Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

A Employer identification number
27-2236905

Number and street (or P O box number if mail is not delivered to street address) 2025 WIMBLEDON LANE | Room/suite

B Telephone number (see instructions)
(859) 384-7571

City or town, state, and ZIP code
UNION, KY 41091

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 589,510

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	23	23		
	4	Dividends and interest from securities	13,401	13,401		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	18,353			
	b	Gross sales price for all assets on line 6a 347,962				
	7	Capital gain net income (from Part IV, line 2)		18,353		
	8	Net short-term capital gain			2,977	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	248	101		
	12	**Total.** Add lines 1 through 11	32,025	31,878	2,977	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,570			1,570
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	623	457		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,302	11,302		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,495	11,759		1,570
	25	Contributions, gifts, grants paid	119,688			119,688
	26	**Total expenses and disbursements.** Add lines 24 and 25	133,183	11,759		121,258
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-101,158			
	b	**Net investment income** (if negative, enter -0-)		20,119		
	c	**Adjusted net income** (if negative, enter -0-)			2,977	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	34,604	39,468	39,468
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	621,520	515,498	550,042
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	656,124	554,966	589,510
Liabilities	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	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	656,124	554,966	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	656,124	554,966	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	656,124	554,966	

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	656,124
2	Enter amount from Part I, line 27a	2	-101,158
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	554,966
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	554,966

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	18,353
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	2,977

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	94,337	446,511	0 211276
2010	99,112	2,007	49 383159
2009			
2008			
2007			

2	**Total** of line 1, column (d).	2	49 594435
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	24 797218
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	669,411
5	Multiply line 4 by line 3.	5	16,599,531
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	201
7	Add lines 5 and 6.	7	16,599,732
8	Enter qualifying distributions from Part XII, line 4.	8	121,258

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	402
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	402
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	402
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	100		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	100
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	302
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JEFFREY W ANDREWS Telephone no ▶(859) 384-7571

Located at ▶2025 WIMBLEDON LANE UNION KY ZIP +4 ▶41091

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
THOMAS W ANDREWS 546 LOCUST RUN ROAD CINCINNATI,OH 45245	DIRECTOR 1 00	0	0	0
JEFFREY W ANDREWS 2025 WIMBLEDON LANE UNION,KY 41091	DIRECTOR 1 00	0	0	0
JUDY ANDREWS 35 LONG MEADOW CIRCLE PITTSFORD,NY 14534	DIRECTOR 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	631,295
b	Average of monthly cash balances	1b	48,310
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	679,605
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	679,605
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,194
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	669,411
6	**Minimum investment return.** Enter 5% of line 5	6	33,471

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	33,471
2a	Tax on investment income for 2012 from Part VI, line 5	2a	402		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	402
3	Distributable amount before adjustments Subtract line 2c from line 1			3	33,069
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	33,069
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	33,069

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	121,258
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	121,258
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	121,258

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					33,069
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	99,012				
e From 2011.	72,077				
f **Total** of lines 3a through e.		171,089			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 121,258					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					33,069
e Remaining amount distributed out of corpus		88,189			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		259,278			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		259,278			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	99,012				
d Excess from 2011. . . .	72,077				
e Excess from 2012. . . .	88,189				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NORTH CAROLINA COMMUNITY FOUNDATION 4601 SIX FORKS ROAD SUITE 524 RALEIGH, NC 27609		PUBLIC	PROGRAM SUPPORT	100,092
FIRST UNITED METHODIST CHURCH 106 N MAIN STREET MT GILEAD, NC 27306		PUBLIC	PROGRAM SUPPORT	10,000
ST ELIZABETH FOUNDATION 1500 JAMES SIMPSON JR WAY COVINGTON, KY 41011		PUBLIC	PROGRAM SUPPORT	9,596
Total . . . . ▶ **3a**				119,688
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	23	
4 Dividends and interest from securities. . . .			14	13,401	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	248	
8 Gain or (loss) from sales of assets other than inventory			18	18,353	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				32,025	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 32,025

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-03	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KENNETH H KINDER II	KENNETH H KINDER II	2013-04-03		

