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EXTENSION GRANTED TO 11/15/13
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

*Formerly known as
Martin Family Foundation,
Inc.*

A Employer identification number

27-2178874

MARTIN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

C/O KREISCHER MILLER, 100 WITMER ROAD

Room/suite

350

B Telephone number

215-348-8149

City or town, state, and ZIP code

HORSHAM, PA 19044

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 ☐

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☐ Cash

☒

Accrual

☐ Other (specify)

\$ 9,480,128. (Part I, column (d) must be on cash basis)

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).)

(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	1,003,052.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	71,576.	71,576.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	667,072.			
	b Gross sales price for all assets on line 6a	2,072,652.			
	7 Capital gain net income (from Part IV, line 2)		667,072.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,145.	2,145.		STATEMENT 2
	12 Total. Add lines 1 through 11	1,743,845.	740,793.		
	13 Compensation of officers, directors, trustees, etc	3,333.	0.		3,333.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	7,450.	5,200.		2,250.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,399.	294.		1,105.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	4,571.	3,379.		1,028.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,753.	8,873.		7,716.
	25 Contributions, gifts, grants paid	290,000.			290,000.
	26 Total expenses and disbursements. Add lines 24 and 25	306,753.	8,873.		297,716.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,437,092.			
	b Net investment income (if negative, enter -0-)		731,920.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		44,877.	44,877.	
	2 Savings and temporary cash investments		39,027.	39,027.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	0.	4,699,329.	4,699,329.	
	c Investments - corporate bonds STMT 8	0.	4,444,630.	4,444,630.	
Liabilities	11 Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	0.	252,265.	252,265.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	0.	9,480,128.	9,480,128.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	5,000,000.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	4,480,128.		
	30 Total net assets or fund balances	0.	9,480,128.		
31 Total liabilities and net assets/fund balances	0.	9,480,128.			

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	0.
2 Enter amount from Part I, line 27a	2	1,437,092.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	8,491,213.
4 Add lines 1, 2, and 3	4	9,928,305.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	448,177.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,480,128.

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				
b SEE ATTACHED STATEMENTS				
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			
b			
c			
d			
e 2,072,652.		1,405,580.	667,072.

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			
b			
c			
d			
e			667,072.

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	667,072.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	350,288.	8,193,418.	.042752
2010	419,947.	7,456,871.	.056317
2009	334,192.	6,493,171.	.051468
2008	463,954.	7,679,282.	.060416
2007	244,776.	7,878,892.	.031067

2 Total of line 1, column (d)	2	.242020
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	.048404
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,368,539.
5 Multiply line 4 by line 3	5	405,071.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,319.
7 Add lines 5 and 6	7	412,390.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	297,716.

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

1a 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)		1	14,638.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	14,638.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	14,638.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	18,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	107.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,255.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>PA</u>		
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	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► TRUSTEES Located at ► P.O. BOX 749, DOYLESTOWN, PA Telephone no ► 215-348-8149 ZIP+4 ► 18901			
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 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS	16	X	Yes No

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

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

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

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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)? ☐ 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? ☐ Yes ☒ 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? **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.

(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
SYDNEY F. MARTIN P.O. BOX 749 DOYLESTOWN, PA 18901	TRUSTEE	0.00	0.	0.
SHARON B. MARTIN P.O. BOX 749 DOYLESTOWN, PA 18901	TRUSTEE	0.00	0.	0.
JESSICA E. THOMPSON P.O. BOX 749 DOYLESTOWN, PA 18901	DIRECTOR	10.00	3,333.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	8,470,032.
b	Average of monthly cash balances	1b	25,947.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,495,979.
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	8,495,979.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,440.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,368,539.
6	Minimum investment return. Enter 5% of line 5	6	418,427.

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	418,427.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,638.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,638.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	403,789.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	403,789.
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	403,789.

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	297,716.
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	297,716.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	297,716.

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.

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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				403,789.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			264,475.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 297,716.				
a Applied to 2011, but not more than line 2a			264,475.	
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				33,241.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c and 4e Subtract line 5	0.			
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 instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				370,548.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

1 a 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation 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))

SEE STATEMENT 10

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.

