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 Boudinot Foundation

A Employer identification number: 27-5271360

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: 484-323-1345

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) ▶$ 5492929.

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	127161.	127161.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35136.			Statement 1
	b Gross sales price for all assets on line 6a 839535.				
	7 Capital gain net income (from Part IV, line 2)		82813.		
	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	162297.	209974.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7500.	3750.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	10829.	10829.		0.
	b Accounting fees				
	c Other professional fees Stmt 4	22430.	22430.		0.
	17 Interest				
	18 Taxes Stmt 5	3511.	28.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44270.	37037.		0.
	25 Contributions, gifts, grants paid	300000.			300000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	344270.	37037.		300000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-181973.			
	b **Net investment income** (if negative, enter -0-)		172937.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

09150508 747446 185752-0003 2012.03040 The Boudinot Foundation 185752-1

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	379248.	107028.	107028.
	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 6	733923.	754151.	842346.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	4390286.	4460305.	4543555.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5503457.	5321484.	5492929.
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	5503457.	5321484.	
	30 **Total net assets or fund balances**	5503457.	5321484.	
	31 **Total liabilities and net assets/fund balances**	5503457.	5321484.	

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	5503457.
2	Enter amount from Part I, line 27a	2	-181973.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5321484.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5321484.

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	839535.		756722.	82813.

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				82813.

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	82813.
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	162000.	5213800.	.031071
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	.031071
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	.031071
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5437497.
5 Multiply line 4 by line 3	5	168948.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1729.
7 Add lines 5 and 6	7	170677.
8 Enter qualifying distributions from Part XII, line 4	8	300000.

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	1729.
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	1729.
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	1729.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1500.		
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	1500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	8.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	237.
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)*

			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. ▶ 484-323-1345

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

			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.

				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)*

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
Carol A. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director 1.00	0.	0.	0.
Michael B. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 0.50	7500.	0.	0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director 0.50	0.	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.

Form **990-PF** (2012)

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12-05-12

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	5344346.
b	Average of monthly cash balances	1b	175956.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5520302.
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	5520302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82805.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5437497.
6	**Minimum investment return** Enter 5% of line 5	6	271875.

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	271875.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1729.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1729.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	270146.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	270146.
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	270146.

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	300000.
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	300000.
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	1729.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	298271.

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				270146.
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 6821.				
f Total of lines 3a through e	6821.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 300000.				
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				270146.
e Remaining amount distributed out of corpus	29854.			
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	36675.			
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	36675.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 6821.				
e Excess from 2012 29854.				

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				
Duke University 512 S. Mangum Street Durham , NC 27701	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
The Kimmel Cancer Center 233 South 10th Street Philadelphia, PA 19107	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Wayne Art Center 413 Maplewood Avenue Wayne, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Surrey Services for Seniors 28 Bridge Avenue Berwyn, PA 19312	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Oldfields School 1500 Glencoe Road Glencoe, MD 21152	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
Total See continuation sheet(s)			▶ 3a	300000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					127161.
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					35136.
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.	162297.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 162297.

(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 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

▶ Caroline Atterbury | 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		4/29/13		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	

Form 990-PF (2012)

223622
12-05-12

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	36 shares Allergan	D	12/31/00	06/27/12
b	240 shares Amerisourcebergen	D	12/31/00	04/10/12
c	211 shares Ameriprise Financial	D	12/31/00	04/10/12
d	7 shares Apple	D	12/31/00	11/01/12
e	10 shares Apple	D	12/31/00	11/20/12
f	112.989 shares Artisan Mid Cap value Fnd	D	12/31/00	02/02/12
g	393.357 shares Baird Intermediate Bond Fnd	D	12/31/00	11/01/12
h	537 shares Bank of America Corp	D	12/31/00	08/13/12
i	117 shares Bed Bath & Beyond	D	12/31/00	09/27/12
j	125 shares Borg Warner	D	12/31/00	06/27/12
k	272 shares Bristol Myers Squibb	D	12/31/00	09/27/12
l	226 shares Capital One Financial	D	12/31/00	02/28/12
m	126 shares Caterpillar	D	12/31/00	11/01/12
n	199 shares Celanese	D	12/31/00	04/10/12
o	131 shares Conocophillips	D	12/31/00	06/27/12

