Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: The Conestoga Road Foundation

A Employer identification number: 27-5271188

Number and street (or P O box number if mail is not delivered to street address): c/o E.R. Boynton, 30 Valley Stream Pkwy

Room/suite:

B Telephone number: (610) 640-5800

City or town, state, and ZIP code: Malvern, PA 19355

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: [X] 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) ▶$ 5515142.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	138532.	138532.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47775.			Statement 1
	b Gross sales price for all assets on line 6a 1581192.				
	7 Capital gain net income (from Part IV, line 2)		87192.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	186307.	225724.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29000.	14500.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	7720.	7720.		0.
	b Accounting fees				
	c Other professional fees Stmt 4	25655.	25655.		0.
	17 Interest				
	18 Taxes Stmt 5	4534.	67.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	359.	359.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	67268.	48301.		0.
	25 Contributions, gifts, grants paid	270000.			270000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	337268.	48301.		270000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-150961.			
	b **Net investment income** (if negative, enter -0-)		177423.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	28929.	32379.	32379.
	2 Savings and temporary cash investments	82278.	15431.	15431.
	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 8	1913521.	2781870.	2937665.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	3462459.	2504932.	2529667.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5487187.	5334612.	5515142.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5487187.	5334612.	
	30 **Total net assets or fund balances**	5487187.	5334612.	
	31 **Total liabilities and net assets/fund balances**	5487187.	5334612.	

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	5487187.
2	Enter amount from Part I, line 27a	2	-150961.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5336226.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	1614.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5334612.

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	1581192.		1494000.	87192.

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				87192.

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** 87192.

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	155000.	5043239.	.030734
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	.030734
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	.030734
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5432737.
5 Multiply line 4 by line 3	5	166970.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1774.
7 Add lines 5 and 6	7	168744.
8 Enter qualifying distributions from Part XII, line 4	8	270000.

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

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

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 ▶ [X] and enter 1% of Part I, line 27b	1	1774.
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	1774.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-	5	1774.
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		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	40.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1814.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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? N/A	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) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Edwin R. Boynton, Esquire Telephone no. ▶ (610) 640-5800
Located at ▶ 30 Valley Stream Parkway, Malvern, PA ZIP+4 ▶ 19355

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

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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		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?	☐ Yes ☒ 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	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. ▶ ____, ____, ____, ____				
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

			Yes	No
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	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?	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?		6b		X
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	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.

(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
George R. Atterbury, Jr. 30 Valley Stream Parkway Malvern, PA 19355	President/Director 3.50	21000.	0.	0.
Darsie L. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 3.50	8000.	0.	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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5423385.
b	Average of monthly cash balances		1b	92084.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5515469.
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	5515469.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	82732.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5432737.
6	**Minimum investment return**. Enter 5% of line 5		6	271637.

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	271637.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1774.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1774.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	269863.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	269863.
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	269863.

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	270000.
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	270000.
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	1774.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	268226.

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				269863.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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 8096.				
f **Total** of lines 3a through e	8096.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 270000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				269863.
e Remaining amount distributed out of corpus	137.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8233.			
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				0.
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	8233.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 8096.				
e Excess from 2012 137.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					

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).)

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 ▶ [X] 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:

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*				
Gow School P.O. Box 85 South Wales, NY 14139	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Operation Gratitude 16444 Refugio Road Encino, CA 91436	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Radnor High School Scholarship Fund P.O. Box 8244 Radnor, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	100000.
Radnor Police Pension Fund Box 42 Wayne, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Woman's Shelter P.O. Box 125 San Luis Obispo, CA 93406	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Total See continuation sheet(s)			▶ 3a	270000.
b *Approved for future payment* None				
Total			▶ 3b	0.

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Form **990-PF** (2012)

12290507 747446 185752-0005 2012.03040 The Conestoga Road Foundati 185752-1

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					138532.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					47775.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	186307.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 186307.