NONE**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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BLUE RIDGE AREA FOOD BANK P.O. BOX 937 VERONA, VA 24482	NONE	CHARITABLE NON-PROFIT ORG.	GETTING FOOD TO PEOPLE IN NEED	5,000.
DOYLESTOWN FOOD PANTRY P.O. BOX 151 FOUNTAINVILLE, PA 18923	NONE	CHARITABLE NON-PROFIT ORG.	GETTING FOOD TO PEOPLE IN NEED.	5,000.
FOOD BANK OF MONMOUTH & OCEAN COUNTIES 3300 ROUTE 66 NEPTUNE, NJ 07753	NONE	CHARITABLE NON-PROFIT ORG.	GETTING FOOD TO PEOPLE IN NEED.	5,000.
JAMES MICHENER ART MUSEUM 138 SOUTH PINE STREET DOYLESTOWN, PA 18901	NONE	CHARITABLE NON-PROFIT ORG.	ENHANCE EDUCATION PROGRAMS AND SUPPORT ACTIVITIES	200,000.
SALVATION ARMY OF NEW JERSEY 4 GARY ROAD UNION, NJ 07083	NONE	CHARITABLE NON-PROFIT ORG.	FUND NEW EXPANSION	65,000.
Total	SEE CONTINUATION SHEET(S)			290,000.
b Approved for future payment				
NONE				
Total				0.

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

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


[illegible]


- 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
N/A		

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) is based on all information of which preparer has any knowledge.

Sign Here

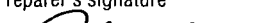




TRUSTEE

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 <input type="checkbox"/> if self-employed	PTIN
	RICHARD J. NELSON		8/12/13		P00137172
	Firm's name ▶ KREISCHER MILLER			Firm's EIN ▶ 23-1980475	
	Firm's address ▶ 100 WITMER ROAD, SUITE 350 HORSHAM, PA 19044-2369			Phone no. (215) 441-4600	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

MARTIN FOUNDATION

Employer identification number

27-2178874

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

MARTIN FOUNDATION**27-2178874****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SYDNEY AND SHARON MARTIN P.O. BOX 749 DOYLESTOWN, PA 18901	\$ 1,003,052.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

27-2178874

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization	Employer identification number
MARTIN FOUNDATION	27-2178874

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	ARTISAN ACCOUNT - PASSTHROUGH INCOME	P		
b	ARTISAN ACCOUNT - PASSTHROUGH INCOME	P		
c	ADT CORPORATION (THE) CMN	P	08/03/11	10/01/12
d	CABOT MICROELECTRONICS CORP CMN	P	01/26/07	09/27/12
e	CABOT MICROELECTRONICS CORP CMN	P	05/16/07	09/27/12
f	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/17/12	10/15/12
g	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/23/12	10/25/12
h	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/11/12	10/11/12
i	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/11/12	10/12/12
j	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/26/12	11/02/12
k	FEDERATED INVESTORS, INC. CMN CLASS B	P	04/27/12	11/05/12
l	FEDERATED INVESTORS, INC. CMN CLASS B	P	05/02/12	11/06/12
m	HANESBRANDS INC. CMN	P	08/27/10	11/13/12
n	HANESBRANDS INC. CMN	P	08/09/10	11/13/12
o	LENDER PROCESSING SERVICES, IN CMN	P	07/06/11	10/25/12

(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 161.			161.
b 5,611.			5,611.
c 21.			21.
d 424.		363.	61.
e 3,113.		2,839.	274.
f 2,076.		2,097.	-21.
g 2,068.		2,044.	24.
h 2,069.		2,124.	-55.
i 2,052.		2,124.	-72.
j 2,238.		2,122.	116.
k 2,201.		2,167.	34.
l 2,074.		2,205.	-131.
m 1,692.		1,232.	460.
n 1,692.		1,282.	410.
o 2,814.		2,046.	768.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			161.
b			5,611.
c			21.
d			61.
e			274.
f			-21.
g			24.
h			-55.
i			-72.
j			116.
k			34.
l			-131.
m			460.
n			410.
o			768.

