD EXIT DOORS PER F	8,200
PITTSBURGH PA 15214	NONE						
ONE ECONOMY CORPORATION		199 WELLS AVENUE				EVERFI FINANCIAL LITERACY PROGRAM (7	150,000
NEWTON MA 02459	NONE						
UNITED WAY OF THE BRADFORD AREA		93 MAIN STREET				CONTRIBUTION 2012	5,000
BRADFORD PA 16701	NONE						
CENTRE COUNTY UNITED WAY		2790 W COLLEGE AVENUE				CONTRIBUTION 2012	3,700
STATE COLLEGE PA 16801	NONE						
HUNTINGDON COUNTY UNITED WAY, INC.		212 PENN STREET				CONTRIBUTION 2012	1,000
HUNTINGDON PA 16652	NONE						

## Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
UNITED WAY OF LAWRENCE COUNTY NEW CASTLE PA 16101				223 N MERCER STREET, #1	NONE	CONTRIBUTION 2012	350
TITUSVILLE AREA UNITED WAY TITUSVILLE PA 16354				208 W SPRING STREET	NONE	CONTRIBUTION 2012	1,550
UNITED WAY OF VENANGO COUNTY RENO PA 16343				1999 ALLEGHENY BLVD	NONE	CONTRIBUTION 2012	4,500
CLEARFIELD AREA UNITED WAY CLEARFIELD PA 16830				18 NORTH SECOND STREET	NONE	CONTRIBUTION 2012	4,600
UNITED WAY OF THE CAPITAL REGION ENOLA PA 17025				2235 MILLENNIUM WAY	NONE	CONTRIBUTION 2012 (COVERS CUMBERLAND	2,500
UNITED WAY OF LAUREL HIGHLANDS JOHNSTOWN PA 15901				422 MAIN STREET	NONE	CONTRIBUTION 2012 (JOHNSTOWN AREA)	5,000
UNITED WAY OF LANCASTER COUNTY LANCASTER PA 17601				630 JANET AVENUE	NONE	CONTRIBUTION 2012	4,800
UNITED WAY OF LEBANON COUNTY LEBANON PA 17042				801 CUMBERLAND STREET	NONE	CONTRIBUTION 2012	5,000
UNITED WAY OF SOUTHERN CHAUTAUQUA C JAMESTOWN NY 14701				413 NORTH MAIN STREET	NONE	CONTRIBUTION 2012	6,500
UNITED WAY OF YORK COUNTY YORK PA 17403				800 EAST KING STREET	NONE	CONTRIBUTION 2012	5,200
RIDGWAY YMCA "SHAPE-THE-FUTURE" CA RIDGWAY PA 15853				34 NORTH BROAD STREET	NONE	GRANT 2012, YEAR ONE OF THREE-YEAR G	10,000
LUPUS FOUNDATION OF AMERICAN - DC/M OWINGS MILLS MD 21117				110 PAINTERS MILL ROAD	NONE	GRANT 2012, YEAR ONE OF TWO-YEAR, PR	2,500
PHASE 4 LEARNING CENTER, INC. WEST MIFFLIN PA 15123				3075 CLAIRTON ROAD	NONE	PROVIDE EDUCATION FOR AT-RISK YOUNG,	7,500
LIFE'S WORK OF WESTERN PENNSYLVANIA PITTSBURGH PA 15219				1323 FORBES AVENUE	NONE	TRAINING /JOB PLACEMENT FOR AT-RISK	10,000
LUTHERAN SENIOR LIFE ZELIENOPLE PA 16063				401 SOUTH MAIN STREET	NONE	RETIREMENT CENTER LOBBY, GIFT SHOP,	15,000
DICKINSON CENTER, INC. RIDGWAY PA 15853				43 SERVIDEA DRIVE	NONE	INFORMATION TECHNOLOGY & FURNISHINGS	10,000
CLARION COUNTY HOSPITAL CLARION PA 16214				1 HOSPITAL DRIVE	NONE	CANCER CENTER "ADVANCING CANCER CARE	20,000
YMCA OF CORRY CORY PA 16407				906 NORTH CENTER STREET	NONE	REPAIR/MAINTENANCE OF YMCA FACILITY,	8,334

## Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
MCKEAN COUNTY CARE FOR CHILDREN		20 RUSSELL BLVD.				IMPROVING CHILDREN'S LIVES (CONSULTI	25,000
BRADFORD PA 16701	NONE						
ERIE COMMUNITY FOUNDATION		459 WEST SIXTH STREET				BAYFRONT PROJECT	25,000
ERIE PA 16507	NONE						
THE UNITED WAY OF CORRY AREA, INC.	NONE	134 EAST MAIN STREET				CONTRIBUTION 2012	700
CORRY PA 16407	NONE						
UNITED WAY OF MERCER COUNTY		493 SOUTH HERMITAGE ROAD				CONTRIBUTION 2012	1,100
HERMITAGE PA 16148	NONE						
CAMERON COUNTY COMMUNITY CHEST		P.O. BOX 134				CONTRIBUTION 2012	2,000
EMPORIUM PA 15834	NONE						
DUBOIS AREA UNITED WAY		223 SOUTH JARED STREET				CONTRIBUTION 2012	2,000
DUBOIS PA 15801	NONE						
UNITED WAY OF WESTERN CRAWFORD COUN		415 CHESTNUT STREET				CONTRIBUTION 2012	3,000
MEADVILLE PA 16335	NONE						
THE UNITED WAY OF ARMSTRONG COUNTY		705 BUTLER ROAD				CONTRIBUTION 2012	1,000
KITTANNING PA 16201	NONE						
THE UNITED WAY OF ASHTABULA COUNTY		2801 C COURT				CONTRIBUTION 2012	900
ASHTABULA OH 44004	NONE						
UNITED WAY OF BUTLER COUNTY		184 PITTSBURGH ROAD				CONTRIBUTION 2012	4,000
BUTLER PA 16001	NONE						
UNITED WAY OF CLARION COUNTY		P.O. BOX 207				CONTRIBUTION 2012	3,000
CLARION PA 16214	NONE						
UNITED WAY OF WASHINGTON COUNTY		590 WASHINGTON ROAD				CONTRIBUTION 2012	3,500
WASHINGTON PA 15301	NONE						
ST. MARYS AREA UNITED WAY		44 SOUTH ST. MARYS STREET				CONTRIBUTION 2012	1,700
ST MARYS PA 15857	NONE						
CLINTON COUNTY UNITED WAY		220 NORTH JAY STREET				CONTRIBUTION 2012	1,000
LOCK HAVEN PA 17745	NONE						
DOWNTOWN STATE COLLEGE IMPROVEMENT		127 FRANER STREET				CENTRE COUNTY COMMUNITY PROJECT	4,000
STATE COLLEGE PA 16801	NONE						
THE WILLIAMSPORT YMCA		320 ELMIRA STREET				WILLIAMSPORT BRANCH PROJECT, NEW FAC	5,000
WILLIAMSPORT PA 17701	NONE						
THE SALVATION ARMY OF JOHNSTOWN, PA		576 VINE STREET				PROJECT BUNDLE UP, PROVIDE COATS TO	4,000
JOHNSTOWN PA 15901	NONE						
THE SALVATION ARMY OF CENTRE COUNTY		2603 EAST COLLEGE AVENUE				PROVIDING MEALS AND FUNDS FOR RENT/U	4,000
STATE COLLEGE PA 16801	NONE						

## Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
CLEARFIELD EDUCATIONAL FOUNDATION		CLEARFIELD PA 16830	NONE	P.O. BOX 510		COMMUNITY EDUCATION PROGRAMS	3,000
MOM'S HOUSE, INC.		JOHNSTOWN PA 15905	NONE	1325 FRANKLIN STREET		TEACHING, STAFFING & CHILDCARE COSTS	4,000
CENTRE COUNTY LIBRARY & HISTORICAL		BELLEFONTE PA 16823	NONE	200 NORTH ALLEGHENY ST.		CHILDREN'S EDUCATIONAL PROGRAMS	3,635
HOUSING TRANSITIONS, INC.		STATE COLLEGE PA 16801	NONE	217 EAST NITTANY AVE.		HELP FUND AN ADDITIONAL PART-TIME HO	4,000
HEADWATERS CHARITABLE TRUST		DUBOIS PA 15801	NONE	109 NORTH BRADY STREET		HEADWATERS CONSERVATION PROJECT	4,000
SUSQUEHANNA RURAL FREE CLINIC, INC.		FRENCHVILLE PA 16836	NONE	ROUTE 879		HEALTHY HEART STATION (QUIT SMOKING,	3,000
HAMOT HEALTH FOUNDATION		ERIE PA 16507	NONE	201 STATE STREET		PROVIDE HEALTHCARE FOR UNDERSERVED &	5,000
POLICE ASSISTANCE & RELIEF FUNDS, I		TOWSON MD 21204	NONE	400 KENILWORTH DRIVE		ASSIST FAMILIES OF BALTIMORE CO. PD	5,000
COMMUNITY CRISIS CENTER, INC.		REISTERSTOWN MD 21136	NONE	725 MAIN STREET		PROVIDE EMERGENCY FOOD, HYGIENE ITEM	2,500
COLUMBIA FOUNDATION		COLUMBIA MD 21044	NONE	10630 LITTLE PKWY.		GROW & MAINTAIN CRITICAL COMMUNITY R	10,000
WAGNER HOUSE		VERONA PA 15147	NONE	6015 VERONA ROAD		ROOF REPLACEMENT OR DRIVEWAY PAVING	6,000
CHAUTAUQUA REGION COMMUNITY FOUNDAT		JAMESTOWN NY 14701	NONE	418 SPRING STREET		TO AID LOCAL ECONOMY, HEALTHCARE, HO	8,500
ST. SUSAN'S CENTER, INC.		JAMESTOWN NY 14701	NONE	10 PROSPECT STREET		FEED THE HUNGRY AND SUPPLY LOW-INCOM	5,000
UNITED WAY OF SOUTHERN CHAUTAUQUA C		JAMESTOWN NY 14701	NONE	413 NORTH MAIN STREET		SUPPORT LOCAL CHARITABLE ORGANIZATIO	8,500
JAMESTOWN COMMUNITY LEARNING COUNCI		JAMESTOWN NY 14701	NONE	301 FRONT STREET		HELP PARENTS ACQUIRE SKILLS TO HELP	5,500
CHAUTAUQUA STRIDERS YOUTH DEVELOPM		JAMESTOWN NY 14701	NONE	P.O. BOX 397		MENTORING PROGRAMS FOR AT-RISK YOUTH	5,000
HOSPICE OF WARREN COUNTY		WARREN PA 16365	NONE	2 CRESCENT PARK WEST		HOSPICE CARE, BEREAVEMENT SERVICES	500
WARREN GENERAL HOSPITAL		WARREN PA 16365	NONE	2 CRESCENT PARK WEST		CANCER CENTER (2ND GRANT CHECK)	25,000

## Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year (continued)**

Name		Address					
Address	Relationship	Status	Purpose	Amount			
BEACON LIGHT BEHAVIORAL HEALTH BRADFORD PA 16701	SYST 800 EAST MAIN STREET NONE		ASSISTANCE FOR AUTISTIC AND/OR MENTA	10,000			
TOTAL				618,269			

Northwest Charitable Foundation  
 EIN: 27-1403629  
 2011 Form 990-PF  
 Part XIII Attachment

The Foundation is in its start-up period under Reg. 53.4942(a)-3(b)(4)(i). Its start up period is January 1, 2010 through December 31, 2013. Under Reg. 53.492(a)-3(b)(4)(iii) the Foundation is not required to make a distribution until the end of the start-up period. Below is a table showing the start-up period activity as of December 31, 2012.

		Gross Distributable Amount			Start-up Period Distributable Amount
Year 1	2010	779,754	x	20% =	\$ 155,951
Year 2	2011	846,614	x	40% =	338,646
Year 3	2012	845,594	x	60% =	<u>507,356</u>
					1,001,953
2010 distributions					(83,776)
2011 distributions					(205,633)
2012 distributions					<u>(621,627)</u>
Remaining distributable amount at 12/31/12					<u>\$ 90,917</u>