Firm's name ▶ CORS & BASSETT LLC

Firm's EIN ▶

Firm's address ▶ 537 EAST PETE ROSE WAY CINCINNATI, OH 45202

Phone no (513) 852-8200

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 SH ABBOTT LABORATORIES	P	2011-10-27	2012-08-08
9 SH ABBOTT LABORATORIES	P	2011-10-27	2012-08-08
15 SH ABBORTT LABORATORIES	P	2011-10-27	2012-10-15
59 SH ABBOTT LABORATORIES	P	2011-11-16	2012-11-16
37 SH ACCENTURE PLC IRELAND	P	2012-11-16	2012-12-21
49 SH ACTIVISION BLIZZARD INC	P	2011-10-27	2012-01-13
92 SH ACTIVISION BLIZZARD INC	P	2011-10-27	2012-09-10
3 SH ACTIVISION BLIZZARD INC	P	2011-10-27	2012-09-10
7 SH ACTIVISION BLIZZARD INC	P	2011-11-02	2012-09-10
12 SH ACTIVISION BLIZZARD INC	P	2012-03-01	2012-09-10
28 SH ADVANCE AUTO PARTS	P	2011-10-27	2012-01-26
57 SH AECOM TECHNOLOGY CORP	P	2011-10-27	2012-06-05
6 SH AECOM TECHNOLOGY CORP	P	2012-04-11	2012-06-05
7 SH AECOM TECHNOLOGY CORP	P	2012-05-04	2012-06-05
24 SH AMER INTL GP INC	P	2012-09-18	2012-11-16
1 SH APPLE INC	P	2011-10-27	2012-02-13
10 SH APPLE INC	P	2011-10-27	2012-02-13
11 SH APPLE INC	P	2011-10-27	2012-03-28
1 SH APPLE INC	P	2011-10-27	2012-08-20
4 SH APPLE INC	P	2011-10-27	2012-08-20
38 SH BECTON DICKINSON & CO	P	2011-10-27	2012-02-07
53 SH BECTON DICKINSON & CO	P	2011-10-27	2012-02-08
29 SH CABLEVISION SYSTEMS CORP	P	2011-10-27	2012-02-02
35 SH CANADIAN NATL RAILWAY CO	P	2011-10-27	2012-01-26
51 SH CANADIAN NATL RAILWAY CO	P	2011-10-27	2012-07-12
2 SH CANADIAN NATL RAILWAY CO	P	2011-11-16	2012-07-12
10 SH CDN PACIFIC RY LTD	P	2012-07-09	2012-11-16
149 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2012-09-13
85 SH CME GROUP INC	P	2012-01-09	2012-09-18
62 SH COACH INC	P	2011-10-27	2012-02-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
75 SH COACH INC	P	2011-10-27	2012-07-06
180 SH COACH INC	P	2011-10-27	2012-07-31
20 SH CONS EDISON INC	P	2011-10-27	2012-01-03
1 SH CONS EDISON INC	P	2011-11-16	2012-01-03
74 SH EL PASO CORPORATION	P	2011-10-27	2012-01-18
17 SH EXELON CORP	P	2011-10-27	2012-03-16
13 SH GRACE WR & CO	P	2011-12-09	2012-11-16
88 SH GREAT PLAINS ENERGY INC	P	2011-10-27	2012-08-03
1 SH GREAT PLAINS ENERGY INC	P	2011-10-27	2012-08-03
12 SH GREAT PLAINS ENERGY INC	P	2012-02-28	2012-08-03
5 SH HAEMONETICS CORP	P	2011-10-27	2012-10-04
4 SH HALLIBURTON CO	P	2012-06-29	2012-10-15
15 SH KRAFT FOODS INC	P	2011-10-27	2012-05-18
4 SH KRAFT FOODS INC	P	2011-10-27	2012-05-18
202 SH KRAFT FOODS INC	P	2011-10-27	2012-09-17
6 SH KRAFT FOODS INC	P	2011-10-27	2012-09-17
96 SH LOEWS CORPORATION	P	2011-10-27	2012-06-21
6 SH LOWES CORPORATION	P	2011-10-27	2012-10-15
10 SH LOWES CORPORATION	P	2012-04-16	2012-11-16
16 SH MARKET VECTORS GOLD MINERS	P	2012-01-03	2012-11-16
18 SH MASTERCARD INC	P	2011-10-27	2012-02-07
30 SH NCR CORPORATION	P	2012-11-01	2012-11-16
50 SH NESTLE SPON ADR	P	2011-10-27	2012-04-16
11 SH NEXEN INC	P	2011-12-12	2012-11-16
15 SH NEXEN INC	P	2012-02-17	2012-11-16
6 SH NEXEN INC	P	2012-03-06	2012-11-16
11 SH NEXEN INC	P	2012-03-28	2012-11-16
10 SH RANGER RESOURCES CORP	P	2011-10-27	2012-03-23
1 SH RANGE RESOURCES CORP	P	2011-10-27	2012-03-23
24 SH RANGE RESOURCES CORP	P	2011-10-27	2012-05-04