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

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)

If (loss), enter "-0-" in Part I, line 8

3

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 MOLSON COORS BREWING CO CMN CLASS B		P	04/13/10	08/30/12
b PENTAIR LTD CMN		P	08/03/11	10/01/12
c PENTAIR LTD CMN		P	08/03/11	10/03/12
d PENTAIR LTD CMN		P	11/20/07	10/03/12
e PENTAIR LTD CMN		P	08/10/11	10/03/12
f PENTAIR LTD CMN		P	09/29/08	10/03/12
g PENTAIR LTD CMN		P	01/23/08	10/03/12
h PENTAIR LTD CMN		P	08/10/11	10/05/12
i PERKINELMER INC CMN		P	08/17/11	08/30/12
j PERKINELMER INC CMN		P	08/18/11	08/30/12
k PERKINELMER INC CMN		P	08/22/11	08/30/12
l RALCORP HLDGS INC (NEW) CMN		P	11/22/11	12/10/12
m RALCORP HLDGS INC (NEW) CMN		P	10/20/11	11/29/12
n RALCORP HLDGS INC (NEW) CMN		P	10/21/11	12/10/12
o RALCORP HLDGS INC (NEW) CMN		P	06/05/12	12/13/12

(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 4,374.		4,405.	-31.
b 40.			40.
c 1,054.		769.	285.
d 790.		533.	257.
e 966.		670.	296.
f 1,054.		607.	447.
g 3,161.		1,863.	1,298.
h 45.		30.	15.
i 5,342.		4,506.	836.
j 5,342.		4,239.	1,103.
k 2,671.		2,110.	561.
l 4,463.		3,409.	1,054.
m 4,447.		3,325.	1,122.
n 4,463.		3,377.	1,086.
o 4,470.		3,123.	1,347.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-31.
b			40.
c			285.
d			257.
e			296.
f			447.
g			1,298.
h			15.
i			836.
j			1,103.
k			561.
l			1,054.
m			1,122.
n			1,086.
o			1,347.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	RALCORP HLDGS INC (NEW) CMN	P	06/05/12	12/14/12
b	RALCORP HLDGS INC (NEW) CMN	P	05/07/12	12/11/12
c	RALCORP HLDGS INC (NEW) CMN	P	11/22/11	12/11/12
d	RALCORP HLDGS INC (NEW) CMN	P	05/07/12	12/13/12
e	RALCORP HLDGS INC (NEW) CMN	P	07/17/12	12/14/12
f	TYCO INTERNATIONAL LTD CMN	P	01/23/08	11/16/12
g	TYCO INTERNATIONAL LTD CMN	P	11/20/07	11/16/12
h	TYCO INTERNATIONAL LTD CMN	P	09/29/08	11/19/12
i	TYCO INTERNATIONAL LTD CMN	P	01/23/08	11/19/12
j	TYCO INTERNATIONAL LTD CMN	P	01/23/08	11/19/12
k	TYCO INTERNATIONAL LTD CMN	P	09/29/08	11/21/12
l	TYCO INTERNATIONAL LTD CMN	P	08/03/11	11/21/12
m	TYCO INTERNATIONAL LTD CMN	P	08/10/11	11/21/12
n	COMCAST CORPORATION CMN CLASS A NON VOTING	P	06/29/11	09/07/12
o	ROBERT HALF INTL INC CMN	P	08/26/08	09/14/12

(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 4,463.		3,123.	1,340.
b 4,467.		3,572.	895.
c 4,467.		3,409.	1,058.
d 4,470.		3,572.	898.
e 4,463.		3,050.	1,413.
f 658.		434.	224.
g 1,974.		1,490.	484.
h 675.		424.	251.
i 4,724.		3,039.	1,685.
j 2,683.		1,736.	947.
k 2,045.		1,273.	772.
l 2,726.		2,151.	575.
m 2,726.		1,960.	766.
n 10,085.		7,145.	2,940.
o 5,494.		5,102.	392.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,340.
b			895.
c			1,058.
d			898.
e			1,413.
f			224.
g			484.
h			251.
i			1,685.
j			947.
k			772.
l			575.
m			766.
n			2,940.
o			392.