(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).
4,8	This income enables to the foundation to make grants to other 501(c)(3) organizations.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

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

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		

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

▶ George R Atherton ‖ 5/8/13 ▶ President

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
Edwin R. Boynton		5/6/13		P01207912
Firm's name ▶ STRADLEY RONON STEVENS & YOUNG			Firm's EIN ▶ 23-1130381	
Firm's address ▶ 30 VALLEY STREAM PARKWAY MALVERN, PA 19355-1481			Phone no. 610-640-5800	

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	132 shares Apple	P	Various	10/25/12
b	328 shares Brigham Exploration	P	Various	01/04/12
c	52 shares Comcast Corp	P	10/26/11	01/12/12
d	236 shares EMC Corp	P	07/26/11	01/17/12
e	1.71 shares Eaton Vance Global Macro Abs Return F	P	01/03/12	01/10/12
f	250 shares Facebook	P	05/17/12	05/29/12
g	250 shares Facebook	P	05/17/12	08/07/12
h	177.366 shares Fidelity Advisor Floating Rate Hig	P	Various	03/07/12
i	162.0001 shares Georesouces	P	08/02/11	08/02/12
j	.3869 shares Halcon Resources	P	08/02/11	08/02/12
k	356 shares Hewlett Packard Co	P	Various	03/12/12
l	476 shares Hewlett Packard	P	Various	03/12/12
m	250 shares Joy Global	P	01/23/12	12/06/12
n	24 shares Kraft Foods Inc	P	08/30/11	01/13/12
o	67.715 shares Loomis Sayles Invt Bond	P	Various	03/12/12

	(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	80351.		75060.	5291.
b	11972.		9936.	2036.
c	1325.		1259.	66.
d	5283.		6497.	-1214.
e	17.		17.	0.
f	7214.		9500.	-2286.
g	5312.		9500.	-4188.
h	1735.		1720.	15.
i	7296.		2032.	5264.
j	3.		2.	1.
k	8555.		13171.	-4616.
l	11440.		13370.	-1930.
m	14065.		21693.	-7628.
n	906.		833.	73.
o	993.		978.	15.

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				5291.
b				2036.
c				66.
d				-1214.
e				0.
f				-2286.
g				-4188.
h				15.
i				5264.
j				1.
k				-4616.
l				-1930.
m				-7628.
n				73.
o				15.

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

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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	22 shares Moody's Corp	P	06/14/11	01/17/12
b	16 shares OGE Energy	P	08/30/11	01/04/12
c	300 shares Rackspace Hosting	P	02/16/12	03/01/12
d	8 shares Shire	P	03/08/11	01/04/12
e	400 shares Solarwinds	P	02/16/12	03/01/12
f	250 shares Statoil	P	01/05/12	08/07/12
g	22 shares Target	P	09/28/11	01/04/12
h	230.101 shares TCW Funds Emerging Markets Income	P	Various	03/01/12
i	360 shares Terex Corp	P	08/24/11	08/07/12
j	42 shares Vodafone	P	08/09/11	01/17/12
k	16 shares Whole Foods Market	P	08/09/11	01/04/12
l	24 shares Ameriprise Financial	P	03/08/11	01/10/12
m	28 shares Amerisourcebergen	P	03/08/11	01/10/12
n	184.811 shares Artisan Small Cap Value Fund	P	Various	01/10/12
o	385.093 shares Artisan Mid Cap Value Fund	P	Various	01/10/12

	(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	790.		914.	-124.
b	895.		805.	90.
c	15713.		16255.	-542.
d	811.		681.	130.
e	15536.		15030.	506.
f	6306.		6479.	-173.
g	1096.		1111.	-15.
h	2020.		1952.	68.
i	7602.		5023.	2579.
j	1136.		1087.	49.
k	1136.		871.	265.
l	1243.		1517.	-274.
m	1093.		1073.	20.
n	2841.		3267.	-426.
o	7744.		8369.	-625.

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				-124.
b				90.
c				-542.
d				130.
e				506.
f				-173.
g				-15.
h				68.
i				2579.
j				49.
k				265.
l				-274.
m				20.
n				-426.
o				-625.