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
24 SH SANOFI ADR	P	2011-10-27	2012-10-23
1 SH SEADRILL LTD	P	2011-10-27	2012-03-09
19 SH SEADRILL LTD	P	2011-10-27	2012-03-09
35 SH SEADRILL LTD	P	2011-10-27	2012-04-10
80 SH STARBUCKS CORP	P	2011-10-27	2012-02-21
11 SH SYSCO CORP	P	2012-09-28	2012-11-16
52 SH TOTAL S A SPON ADR	P	2011-10-27	2012-06-29
20 SH ULTRA PETROLEUM CORP	P	2011-10-27	2012-03-23
5 SH ULTRA PETROLEUM CORP	P	2011-10-27	2012-03-23
3 SH ULTRA PETROLEUM CORP	P	2011-10-27	2012-03-23
10 SH ULTRA PETROLEUM CORP	P	2011-10-27	2012-04-13
3 SH ULTRA PETROLEUM CORP	P	2011-10-27	2012-04-13
5 SH ULTRA PETROLEUM CORP	P	2011-11-15	2012-04-13
13 SH ULTRA PETROLEUM CORP	P	2012-01-24	2012-04-13
5 SH ULTRA PETROLEUM CORP	P	2012-02-21	2012-04-13
34 SH ULTRA PETROLEUM CORP	P	2012-05-14	2012-10-01
30 SH ULTRA PETROLEUM CORP	P	2012-08-29	2012-10-01
68 SH VARIAN MEDICAL SYS INC	P	2011-10-27	2012-05-11
9 SH VODAFONE GP PLC	P	2011-10-27	2012-04-16
7 SH WW GRAINGER INC	P	2012-10-16	2012-11-16
1 SH WEATHERFORD INTERNATIONAL LTD	P	2011-10-27	2012-01-03
9 SH WEATHERFORD INTERNATIONAL LTD	P	2011-10-27	2012-01-03
67 SH WEATHERFORD INTERNATIONAL LTD	P	2011-12-12	2012-01-03
283 SH DUKE ENERGY CORP	P	2011-10-27	2012-07-03
19 SH SPDR GOLD TR GOLD SHS	D	2011-05-31	2012-01-03
52 SH ABBOTT LABORATORIES	P	2011-10-27	2012-11-16
40 SH ADVANCE AUTO PARTS	P	2011-10-27	2012-11-16
36 SH AFLAC INCORPORATED	P	2011-10-27	2012-11-16
1 SH AFLAC INCORPORATED	P	2011-10-27	2012-11-16
19 SH AFLAC INCORPORATED	P	2011-10-27	2012-11-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
23 SH AMERICAN CAPITAL AGENCY	P	2011-10-27	2012-11-16
12 SH ANALOG DEVICES INC	P	2011-10-27	2012-11-16
31 SH ANALY CAPITAL MNGMT INC	P	2011-10-27	2012-11-16
11 SH APPLE INC	P	2011-10-27	2012-11-16
11 SH AVERY DENNISON CORPORATION	P	2011-10-27	2012-11-16
17 SH BERKSHIRE HATHAWAY	P	2011-10-27	2012-11-16
65 SH BOSTON SCIENTIFIC CORP	P	2011-10-27	2012-11-16
38 SH BRANDYWINE REALTY TR	P	2011-10-27	2012-11-16
28 SH BROADRIDGE FIN SOLU LLC	P	2011-10-27	2012-11-16
51 SH CABLEVISION SYSTEMS CORP	P	2011-10-27	2012-11-16
28 SH CH ROBINSON WORLDWIDE INC	P	2011-10-27	2012-11-16
12 SH CHEVRON CORP	P	2011-10-27	2012-11-16
9 SH CHUBB CORP	P	2011-10-27	2012-11-16
7 SH CLOROX CO	P	2011-10-27	2012-11-16
62 SH COGNIZANT TECH SOLUTIONS	P	2011-10-27	2012-11-16
35 SH CVS CAREMARK CORP	P	2011-10-27	2012-11-16
9 SH DUKE ENERGY CORP	P	2011-10-27	2012-11-16
13 SH ENDURANCE SPCLTY HLDGS LTD	P	2011-10-27	2012-11-16
4 SH ENTERGY CORP	P	2011-10-27	2012-11-16
12 SH EXELON CORP	P	2011-10-27	2012-11-16
25 SH FACTSET RESEARCH SYSTEMS INC	P	2011-10-27	2012-11-16
56 SH FIRST AMERICAN FINL CORP	P	2011-10-27	2012-11-16
5 SH GENUINE PARTS CO	P	2011-10-27	2012-11-16
6 SH GOOGLE INC	P	2011-10-27	2012-11-16