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

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).
If (loss), enter "-0-" in Part I, line 8 }

3

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	ROBERT HALF INTL INC CMN	P	08/29/08	09/14/12
b	ROBERT HALF INTL INC CMN	P	09/04/08	09/24/12
c	ROBERT HALF INTL INC CMN	P	09/04/08	10/05/12
d	ROBERT HALF INTL INC CMN	P	10/09/08	10/05/12
e	ROBERT HALF INTL INC CMN	P	05/02/11	10/08/12
f	ROBERT HALF INTL INC CMN	P	10/28/08	10/08/12
g	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
h	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
i	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
j	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
k	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
l	ADT CORPORATION (THE) CMN	P	05/07/09	12/31/12
m	ALLERGAN INC CMN	P	10/13/08	12/31/12
n	APPLE, INC. CMN	P	02/13/12	12/31/12
o	APPLE, INC. CMN	P	01/03/12	12/31/12

(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	5,494.	5,120.	374.
b	8,114.	7,494.	620.
c	2,638.	2,498.	140.
d	5,276.	4,015.	1,261.
e	2,616.	3,024.	-408.
f	2,616.	1,567.	1,049.
g	2,251.	824.	1,427.
h	2,251.	824.	1,427.
i	18,010.	6,598.	11,412.
j	13,508.	4,946.	8,562.
k	2,251.	824.	1,427.
l	2,251.	824.	1,427.
m	42,877.	20,178.	22,699.
n	7,140.	6,980.	160.
o	71,404.	57,646.	13,758.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			374.
b			620.
c			140.
d			1,261.
e			-408.
f			1,049.
g			1,427.
h			1,427.
i			11,412.
j			8,562.
k			1,427.
l			1,427.
m			22,699.
n			160.
o			13,758.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

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	APPLE, INC. CMN	P	08/09/10	12/31/12
b	COSTCO WHOLESALE CORPORATION CMN	P	05/12/09	12/31/12
c	COSTCO WHOLESALE CORPORATION CMN	P	04/23/09	12/31/12
d	FRANKLIN RESOURCES INC CMN	P	02/06/09	12/31/12
e	FRANKLIN RESOURCES INC CMN	P	02/18/09	12/31/12
f	GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTIT	P	07/19/12	12/04/12
g	GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTIT	P	07/12/12	12/04/12
h	GS U.S. EQUITY DIVIDEND AND PREMIUM FUND INSTIT	P	07/16/12	12/04/12
i	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
j	HONEYWELL INTL INC CMN	P	11/18/08	12/31/12
k	HONEYWELL INTL INC CMN	P	04/28/09	12/31/12
l	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
m	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
n	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
o	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12

(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 2,550.		1,303.	1,247.
b 41,623.		19,944.	21,679.
c 4,162.		2,020.	2,142.
d 24,895.		11,175.	13,720.
e 24,895.		10,150.	14,745.
f 38,560.		38,331.	229.
g 93,142.		90,000.	3,142.
h 158,298.		155,000.	3,298.
i 18,779.		8,109.	10,670.
j 15,148.		6,350.	8,798.
k 33,113.		15,676.	17,437.
l 37,558.		16,206.	21,352.
m 12,519.		5,410.	7,109.
n 6,260.		2,702.	3,558.
o 6,260.		2,701.	3,559.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,247.
b			21,679.
c			2,142.
d			13,720.
e			14,745.
f			229.
g			3,142.
h			3,298.
i			10,670.
j			8,798.
k			17,437.
l			21,352.
m			7,109.
n			3,558.
o			3,559.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
b	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
c	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
d	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
e	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
f	HONEYWELL INTL INC CMN	P	12/08/08	12/31/12
g	ILLINOIS TOOL WORKS CMN	P	03/06/09	12/31/12
h	ILLINOIS TOOL WORKS CMN	P	07/28/11	12/31/12
i	ILLINOIS TOOL WORKS CMN	P	03/17/09	12/31/12
j	PENTAIR LTD CMN	P	05/07/09	12/31/12
k	PENTAIR LTD CMN	P	05/07/09	12/31/12
l	PENTAIR LTD CMN	P	05/07/09	12/31/12
m	PENTAIR LTD CMN	P	05/07/09	12/31/12
n	PENTAIR LTD CMN	P	05/07/09	12/31/12
o	PENTAIR LTD CMN	P	05/07/09	12/31/12