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	

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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	1,656.057 shares Baird Intermediate Bond Fund	P	Various	01/11/12
b	14 shares Borg Warner	P	03/18/11	01/10/12
c	26 shares Capital One Financial	P	03/08/11	01/10/12
d	24 shares Celanese Corp	P	03/08/11	01/10/12
e	20 shares Chubb Corp	P	03/08/11	01/10/12
f	28 shares Citigroup	P	03/08/11	01/12/12
g	28 shares Covidien	P	03/08/11	01/12/12
h	20 shares Dollar Tree	P	03/08/11	01/12/12
i	22 shares Dover Corp	P	03/08/11	01/12/12
j	3,021.206 shares Dreyfus Intl Bond Fund	P	Various	01/18/12
k	56 shares EMC Corp	P	03/08/11	01/17/12
l	587 shares Eaton Vance Global Macro ABs Return Fu	P	03/08/11	01/10/12
m	28 shares Ebay	P	03/08/11	01/12/12
n	300 shares Enterprise Products	P	01/23/12	08/07/12
o	26 shares EQT	P	08/09/11	01/12/12

	(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	18366.		18133.	233.
b	989.		1044.	-55.
c	1227.		1313.	-86.
d	1089.		1046.	43.
e	1388.		1228.	160.
f	883.		1256.	-373.
g	1283.		1515.	-232.
h	1664.		1087.	577.
i	1319.		1426.	-107.
j	49850.		51013.	-1163.
k	1253.		1519.	-266.
l	5823.		6000.	-177.
m	886.		902.	-16.
n	16003.		14687.	1316.
o	1282.		1367.	-85.

	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				233.
b				-55.
c				-86.
d				43.
e				160.
f				-373.
g				-232.
h				577.
i				-107.
j				-1163.
k				-266.
l				-177.
m				-16.
n				1316.
o				-85.

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	

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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	16 shares Equity Residential	P	03/08/11	01/13/12
b	2,016.73 shares Fideltiy Floating Rate High Incom	P	Various	03/07/12
c	1,162 shares Harding Loevner	P	Various	01/10/12
d	26 shares Hershey	P	03/08/11	01/13/12
e	100 shares Ishares MSCI EAFE Index Fund	P	03/08/11	01/18/12
f	96 shares Ishares MSCI EAFE Index Fund	P	03/08/11	01/18/12
g	14 shares Estee Lauder	P	04/12/11	01/13/12
h	26 shares Limited Brands	P	03/08/11	01/13/12
i	8,693.029 shares Loomis Sayles	P	Various	03/12/12
j	50 shares Macy's	P	06/14/11	01/17/12
k	46 shares Mattel	P	03/08/11	01/17/12
l	18 shares Merck & Co	P	03/08/11	01/13/12
m	26 shares Northeast Utilities	P	03/08/11	01/17/12
n	676 shares SPDR S&P 500	P	03/08/11	02/13/12
o	96.67 shares T Rowe PRice Horizons Fund	P	Various	01/11/12

	(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	879.		896.	-17.
b	19724.		19885.	-161.
c	15826.		17999.	-2173.
d	1591.		1425.	166.
e	5089.		6096.	-1007.
f	4886.		5852.	-966.
g	1556.		1350.	206.
h	1057.		824.	233.
i	127527.		129210.	-1683.
j	1729.		1397.	332.
k	1288.		1193.	95.
l	687.		621.	66.
m	892.		917.	-25.
n	91356.		90097.	1259.
o	3110.		3431.	-321.

	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				-17.
b				-161.
c				-2173.
d				166.
e				-1007.
f				-966.
g				206.
h				233.
i				-1683.
j				332.
k				95.
l				66.
m				-25.
n				1259.
o				-321.

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	

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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	14,381.971 shares TCW Emerging Markets Income Fun	P	Various	03/01/12
b	14 shares Tiffany & Co	D	03/08/11	01/17/12
c	24 shares Unitedhealth Group	D	03/08/11	01/17/12
d	180 shares Vanguard Mid Cap ETF	P	03/08/11	01/17/12
e	252 shares Vanguard MSCI Emerging Markets ETF	P	03/08/11	01/17/12
f	75 shares Vanguard Small Cap ETF	D	03/08/11	01/17/12
g	44 shares Wisconsin Energy Corp	D	03/08/11	01/04/12
h	8 shares Apple	P	Various	10/25/12
i	250 shares Georesources	P	07/12/11	08/02/12
j	.5971 shares Halcon Resources Corp	P	07/12/11	08/02/12
k	495 shares Halcon Resources Corp	P	Various	08/07/12
l	300 shares Halcon Resources Corp	P	08/02/11	08/07/12
m	464 shares Terex	P	07/13/11	08/07/12
n	744 shares Titan Intl	P	Various	12/07/12
o	1,540 shares Blackrock Heatlh Sciences Opp Fund	D	06/28/11	09/12/12

	(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	126274.		127973.	-1699.
b	836.		909.	-73.
c	1284.		1069.	215.
d	13492.		14404.	-912.
e	10174.		12009.	-1835.
f	5435.		5843.	-408.
g	1512.		1370.	142.
h	4870.		2784.	2086.
i	11260.		3299.	7961.
j	4.		4.	0.
k	3853.		3099.	754.
l	2334.		1878.	456.
m	9798.		12507.	-2709.
n	15545.		17527.	-1982.
o	50851.		48895.	1956.