17 SH HJ HEINZ CO	P	2011-10-27	2012-11-16
5 SH HAEMONETICS CORP	P	2011-10-27	2012-11-16
21 SH HASBRO INC	P	2011-10-27	2012-11-16
20 SH HCP INCORPORATED	P	2011-10-27	2012-11-16
12 SH HEALTH CARE REIT INC	P	2011-10-27	2012-11-16
205 SH HUDSON CITY BANCORP INC	P	2011-10-27	2012-11-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
19 SH LIFE TECHNOLOGIES CORP	P	2011-10-27	2012-11-16
20 SH LOCKHEED MARTIN CORP	P	2011-10-27	2012-11-16
88 SH LOEWS CORPORATION	P	2011-10-27	2012-11-16
11 SH M & T BANK CORP	P	2011-10-27	2012-11-16
24 SH MATTEL INC	P	2011-10-27	2012-11-16
14 SH NESTLE SPON ADR	P	2011-10-27	2012-11-16
56 SH NESTLE SPON ADR	P	2011-10-27	2012-11-29
30 SH NEW YORK COMMUNITY BANCORP INC	P	2011-10-27	2012-11-16
72 SH NEXEN INC	P	2011-10-27	2012-11-16
14 SH NISOURCE INC	P	2011-10-27	2012-11-16
31 SH NOVARTIS AG ADR	P	2011-10-27	2012-11-16
8 SH OMNICOM GROUP	P	2011-10-27	2012-11-16
5 SH ORACLE CORP	P	2011-10-27	2012-11-16
107 SH ORACLE CORP	P	2011-10-27	2012-11-16
18 SH ORACLE CORP	P	2011-10-27	2012-11-16
8 SH ORACLE CORP	P	2011-10-27	2012-11-16
1 SH ORACLE CORP	P	2011-10-27	2012-11-16
65 SH ORACLE CORP	P	2011-10-27	2012-12-19
75 SH QUALCOMM INC	P	2011-10-27	2012-11-16
5 SH ROCKWELL COLLINS INC	P	2011-10-27	2012-11-16
37 SH SANOFI ADR	P	2011-10-27	2012-11-16
11 SH SCANA CORP	P	2011-10-27	2012-11-16
13 SH SEMPRA ENERGY	P	2011-10-27	2012-11-16
8 SH SONOCO PRODUCTS CO	P	2011-10-27	2012-11-16
11 SH ST JUDE MEDICAL INC	P	2011-10-27	2012-11-16
125 SH STARBUCKS CORP	P	2011-10-27	2012-11-16
31 SH SUNTRUST BKS	P	2011-10-27	2012-11-16
25 SH TELEPHONE AND DATA SYSTEMS INC	P	2011-10-27	2012-11-16
14 SH THERMO FISCHER SCIENTIFIC INC	P	2011-10-27	2012-11-16
14 SH TOTAL SA SPON ADR	P	2011-10-27	2012-11-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
42 SH VARIAN MEDICAL SYS INC	P	2011-10-27	2012-11-16
59 SH VODAFONE GP PLC ADS	P	2011-10-27	2012-11-16
13 SH XCEL ENERGY INC	P	2011-10-27	2012-11-16
52 SH XEROX CORP	P	2011-10-27	2012-11-16
10 SH ZIMMER HLDGS INC	P	2011-10-27	2012-11-16
13 SH BABCOCK & WILCOX COMPANY	D	2011-05-31	2012-11-16
4 SH BARRICK GOLD CORP	D	2011-05-31	2012-10-15
35 SH BARRICK GOLD CORP	D	2011-05-31	2012-11-16
7 SH INTL BUSINESS MACHINS CORP	D	2011-05-31	2012-11-16
2 SH JOHNSON & JOHNSON	D	2011-05-31	2012-10-15
11 SH JOHNSON & JOHNSON	D	2011-05-31	2012-11-16
5 SH MCDONALDS CORP	D	2011-05-31	2012-10-15
15 SH MCDONALDS CORP	D	2011-05-31	2012-11-16
196 SH MICROSOFT CORP	D	2011-05-31	2012-11-16
6 SH SPDR GOLD TR GOLD SHS	D	2011-05-31	2012-11-16
104 SH MCKESSON CORP	P	2011-10-27	2012-11-14
335 SH T ROWE PRICE GROUP INC	P	2011-10-27	2012-11-15
317 SH ACCENTURE PLC IRELAND	P	2011-10-27	2012-11-15
230 SH ALLERGAN INC	P	2011-10-27	2012-11-15
310 SH INTUIT INC	P	2011-10-27	2012-11-15
38 SH INTUITIVE SURGICAL INC	P	2011-10-27	2012-11-15