(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	6,260.	2,702.	3,558.
b	6,260.	2,702.	3,558.
c	6,260.	2,702.	3,558.
d	6,260.	2,702.	3,558.
e	37,558.	16,224.	21,334.
f	6,260.	2,701.	3,559.
g	5,962.	2,678.	3,284.
h	11,923.	10,180.	1,743.
i	59,615.	26,616.	32,999.
j	1,134.	454.	680.
k	1,134.	454.	680.
l	1,134.	454.	680.
m	9,074.	3,635.	5,439.
n	1,134.	454.	680.
o	6,758.	2,725.	4,033.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,558.
b			3,558.
c			3,558.
d			3,558.
e			21,334.
f			3,559.
g			3,284.
h			1,743.
i			32,999.
j			680.
k			680.
l			680.
m			5,439.
n			680.
o			4,033.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

MARTIN FOUNDATION

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	PHILLIPS 66 CMN	P	01/02/09	12/31/12
b	PHILLIPS 66 CMN	P	01/02/09	12/31/12
c	PHILLIPS 66 CMN	P	01/02/09	12/31/12
d	PHILLIPS 66 CMN	P	01/02/09	12/31/12
e	PHILLIPS 66 CMN	P	01/02/09	12/31/12
f	PHILLIPS 66 CMN	P	01/02/09	12/31/12
g	PRICELINE.COM INC CMN	P	03/30/10	12/31/12
h	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12
i	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12
j	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12
k	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12
l	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12
m	SIMON PROPERTY GROUP INC CMN	P	03/18/09	12/31/12
n	SIMON PROPERTY GROUP INC CMN	P	06/19/09	12/31/12
o	SIMON PROPERTY GROUP INC CMN	P	01/02/09	12/31/12

(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	5,038.	2,456.	2,582.
b	7,557.	3,685.	3,872.
c	2,519.	1,228.	1,291.
d	2,519.	1,228.	1,291.
e	10,076.	4,914.	5,162.
f	2,519.	1,228.	1,291.
g	20,641.	8,715.	11,926.
h	15,556.	5,276.	10,280.
i	15,556.	5,276.	10,280.
j	15,556.	5,276.	10,280.
k	15,556.	5,276.	10,280.
l	15,556.	5,276.	10,280.
m	4,356.	991.	3,365.
n	1,711.	582.	1,129.
o	15,556.	5,276.	10,280.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,582.
b			3,872.
c			1,291.
d			1,291.
e			5,162.
f			1,291.
g			11,926.
h			10,280.
i			10,280.
j			10,280.
k			10,280.
l			10,280.
m			3,365.
n			1,129.
o			10,280.

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

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).
If (loss), enter "-0-" in Part I, line 8 }

3

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	SIMON PROPERTY GROUP INC CMN	P	09/18/09	12/31/12
b	SIMON PROPERTY GROUP INC CMN	P	12/18/09	12/31/12
c	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
d	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
e	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
f	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
g	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
h	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
i	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
j	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
k	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
l	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
m	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
n	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
o	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12

(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 1,245.		592.	653.
b 622.		311.	311.
c 6,031.		2,339.	3,692.
d 6,031.		2,339.	3,692.
e 12,062.		4,678.	7,384.
f 6,031.		2,339.	3,692.
g 6,031.		2,339.	3,692.
h 6,031.		2,339.	3,692.
i 12,062.		4,678.	7,384.
j 18,093.		7,017.	11,076.
k 6,031.		2,339.	3,692.
l 18,093.		7,017.	11,076.
m 6,031.		2,339.	3,692.
n 6,031.		2,339.	3,692.
o 6,031.		2,339.	3,692.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			653.
b			311.
c			3,692.
d			3,692.
e			7,384.
f			3,692.
g			3,692.
h			3,692.
i			7,384.
j			11,076.
k			3,692.
l			11,076.
m			3,692.
n			3,692.
o			3,692.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
b	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
c	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
d	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
e	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
f	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
g	THE HOME DEPOT, INC. CMN	P	12/30/08	12/31/12
h	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
i	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
j	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
k	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
l	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
m	TYCO INTERNATIONAL LTD CMN	P	05/07/09	12/31/12
n	VANGUARD FTSE EMERGING MKTS ETF	P	07/12/12	08/29/12
o	VISA INC. CMN CLASS A	P	10/13/08	12/31/12