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				-1699.
b				-73.
c				215.
d				-912.
e				-1835.
f				-408.
g				142.
h				2086.
i				7961.
j				0.
k				754.
l				456.
m				-2709.
n				-1982.
o				1956.

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	

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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	2,083.54 shares Dodge & Cox Intl Stock Fund	D	06/09/10	11/09/12
b	418 shares EMC Corp	D	05/27/10	01/17/12
c	4,500 shares Federated Strategic Value Dividend F	D	06/13/10	05/18/12
d	9,410 shares Federated Strategic Value Dividend F	P	06/13/10	09/12/12
e	13,051. shares Fidelity Floating Rate High Income	P	05/31/10	03/07/12
f	2,095 shares Goldman Sachs Growth Opp Fund	P	06/24/10	09/12/12
g	1,231.054 shares Harbor Intl Fund	P	06/08/10	11/09/12
h	144 shares Hewlett Packard Co	P	05/27/10	03/12/12
i	3,639 shares JP Morgan US Large Cap Core Plus Fun	D	04/17/09	09/12/12
j	3,235 shares Prudential Jennison 20/20 Focus Fund	D	05/31/10	09/12/12
k	673 shares Vanguard Total Bond ETF	D	05/27/10	02/13/12
l	775 shares Vanguard Total Bond Market ETF	D	05/27/10	04/20/12
m	Capital Gains Dividends			
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	67632.		74903.	-7271.
b	9356.		9631.	-275.
c	21510.		19710.	1800.
d	48273.		41216.	7057.
e	127639.		128813.	-1174.
f	54889.		51139.	3750.
g	71980.		74799.	-2819.
h	3460.		4143.	-683.
i	84534.		51393.	33141.
j	55545.		54025.	1520.
k	56343.		53880.	2463.
l	64885.		62047.	2838.
m	54693.			54693.
n				
o				

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				-7271.
b				-275.
c				1800.
d				7057.
e				-1174.
f				3750.
g				-2819.
h				-683.
i				33141.
j				1520.
k				2463.
l				2838.
m				54693.
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	87192.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Malvern Prepatory School 418 South Warren Avenue Malvern, PA 19355	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Wounded Warrior Project 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Children's Inn at NIH 7 West Drive Bethesda , MD 20814	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Keewaydin Foundation 10 Keewaydin Road Salisbury , VT 05769	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Academy of Notre Dame 560 Sproul Road Villanova, PA 19085	N/A	501(c)(3)	Grant to another 501(c)(3) organization	80000.
Total from continuation sheets				125000.