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
66	0	54	12
594	0	487	107
1,074	0	812	262
3,714	0	3,205	509
2,504	0	2,449	55
602	0	660	-58
1,095	0	1,239	-144
36	0	42	-6
83	0	90	-7
143	0	140	3
2,103	0	1,855	248
902	0	1,243	-341
95	0	129	-34
111	0	133	-22
759	0	829	-70
499	0	407	92
4,985	0	4,061	924
6,764	0	4,467	2,297
661	0	406	255
2,644	0	1,624	1,020
2,947	0	2,994	-47
4,074	0	4,176	-102
417	0	503	-86
2,672	0	2,798	-126
4,293	0	4,077	216
168	0	156	12
899	0	730	169
8,543	0	10,482	-1,939
4,966	0	3,869	1,097
4,597	0	4,034	563

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,317	0	4,879	-562
9,073	0	11,711	-2,638
1,217	0	1,194	23
61	0	58	3
1,994	0	1,888	106
7	0	7	0
807	0	556	251
1,947	0	1,872	75
22	0	21	1
265	0	238	27
405	0	322	83
134	0	114	20
579	0	531	48
155	0	142	13
7,969	0	7,150	819
237	0	212	25
3,826	0	3,978	-152
250	0	249	1
406	0	392	14
740	0	861	-121
7,047	0	6,271	776
650	0	682	-32
3,059	0	2,969	90
283	0	161	122
387	0	303	84
155	0	115	40
283	0	196	87
589	0	712	-123
59	0	71	-12
1,528	0	1,710	-182

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,034	0	901	133
39	0	35	4
737	0	656	81
1,253	0	1,208	45
3,890	0	3,453	437
331	0	343	-12
2,323	0	2,893	-570
467	0	667	-200
117	0	167	-50
70	0	100	-30
190	0	334	-144
57	0	99	-42
95	0	146	-51
247	0	320	-73
95	0	116	-21
780	0	680	100
689	0	618	71
4,373	0	4,054	319
27	0	29	-2
217	0	230	-13
1,316	0	1,459	-143
15	0	17	-2
136	0	149	-13
1,014	0	1,107	-93
136	0	126	10
19	0	18	1
2,983	0	2,843	140
3,273	0	2,814	459
3,083	0	2,650	433
1,808	0	1,694	114