	(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	3276.		2599.	677.
b	9189.		8692.	497.
c	11235.		12340.	-1105.
d	4184.		1867.	2317.
e	5600.		2667.	2933.
f	2366.		2327.	39.
g	4500.		4287.	213.
h	4135.		5721.	-1586.
i	7298.		8507.	-1209.
j	7974.		8717.	-743.
k	9199.		8745.	454.
l	11336.		10769.	567.
m	11061.		14364.	-3303.
n	8611.		8280.	331.
o	7087.		6973.	114.

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				677.
b				497.
c				-1105.
d				2317.
e				2933.
f				39.
g				213.
h				-1586.
i				-1209.
j				-743.
k				454.
l				567.
m				-3303.
n				331.
o				114.

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	

223591
05-01-12

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	97 shares Cummins	D	12/31/00	08/13/12
b	81.833 Diamond Hill Long Short Fund	D	12/31/00	11/01/12
c	72 shares Dollar Tree	D	12/31/00	06/27/12
d	72 shares Dollar Tree	D	12/31/00	06/28/12
e	206 shares Dollar Tree	D	12/31/00	11/01/12
f	188 shares Dover Corp	D	12/31/00	08/13/12
g	199 shares Dupont EI De Nemours	D	12/31/00	02/28/12
h	217 EQT Corp	D	12/31/00	02/02/12
i	5,233.4 shares Eaton Vance Global Abs Return Fund	D	12/31/00	11/01/12
j	196 shares Eaton Corp	D	12/31/00	02/28/12
k	49 shares FMC Corp	D	12/31/00	06/27/12
l	48 shares FMC Corp	D	12/31/00	11/01/12
m	453.172 shares Fidelity Advisor Floating High Inc	D	12/31/00	11/01/12
n	117.371 shares Goldman Sachs Growth Opp Fund	D	12/31/00	11/01/12
o	8 shares Google	D	12/31/00	02/28/12

	(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	9741.		10456.	-715.
b	1500.		1376.	124.
c	3849.		1908.	1941.
d	3684.		1908.	1776.
e	8289.		5459.	2830.
f	10701.		10913.	-212.
g	10218.		8753.	1465.
h	10856.		11344.	-488.
i	51706.		53063.	-1357.
j	10276.		9912.	364.
k	2509.		2240.	269.
l	2603.		2194.	409.
m	4500.		4470.	30.
n	3000.		2867.	133.
o	4924.		4482.	442.

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				-715.
b				124.
c				1941.
d				1776.
e				2830.
f				-212.
g				1465.
h				-488.
i				-1357.
j				364.
k				269.
l				409.
m				30.
n				133.
o				442.

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	

223591
05-01-12

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	10 shares Google	D	12/31/00	11/20/12
b	113 shares Intel	D	12/31/00	09/27/12
c	19 shares IBM	D	12/31/00	11/20/12
d	270 shares INtl Paper	D	12/31/00	08/13/12
e	308 shares Ishares MSCI EAFE Index Fund	D	12/31/00	11/01/12
f	28 shares Ishares Barclays 1-3 Year Cred ETF	D	12/31/00	11/01/12
g	45 shares Johnson & Johnson	D	12/31/00	11/01/12
h	98 shares JOy Global	D	12/31/00	05/31/12
i	4,407.254 shares JP Morgan US Large Cap Core Plus	D	12/31/00	02/02/12
j	.666 shares Kraft Foods Group Inc	D	12/31/00	10/25/12
k	237 shares Estee Lauder	D	12/31/00	08/13/12
l	99 shares Macy's	D	12/31/00	11/01/12
m	399 shares Mattel	D	12/31/00	05/31/12
n	119 shares McDonalds	D	12/31/00	05/31/12
o	306 shares Microsoft	D	12/31/00	11/20/12

	(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	6692.		5602.	1090.
b	2606.		2425.	181.
c	3596.		1881.	1715.
d	9153.		8828.	325.
e	16662.		17909.	-1247.
f	2958.		2927.	31.
g	3219.		2925.	294.
h	5456.		7372.	-1916.
i	93566.		80463.	13103.
j	31.		25.	6.
k	13028.		11337.	1691.
l	3991.		2787.	1204.
m	12417.		9650.	2767.
n	10649.		10003.	646.
o	8136.		7257.	879.