223631
05-01-12

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
132 shares Apple	Purchased	Various	10/25/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
80351.	73720.	0.	0.	6631.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
328 shares Brigham Exploration	Purchased	Various	01/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11972.	9936.	0.	0.	2036.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
52 shares Comcast Corp	Purchased	10/26/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1325.	1206.	0.	0.	119.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
236 shares EMC Corp	Purchased	07/26/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5283.	6548.	0.	0.	-1265.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1.71 shares Eaton Vance Global Macro Abs Return Fund	Purchased	01/03/12	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17.	17.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
250 shares Facebook	Purchased	05/17/12	05/29/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7214.	9500.	0.	0.	-2286.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
250 shares Facebook	Purchased	05/17/12	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5312.	9500.	0.	0.	-4188.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
177.366 shares Fidelity Advisor Floating Rate High Income	Purchased	Various	03/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1735.	1746.	0.	0.	-11.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
162.0001 shares Georesouces	Purchased	08/02/11	08/02/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7296.	4056.	0.	0.	3240.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.3869 shares Halcon Resources	Purchased	08/02/11	08/02/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3.	5.	0.	0.	-2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
356 shares Hewlett Packard Co	Purchased	Various	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8555.	11622.	0.	0.	-3067.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
476 shares Hewlett Packard	Purchased	Various	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11440.	15540.	0.	0.	-4100.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
250 shares Joy Global	Purchased	01/23/12	12/06/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14065.	20903.	0.	0.	-6838.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Kraft Foods Inc	Purchased	08/30/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
906.	876.	0.	0.	30.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
67.715 shares Loomis Sayles Invt Bond	Purchased	Various	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
993.	1007.	0.	0.	-14.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Moody's Corp	Purchased	06/14/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
790.	775.	0.	0.	15.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares OGE Energy	Purchased	08/30/11	01/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
895.	842.	0.	0.	53.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Rackspace Hosting	Purchased	02/16/12	03/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15713.	16255.	0.	0.	-542.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Shire	Purchased	03/08/11	01/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
811.	812.	0.	0.	-1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
400 shares Solarwinds	Purchased	02/16/12	03/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15536.	15030.	0.	0.	506.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
250 shares Statoil	Purchased	01/05/12	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6306.	6479.	0.	0.	-173.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Target	Purchased	09/28/11	01/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1096.	1181.	0.	0.	-85.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
230.101 shares TCW Funds Emerging Markets Income Fund	Purchased	Various	03/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2020.	2048.	0.	0.	-28.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
360 shares Terex Corp	Purchased	08/24/11	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7602.	7659.	0.	0.	-57.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
42 shares Vodafone	Purchased	08/09/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1136.	1149.	0.	0.	-13.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Whole Foods Market	Purchased	08/09/11	01/04/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1136.	1117.	0.	0.	19.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Ameriprise Financial	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1243.	1127.	0.	0.	116.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Amerisourcebergen	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1093.	1020.	0.	0.	73.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
184.811 shares Artisan Small Cap Value Fund	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2841.	3043.	0.	0.	-202.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
385.093 shares Artisan Mid Cap Value Fund	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7744.	8195.	0.	0.	-451.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,656.057 shares Baird Intermediate Bond Fund	Purchased	Various	01/11/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
18366.	18381.	0.	0.	-15.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Borg Warner	Purchased	03/18/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
989.	982.	0.	0.	7.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Capital One Financial	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1227.	1188.	0.	0.	39.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Celanese Corp	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1089.	1109.	0.	0.	-20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Chubb Corp	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1388.	1362.	0.	0.	26.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Citigroup	Purchased	03/08/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
883.	833.	0.	0.	50.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Covidien	Purchased	03/08/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1283.	1251.	0.	0.	32.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Dollar Tree	Purchased	03/08/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1664.	1654.	0.	0.	10.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Dover Corp	Purchased	03/08/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1319.	1267.	0.	0.	52.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,021.206 shares Dreyfus Intl Bond Fund	Purchased	Various	01/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
49850.	51013.	0.	0.	-1163.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
56 shares EMC Corp	Purchased	03/08/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1253.	1554.	0.	0.	-301.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
587 shares Eaton Vance Global Macro ABs Return Fund	Purchased	03/08/11	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5823.	5799.	0.	0.	24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Ebay	Purchased	03/08/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