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
50	0	47	3
984	0	894	90
711	0	635	76
472	0	449	23
457	0	522	-65
5,788	0	4,467	1,321
351	0	312	39
1,457	0	1,364	93
332	0	368	-36
420	0	353	67
628	0	641	-13
706	0	885	-179
1,653	0	1,970	-317
1,214	0	1,319	-105
676	0	630	46
519	0	473	46
4,077	0	4,759	-682
1,569	0	1,307	262
545	0	558	-13
498	0	494	4
251	0	280	-29
350	0	516	-166
2,252	0	2,547	-295
1,274	0	712	562
300	0	296	4
3,898	0	3,598	300
986	0	925	61
400	0	322	78
764	0	820	-56
891	0	778	113

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
712	0	615	97
1,620	0	1,268	352
513	0	462	51
886	0	810	76
1,773	0	1,511	262
3,570	0	3,646	-76
1,064	0	869	195
846	0	704	142
865	0	831	34
3,682	0	3,325	357
376	0	406	-30
1,856	0	1,241	615
333	0	316	17
1,827	0	1,820	7
367	0	364	3
150	0	168	-18
3,208	0	3,598	-390
540	0	605	-65
240	0	269	-29
30	0	34	-4
2,212	0	2,186	26
4,631	0	4,026	605
270	0	281	-11
1,575	0	1,389	186
504	0	472	32
859	0	715	144
234	0	263	-29
384	0	453	-69
6,101	0	5,396	705
805	0	651	154

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
565	0	556	9
848	0	714	134
662	0	779	-117
2,856	0	2,504	352
1,488	0	1,694	-206
340	0	342	-2
323	0	446	-123
643	0	540	103
308	0	365	-57
154	0	191	-37
1,175	0	1,672	-497
1,308	0	1,183	125
899	0	875	24
465	0	408	57
1,261	0	1,223	38
5,202	0	4,902	300
996	0	898	98
9,596	0	8,800	796
21,246	0	19,049	2,197
20,475	0	19,386	1,089
20,229	0	19,513	716
18,219	0	17,342	877
19,923	0	16,650	3,273

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	12
0	0	0	107
0	0	0	262
0	0	0	509
0	0	0	55
0	0	0	-58
0	0	0	-144
0	0	0	-6
0	0	0	-7
0	0	0	3
0	0	0	248
0	0	0	-341
0	0	0	-34
0	0	0	-22
0	0	0	-70
0	0	0	92
0	0	0	924
0	0	0	2,297
0	0	0	255
0	0	0	1,020
0	0	0	-47
0	0	0	-102
0	0	0	-86
0	0	0	-126
0	0	0	216
0	0	0	12
0	0	0	169
0	0	0	-1,939
0	0	0	1,097
0	0	0	563

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	-562
0	0	0	-2,638
0	0	0	23
0	0	0	3
0	0	0	106
0	0	0	0
0	0	0	251
0	0	0	75
0	0	0	1
0	0	0	27
0	0	0	83
0	0	0	20
0	0	0	48
0	0	0	13
0	0	0	819
0	0	0	25
0	0	0	-152
0	0	0	1
0	0	0	14
0	0	0	-121
0	0	0	776
0	0	0	-32
0	0	0	90
0	0	0	122
0	0	0	84
0	0	0	40
0	0	0	87
0	0	0	-123
0	0	0	-12
0	0	0	-182

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	133
0	0	0	4
0	0	0	81
0	0	0	45
0	0	0	437
0	0	0	-12
0	0	0	-570
0	0	0	-200
0	0	0	-50
0	0	0	-30
0	0	0	-144
0	0	0	-42
0	0	0	-51
0	0	0	-73
0	0	0	-21
0	0	0	100
0	0	0	71
0	0	0	319
0	0	0	-2
0	0	0	-13
0	0	0	-143
0	0	0	-2
0	0	0	-13
0	0	0	-93
0	0	0	10
0	0	0	1
0	0	0	140
0	0	0	459
0	0	0	433
0	0	0	114