(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	18,093.	7,017.	11,076.
b	6,031.	2,339.	3,692.
c	6,031.	2,339.	3,692.
d	6,031.	2,339.	3,692.
e	18,093.	7,017.	11,076.
f	6,031.	2,339.	3,692.
g	6,031.	2,339.	3,692.
h	2,839.	1,270.	1,569.
i	2,839.	1,270.	1,569.
j	2,839.	1,270.	1,569.
k	22,716.	10,165.	12,551.
l	2,839.	1,270.	1,569.
m	17,037.	7,621.	9,416.
n	575,991.	549,974.	26,017.
o	32,704.	11,880.	20,824.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11,076.
b			3,692.
c			3,692.
d			3,692.
e			11,076.
f			3,692.
g			3,692.
h			1,569.
i			1,569.
j			1,569.
k			12,551.
l			1,569.
m			9,416.
n			26,017.
o			20,824.

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

MARTIN FOUNDATION

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 VISA INC. CMN CLASS A		P	04/23/09	12/31/12
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 25,866.		10,191.	15,675.
b 51,620.			51,620.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			15,675.
b			51,620.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	667,072.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

27-2178874

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
URBAN SPROUTS 451 HAYES STREET 2ND FLOOR SAN FRANCISCO, CA 94102	NONE	CHARITABLE NON-PROFIT ORG.	TO TEACH YOUTH TO GROW AND EAT ORGANIC FRUITS AND VEGETABLES.	5,000.
WEST OHIO FOOD BANK P.O. BOX 1566 LIMA, OH 45802	NONE	CHARITABLE NON-PROFIT ORG.	GETTING FOOD TO PEOPLE IN NEED.	5,000.
Total from continuation sheets				10,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS - ARTISAN ACCOUNT	3,535.	0.	3,535.
GOLDMAN SACHS - EQ & FI ACCOUNT	85,242.	43,612.	41,630.
GOLDMAN SACHS - HARRIS ACCOUNT	6,703.	0.	6,703.
GOLDMAN SACHS - PRIMARY ACCOUNT	22,868.	8,008.	14,860.
GOLDMAN SACHS - SHAPIRO ACCOUNT	4,848.	0.	4,848.
TOTAL TO FM 990-PF, PART I, LN 4	123,196.	51,620.	71,576.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS - PRIMARY ACCOUNT	2,145.	2,145.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,145.	2,145.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	7,450.	5,200.		2,250.
TO FORM 990-PF, PG 1, LN 16B	7,450.	5,200.		2,250.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAX EXPENSE	255.	0.		255.	
FOREIGN TAXES	294.	294.		0.	
TAXES	850.	0.		850.	
TO FORM 990-PF, PG 1, LN 18	1,399.	294.		1,105.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	232.	0.		232.	
INVESTMENT FEES	3,268.	3,268.		0.	
MISC. ADMIN EXPENSES	111.	111.		0.	
NONDEDUCTIBLE EXPENSES	164.	0.		0.	
OFFICE EXPENSES	796.	0.		796.	
TO FORM 990-PF, PG 1, LN 23	4,571.	3,379.		1,028.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
TRANSFER FROM MARTIN FAMILY FOUNDATION	5,000,000.				
TRANSFER FROM MARTIN FAMILY FOUNDATION	3,491,213.				
TOTAL TO FORM 990-PF, PART III, LINE 3	8,491,213.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLIC EQUITY SECURITIES	4,699,329.	4,699,329.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,699,329.	4,699,329.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUNDS	4,444,630.	4,444,630.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,444,630.	4,444,630.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	252,265.	252,265.
TOTAL TO FORM 990-PF, PART II, LINE 13		252,265.	252,265.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

SYDNEY F. MARTIN
SHARON B. MARTIN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDJESSICA E. THOMPSON (DIRECTOR)
P.O. BOX 749
DOYLESTOWN, PA 18901TELEPHONE NUMBER

215-348-8149

FORM AND CONTENT OF APPLICATIONS

COMMON GRANT APPLICATION FORM OF DELAWARE VALLEY GRANTMAKERS

ANY SUBMISSION DEADLINES

JUNE 30

RESTRICTIONS AND LIMITATIONS ON AWARDSMUST BE AN APPROVED 501(C)(3) APPLICANT. GRANTS LIMITED TO AREAS OF
INTEREST OF THE FOUNDATION: HISTORY, EDUCATION, MEDICAL, CONSERVATION AND
RELIEF. GRANTS RANGE FROM \$5,000 TO \$200,000.