	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				1090.
b				181.
c				1715.
d				325.
e				-1247.
f				31.
g				294.
h				-1916.
i				13103.
j				6.
k				1691.
l				1204.
m				2767.
n				646.
o				879.

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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05-01-12

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	84 shares Noble Energy	D	12/31/00	06/27/12
b	138 shares Norfolk Southern Co	D	12/31/00	09/27/12
c	215 shares NOrtheast Utilities	D	12/31/00	05/31/12
d	211 shares Oracle Corp	D	12/31/00	01/11/12
e	1,294.219 shares Pimco Total Return Bond Fund	D	12/31/00	11/01/12
f	96 shares PPG Industries	D	12/31/00	01/11/12
g	.5 shares phillips 66	D	12/31/00	05/10/12
h	65 shares Phillips 66	D	12/31/00	05/31/12
i	653.12 shares Pimco Commodity Real Return Strateg	D	12/31/00	11/01/12
j	170 shares T Rowe Price Group	D	12/31/00	09/27/12
k	56 shares Procter & Gamble	D	12/31/00	02/02/12
l	3,951.991 shares Prudential Jennison 20/20 Focus	D	12/31/00	11/01/12
m	40 shares Qualcomm	D	12/31/00	08/13/12
n	37 shares Qualcomm	D	12/31/00	09/27/12
o	75.644 shares T Rowe Price New Horizon Fund	D	12/31/00	02/02/12

	(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	6722.		8583.	-1861.
b	8854.		10263.	-1409.
c	7740.		7098.	642.
d	5667.		4056.	1611.
e	15000.		14027.	973.
f	8292.		7910.	382.
g	16.		17.	-1.
h	1936.		2182.	-246.
i	4500.		5588.	-1088.
j	10745.		10414.	331.
k	3550.		3516.	34.
l	67500.		66264.	1236.
m	2480.		2002.	478.
n	2349.		1852.	497.
o	2584.		2519.	65.

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				-1861.
b				-1409.
c				642.
d				1611.
e				973.
f				382.
g				-1.
h				-246.
i				-1088.
j				331.
k				34.
l				1236.
m				478.
n				497.
o				65.

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	

223591
05-01-12

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	141 shares JM Smucker	D	12/31/00	02/28/12
b	187 shares Target Corp	D	12/31/00	01/11/12
c	333.828 shares Templeton Global Bond Fund	D	12/31/00	11/01/12
d	115 shares Tiffany & Co	D	12/31/00	01/11/12
e	52 shares Unitedhealth Group	D	12/31/00	11/20/12
f	159 shares Vanguard Total Bond Market ETF	D	12/31/00	11/01/12
g	2,485 shares Vanguard Emerging Markets ETF	D	12/31/00	11/01/12
h	56 shares Vanguard Mid Cap Fund	D	12/31/00	11/01/12
i	37 shares Vanguard Small CAp ETF	D	12/31/00	11/01/12
j	364 shares Vodafone Group	D	12/31/00	08/13/12
k	196 shares Walmart STores	D	12/31/00	04/10/12
l	131 shares Herbalife	D	12/31/00	05/31/12
m	463 shares Invesco	D	12/31/00	08/13/12
n	Capital Gains Dividends			
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	10500.		9140.	1360.
b	9153.		9443.	-290.
c	4500.		4538.	-38.
d	6896.		7215.	-319.
e	2756.		1844.	912.
f	13469.		12746.	723.
g	104647.		108296.	-3649.
h	4566.		4259.	307.
i	2964.		2726.	238.
j	10877.		9438.	1439.
k	11754.		10937.	817.
l	5874.		8882.	-3008.
m	10968.		11376.	-408.
n	55109.			55109.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1360.
b				-290.
c				-38.
d				-319.
e				912.
f				723.
g				-3649.
h				307.
i				238.
j				1439.
k				817.
l				-3008.
m				-408.
n				55109.
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	82813.
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
Shane McConkey Foundation P.O. Box 3666 Olympic Valley, CA 96146	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
US Para-Equestrian Association 3940 Verde Vista Drive Thousand Oaks, CA 91360	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
The Hotchkiss School 11 Interlaken Road Lakeville , CT 06039	N/A	501(c)(3)	Grant to another 501(c)(3) organization	15000.
Work to Ride 98 Chamounix Drive Philadelphia , PA 19131				10000.
Willistown Conservation Trust 925 Providence Road Newtown Square, PA 19073				15000.
Little Smiles Philadelphia P.O. Box 414 Kennett Square , PA 19348	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
The Equus Effect 37 Drumm Road Sharon , CT 06069	N/A	501(c)(3)	Grant to another 501(c)(3) organization	7500.
Devereux Foundation 444 Devereux Drive Villanova , PA 19085	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
Coatesville VA Medical Center 1400 Blackhorse Hill Road Coatesville , PA 19320	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Total from continuation sheets				155000.