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	3
0	0	0	90
0	0	0	76
0	0	0	23
0	0	0	-65
0	0	0	1,321
0	0	0	39
0	0	0	93
0	0	0	-36
0	0	0	67
0	0	0	-13
0	0	0	-179
0	0	0	-317
0	0	0	-105
0	0	0	46
0	0	0	46
0	0	0	-682
0	0	0	262
0	0	0	-13
0	0	0	4
0	0	0	-29
0	0	0	-166
0	0	0	-295
0	0	0	562
0	0	0	4
0	0	0	300
0	0	0	61
0	0	0	78
0	0	0	-56
0	0	0	113

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	97
0	0	0	352
0	0	0	51
0	0	0	76
0	0	0	262
0	0	0	-76
0	0	0	195
0	0	0	142
0	0	0	34
0	0	0	357
0	0	0	-30
0	0	0	615
0	0	0	17
0	0	0	7
0	0	0	3
0	0	0	-18
0	0	0	-390
0	0	0	-65
0	0	0	-29
0	0	0	-4
0	0	0	26
0	0	0	605
0	0	0	-11
0	0	0	186
0	0	0	32
0	0	0	144
0	0	0	-29
0	0	0	-69
0	0	0	705
0	0	0	154

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
0	0	0	9
0	0	0	134
0	0	0	-117
0	0	0	352
0	0	0	-206
0	0	0	-2
0	0	0	-123
0	0	0	103
0	0	0	-57
0	0	0	-37
0	0	0	-497
0	0	0	125
0	0	0	24
0	0	0	57
0	0	0	38
0	0	0	300
0	0	0	98
0	0	0	796
0	0	0	2,197
0	0	0	1,089
0	0	0	716
0	0	0	877
0	0	0	3,273

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TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE DETAIL FOR PART IV					347,962	329,609			18,353	