886.	865.	0.	0.	21.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Enterprise Products	Purchased	01/23/12	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16003.	14687.	0.	0.	1316.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares EQT	Purchased	08/09/11	01/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1282.	1555.	0.	0.	-273.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Equity Residential	Purchased	03/08/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
879.	857.	0.	0.	22.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,016.73 shares Fideltiy Floating Rate High Income Fund	Purchased	Various	03/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19724.	19824.	0.	0.	-100.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,162 shares Harding Loevner	Purchased	Various	01/10/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15826.	16163.	0.	0.	-337.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Hershey	Purchased	03/08/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1591.	1522.	0.	0.	69.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Ishares MSCI EAFE Index Fund	Purchased	03/08/11	01/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5089.	5113.	0.	0.	-24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
96 shares Ishares MSCI EAFE Index Fund	Purchased	03/08/11	01/18/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4886.	4908.	0.	0.	-22.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Estee Lauder	Purchased	04/12/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1556.	1571.	0.	0.	-15.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Limited Brands	Purchased	03/08/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1057.	1121.	0.	0.	-64.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8,693.029 shares Loomis Sayles	Purchased	Various	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
127527.	129182.	0.	0.	-1655.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
50 shares Macy's	Purchased	06/14/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1729.	1757.	0.	0.	-28.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
46 shares Mattel	Purchased	03/08/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1288.	1277.	0.	0.	11.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Merck & Co	Purchased	03/08/11	01/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
687.	637.	0.	0.	50.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Northeast Utilities	Purchased	03/08/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
892.	894.	0.	0.	-2.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
676 shares SPDR S&P 500	Purchased	03/08/11	02/13/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
91356.	85352.	0.	0.	6004.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
96.67 shares T Rowe PRice Horizons Fund	Purchased	Various	01/11/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3110.	3427.	0.	0.	-317.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14,381.971 shares TCW Emerging Markets Income Fund	Purchased	Various	03/01/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
126274.	128018.	0.	0.	-1744.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Tiffany & Co	Donated	03/08/11	01/17/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
836.	966.	0.	0.	-130.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Unitedhealth Group	Donated	03/08/11	01/17/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1284.	1159.	0.	0.	125.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
180 shares Vanguard Mid Cap ETF	Purchased	03/08/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13492.	13280.	0.	0.	212.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
252 shares Vanguard MSCI Emerging Markets ETF	Purchased	03/08/11	01/17/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10174.	10256.	0.	0.	-82.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
75 shares Vanguard Small Cap ETF	Donated	03/08/11	01/17/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5435.	5340.	0.	0.	95.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
44 shares Wisconsin Energy Corp	Donated	03/08/11	01/04/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1512.	1456.	0.	0.	56.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Apple	Purchased	Various	10/25/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4870.	4468.	0.	0.	402.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
250 shares Georesources	Purchased	07/12/11	08/02/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11260.	6259.	0.	0.	5001.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.5971 shares Halcon Resources Corp	Purchased	07/12/11	08/02/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4.	8.	0.	0.	-4.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
495 shares Halcon Resources Corp	Purchased	Various	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3853.	6414.	0.	0.	-2561.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
300 shares Halcon Resources Corp	Purchased	08/02/11	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2334.	3888.	0.	0.	-1554.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
464 shares Terex	Purchased	07/13/11	08/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9798.	9872.	0.	0.	-74.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
744 shares Titan Intl	Purchased	Various	12/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15545.	17527.	0.	0.	-1982.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,540 shares Blackrock Heatlh Sciences Opp Fund	Donated	06/28/11	09/12/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50851.	48206.	0.	0.	2645.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,083.54 shares Dodge & Cox Intl Stock Fund	Donated	06/09/10	11/09/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
67632.	75565.	0.	0.	-7933.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
418 shares EMC Corp	Donated	05/27/10	01/17/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9356.	11599.	0.	0.	-2243.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4,500 shares Federated Strategic Value Dividend Fund	Donated	06/13/10	05/18/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
21510.	20852.	0.	0.	658.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
9,410 shares Federated Strategic Value Dividend Fund	Purchased	06/13/10	09/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
48273.	43654.	0.	0.	4619.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13,051. shares Fidelity Floating Rate High Income Fund	Purchased	05/31/10	03/07/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
127639.	128291.	0.	0.	-652.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,095 shares Goldman Sachs Growth Opp Fund	Purchased	06/24/10	09/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
54889.	52398.	0.	0.	2491.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,231.054 shares Harbor Intl Fund	Purchased	06/08/10	11/09/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
71980.	77868.	0.	0.	-5888.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
144 shares Hewlett Packard Co	Purchased	05/27/10	03/12/12