Martin Foundation

EIN: 27-2178874

Average monthly fair market value of securities
December 31, 2012

Form 990-PF, Part X, Line 1b

The average monthly fair market value of securities has been calculated as follows

<u>Entity</u>	<u>Average monthly FMV of securities</u>
Martin Family Foundation (EIN 20-3962256)	\$5,344,584
Martin Foundation (EIN 27-2178874)	<u>\$3,151,395</u>
Total	\$8,495,978

Martin Foundation

EIN: 27-2178874

Undistributed income for 2011
December 31, 2012

Form 990-PF, Part XIII, Line 2a.

2011 undistributed income of \$264,475 was carried over from Martin Family Foundation (EIN. 20-3962256) in accordance with Treasury Regulation 1.507-3(a)(9) pursuant to an IRC Section 507(b)(2) transfer

Martin Foundation

EIN: 27-2178874

Reorganization Statement
December 31, 2012

Martin Foundation is the result of a reorganization and all assets were transferred from the Martin Family Foundation (EIN: 20-3962256) pursuant to IRC Section 507(b)(2). All respective tax attributes carried over in accordance with Treasury Regulation 1.507-3(a)(9)

GRANT AGREEMENT WITH
MARTIN FOUNDATION

The Martin Family Foundation (hereinafter referred to as the "Grantor") has determined to transfer all assets held by the Grantor to Martin Foundation, a Pennsylvania Nonprofit Corporation (hereinafter referred to as the "Grantee"), and in consideration of such transfer, the Grantee hereby agrees to be bound and to act in accordance with the following terms:

1. The assets transferred to the Grantee will be held for the charitable purposes of the Grantee, and the Grantee may in its sole discretion expend principal as well as income for such charitable purposes; provided, however, the Grantee agrees to carry out any grants made by Grantor prior to the date hereof

2. All charitable payments required under the provisions of the governing instrument of the Grantee shall be made by the Grantee.

3. The Grantee agrees to maintain books and records sufficient to account for expenditures made of transferred assets. The Grantee shall keep such books and records a minimum of four years from the completion of the expenditure of such assets.

4. The Grantee agrees not to use any of the transferred assets for any activity which would be a taxable expenditure as described in Section 4945(d) of the Internal Revenue Code:

(a) to carry out propaganda, or otherwise to attempt to influence legislation (within the meaning of Section 4945(d)(1));

(b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2)),

(c) for any grant that does not comply with the requirements of Section 4945(d)(3) or (4), relating to grants to individuals for travel, study or other similar purposes and to grants to organizations which would require expenditure responsibility; or

(d) for any purpose other than one specified in Section 170(c)(2)(B)--religious, charitable, scientific, literary, educational or for the prevention of cruelty to children or animals

MARTIN FOUNDATION

Dated as of August 28, 2012

By: Sydney F. Martin
Sydney F. Martin, President

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions MARTIN FOUNDATION	Employer identification number (EIN) or 27-2178874
	Number, street, and room or suite no. If a P.O. box, see instructions C/O ROBERT I FRIEDMAN, 1900 MARKET ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHILADELPHIA, PA 19103	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TRUSTEES

- The books are in the care of ► **P.O. BOX 749 - DOYLESTOWN, PA 18901**
Telephone No ► **215-348-8149** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	18,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	18,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MARTIN FOUNDATION	27-2178874
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O KREISCHER MILLER, 100 WITMER ROAD, NO. 350	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HORSHAM, PA 19044	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

TRUSTEES

- The books are in the care of ☒ P.O. BOX 749 - DOYLESTOWN, PA 18901

Telephone No. ☒ 215-348-8149

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO COMPILE THE FINANCIAL INFORMATION
NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	18,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	18,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2013)