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TY 2012 Investments Corporate Stock Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Name of Stock	End of Year Book Value	End of Year Fair Market Value
249 SH ABBOTT LABORATORIES	14,401	16,310
216 SH ACCENTURE PLC IRELAND	14,296	14,364
100 SH ADVANCE AUTO PARTS	6,684	7,235
134 SH AFLAC INCORPORATED	6,111	7,118
182 SH ALLERGAN INC	16,197	16,695
102 SH AMER INTL GP INC	3,524	3,601
107 SH AMERICAN CAPITAL AGENCY	3,054	3,092
54 SH ANALOG DEVICES INC	2,022	2,271
189 SH ANNALY CAPITAL MNGMT INC	3,121	2,654
44 SH APACHE CORP	3,537	3,454
60 SH APPLE INC	24,364	31,930
34 SH AVERY DENNISON CORPORATION	964	1,187
69 SH BABCOCK & WILCOX COMPANY	1,936	1,808
161 SH BARRICK GOLD CORP	7,593	5,637
82 SH BERKSHIRE HATHAWAY	6,841	7,355
317 SH BOSTON SCIENTIFIC CORP	1,820	1,816
96 SH BRANDYWINE REALTY TR SBI	893	1,170
94 SH BROADRIDGE FIN SOLU LLC	2,131	2,151
119 SH CABLEVISION SYSTEMS CORP	1,833	1,778
46 SH CDN PACIFIC RY LTD	3,357	4,675
128 SH CH ROBINSON WORLDWIDE INC	8,877	8,092
61 SH CHEVRON CORP	6,702	6,597
29 SH CHUBB CORP	2,020	2,184
23 SH CLOROX CO	1,556	1,684
283 SH COGNIZANT TECH SOLUTIONS	20,764	20,909
173 SH CVS CAREMARK CORP	6,461	8,365
80 SH DOLLAR GEN CORP	3,542	3,527
36 SH DUKE ENERGY CORP	2,122	2,297
56 SH ENDURANCE SPCLTY HLDGS LTD	2,125	2,223
26 SH ENTERGY CORP	1,807	1,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
73 SH EXELON CORP	2,912	2,171
139 SH FACTSET RESEARCH SYSTEMS INC	13,009	12,240
48 SH FIRST AMERICAN FINL CORP	598	1,156
35 SH GENUINE PARTS CO	2,103	2,225
29 SH GOOGLE INC	17,388	20,514
27 SH GRACE WR & CO	1,193	1,815
47 SH HJ HEINZ CO	2,526	2,711
42 SH HAEMONETICS CORP	1,345	1,715
224 SH HALLIBURTON CO	6,532	7,771
59 SH HASBRO INC	2,223	2,118
49 SH HCP INCORPORATED	1,933	2,213
37 SH HEALTH CARE REIT INC	1,964	2,268
8 SH HUDSON CITY BANCORP INC	47	65
34 SH INTL BUSINESS MACHINES CORP	5,744	6,513
257 SH INTUIT INC	15,184	15,285
31 SH INTUITIVE SURGICAL INC	16,501	15,201
70 SH INVESCO LTD	1,470	1,826
14 SH ITC HOLDINGS	1,090	1,077
52 SH JOHNSON & JOHNSON	3,499	3,645
83 SH LIFE TECHNOLOGIES CORP	3,546	4,069
82 SH LOCKHEED MARTIN CORP	6,194	7,568
22 SH M & T BANK CORP	1,723	2,166
62 SH MARKET VECTORS GOLD MINERS	3,325	2,876
61 SH MATTEL INC	1,790	2,234
70 SH MCDONALDS CORP	5,753	6,175
107 SH MCKESSON CORP	9,619	10,375
829 SH MICROSOFT CORP	22,867	22,142
21 SH NATL FUEL GAS CO	1,114	1,064
285 SH NCR CORPORATION	6,638	7,262
171 SH NEW YORK COMMUNITY BANCORP INC	2,295	2,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3 SH NEXEN INC	53	81
308 SH NIKE INC	15,168	15,893
70 SH NISOURCE INC	1,581	1,742
141 SH NOVARTIS AG ADR	8,279	8,925
153 SH OLD REPUBLIC INTL CP	1,483	1,629
47 SH OMNICOM GROUP	2,136	2,348
665 SH ORACLE CORP	21,999	22,158
312 SH QUALCOMM INC	16,750	19,300
80 SH REGAL ENTERTAINMENT GRP	1,110	1,116
20 SH ROCKWELL COLLINS INC	1,109	1,163
161 SH SANOFI ADR	5,973	7,628
47 SH SCANA CORP	2,017	2,145
33 SH SEMPRA ENERGY	1,812	2,341
56 SH SONOCO PRODUCTS CO	1,834	1,665
30 SH SPDR GOLD TR GOLD SHS	4,529	4,861
68 SH ST JUDE MEDICAL INC	2,717	2,458
317 SH STARBUCKS CORP WASHINGTON	13,867	17,001
61 SH SUN COMMUNITIES INC	2,338	2,433
83 SH SUNTRUST BKS	1,767	2,353
70 SH SYSCO CORP	2,174	2,216
273 SH T ROWE PRICE GROUP INC	17,241	17,777
98 SH TECO ENERGY	1,684	1,642
72 SH TELEPHONE & DATA SYSTEMS INC	1,580	1,594
60 SH THERMO FISHER SCIENTIFIC INC	3,067	3,827
78 TOTAL SA SPON ADR	4,283	4,057
200 SH VARIAN MEDICAL SYS INC	11,924	14,048
246 SH VODAFONE GP PLC ADS	7,055	6,197
28 SH WW GRAINGER INC	5,835	5,666
63 SH XCEL ENERGY INC	1,658	1,683
338 SH XEROX CORP	2,773	2,305

Name of Stock	End of Year Book Value	End of Year Fair Market Value
26 SH ZIMMER HLDGS INC	1,402	1,733
5520 INVESCO PREMIER PTF INSTL	5,520	5,520

TY 2012 Legal Fees Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORS & BASSETT, LLC TAX SERVICES	1,570			1,570

TY 2012 Other Expenses Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	11,302	11,302		

TY 2012 Other Income Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NON DIVIDEND DISTRIBUTIONS	147		
CAPITAL GAIN DISTRIBUTIONS	101	101	

TY 2012 Taxes Schedule

Name: THE GEORGE W ANDREWS CHARITABLE FOUNDATION INC

EIN: 27-2236905

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	457	457		
EXCISE TAXES	166			