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3460.	4701.	0.	0.	-1241.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,639 shares JP Morgan US Large Cap Core Plus Fund	Donated	04/17/09	09/12/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
84534.	74722.	0.	0.	9812.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,235 shares Prudential Jennison 20/20 Focus Fund	Donated	05/31/10	09/12/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
55545.	57338.	0.	0.	-1793.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
673 shares Vanguard Total Bond ETF	Donated	05/27/10	02/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
56343.	56061.	0.	0.	282.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
775 shares Vanguard Total Bond Market ETF	Donated	05/27/10	04/20/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
64885.	63232.	0.	0.	1653.

Capital Gains Dividends from Part IV	54693.
Total to Form 990-PF, Part I, line 6a	47775.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wells Fargo	193225.	54693.	138532.
Total to Fm 990-PF, Part I, ln 4	193225.	54693.	138532.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young. LLP	7720.	7720.		0.
To Fm 990-PF, Pg 1, ln 16a	7720.	7720.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wells Fargo - Investment Advisory Fees	25655.	25655.		0.
To Form 990-PF, Pg 1, ln 16c	25655.	25655.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Tax on net investment income	4467.	0.		0.
Foreign tax paid	67.	67.		0.
To Form 990-PF, Pg 1, ln 18	4534.	67.		0.

Form 990-PF	Other Expenses	Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies	344.	344.		0.
2011 State Registration Fee	15.	15.		0.
To Form 990-PF, Pg 1, ln 23	359.	359.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 7

Description	Amount
Adjmnt to book value for assets incorrectly transferred to acct by broker	1614.
Total to Form 990-PF, Part III, line 5	1614.

Form 990-PF	Corporate Stock	Statement 8

Description	Book Value	Fair Market Value
3M Company	83936.	89136.
Abbott Laboratories	32131.	39628.
Allergan Inc	23871.	26143.
American Express Co	25830.	28395.
Anadarko Petroleum	20019.	17983.
Apache corp	20110.	12482.
Applied Materials	36956.	32764.
AT&T	45908.	49823.
Baker Hughes	73312.	65765.
Bank of America Corp	21846.	23940.
Boeing Co	109312.	128112.
Bristol Myers Squibb Co	33076.	36892.
Caterpillar INc	104730.	101526.
Chevron Corp	53327.	54935.
Cisco Systems Inc	39062.	44506.
Coca Cola Co	56676.	60103.
Conocophillips	35112.	36418.
Cummins Inc	52206.	57967.
Deere & Co	104778.	109581.
Dupont EI De Nemours & Co	82449.	77588.
Eaton Corp	29454.	33212.

Exxon Mobil Corp	72226.	75731.
Ford Motor Co	48797.	51800.
GE	38681.	43449.
Goldman Sachs Group inc	121978.	130749.
Google Inc	19829.	25466.
HSBC Holdings	44737.	53070.
IBM Corp	37911.	39842.
Intel Corp	32747.	27940.
JM Smucker Co	57264.	63645.
Johnson & Johnson	34158.	35751.
Joy Global	26087.	19899.
JP Morgan Chase & Co	63765.	74747.
McDonald's	84708.	82476.
Microsoft	36280.	35150.
Morgan Stanley	67810.	74300.
National Oilwell Varco	30055.	28707.
Oracle Corp	43427.	47148.
Pfizer	33638.	44365.
PNC Financial Services Group	73709.	75803.
PPG Industries	46304.	68758.
Procter & Gamble	65866.	68569.
Qualcomm	72835.	73489.
Union Pacific Corp	29276.	33190.
United Technologies	98336.	98412.
Verizon Communications	44999.	52054.
Walmart Stores Inc	57109.	71983.
Wells Fargo Co	64173.	71778.
CME Group Inc	75433.	69671.
Occidental Petroleum Corp	123358.	107254.
Phillips 66	14048.	21983.
Siemens AG	28965.	32841.
Trinity Industries Inc	9260.	10746.
Total to Form 990-PF, Part II, line 10b	2781870.	2937665.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Blackrock Health Sciences Opportunities Port	COST	206859.	207834.
Dodge & Cox Income Fund	COST	52893.	54488.
Dodge & Cox Intl Stock Fund	COST	74444.	73735.
Dodge & Cox Stock fund	COST	169253.	185954.
Doubleline Total Return Bond Fund	COST	138040.	141833.
Federated Strategic Value Dividend Fund	COST	177539.	190412.
Goldman Sachs Growth Opportunities Fund	COST	223009.	221186.
Harbor International Fund	COST	77108.	78041.

Pimco Commodity Real Return Strategy Fund	COST	17197.	14944.
Pimco Total Return Fund	COST	220509.	225416.
Prudential Jennison 20/20 Focus Fund	COST	233135.	224442.
Putnam Equity Spectrum Fund	COST	174657.	187040.
Vanguard Specialized Energy Port	COST	216189.	182369.
Vanguard Total Bond Fund	COST	60703.	62518.
JP Morgan US Large Cap Core Plus Fund	COST	325854.	338781.
Rivernorth/Doubleline Strategic Income Fund	COST	137543.	140674.
Total to Form 990-PF, Part II, line 13		2504932.	2529667.