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
36 shares Allergan	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3276.	2944.	0.	0.	332.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
240 shares Amerisourcebergen	Donated	12/31/00	04/10/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9189.	9805.	0.	0.	-616.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
211 shares Ameriprise Financial	Donated	12/31/00	04/10/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11235.	12340.	0.	0.	-1105.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares Apple	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4184.	2345.	0.	0.	1839.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Apple	Donated	12/31/00	11/20/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5600.	3350.	0.	0.	2250.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
112.989 shares Artisan Mid Cap value Fnd	Donated	12/31/00	02/02/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2366.	2491.	0.	0.	-125.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
393.357 shares Baird Intermediate Bond Fnd	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4500.	4362.	0.	0.	138.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
537 shares Bank of America Corp	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4135.	5721.	0.	0.	-1586.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
117 shares Bed Bath & Beyond	Donated	12/31/00	09/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7298.	8507.	0.	0.	-1209.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
125 shares Borg Warner	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7974.	8717.	0.	0.	-743.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
272 shares Bristol Myers Squibb	Donated	12/31/00	09/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9199.	8765.	0.	0.	434.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
226 shares Capital One Financial	Donated	12/31/00	02/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11336.	11700.	0.	0.	-364.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
126 shares Caterpillar	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11061.	14364.	0.	0.	-3303.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
199 shares Celanese	Donated	12/31/00	04/10/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8611.	9779.	0.	0.	-1168.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
131 shares Conocophillips	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7087.	6989.	0.	0.	98.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
97 shares Cummins	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9741.	10456.	0.	0.	-715.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
81.833 Diamond Hill Long Short Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1500.	1393.	0.	0.	107.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
72 shares Dollar Tree	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3849.	2267.	0.	0.	1582.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
72 shares Dollar Tree	Donated	12/31/00	06/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3684.	2267.	0.	0.	1417.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
206 shares Dollar Tree	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8289.	6971.	0.	0.	1318.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
188 shares Dover Corp	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10701.	11868.	0.	0.	-1167.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
199 shares Dupont EI De Nemours	Donated	12/31/00	02/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10218.	10239.	0.	0.	-21.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
217 EQT Corp	Donated	12/31/00	02/02/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10856.	11589.	0.	0.	-733.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5,233.4 shares Eaton Vance Global Abs Return Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
51706.	53063.	0.	0.	-1357.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
196 shares Eaton Corp	Donated	12/31/00	02/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10276.	9794.	0.	0.	482.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
49 shares FMC Corp	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2509.	2240.	0.	0.	269.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
48 shares FMC Corp	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2603.	2194.	0.	0.	409.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
453.172 shares Fidelity Advisor Floating High Income Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4500.	4468.	0.	0.	32.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
117.371 shares Goldman Sachs Growth Opp Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3000.	3019.	0.	0.	-19.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Google	Donated	12/31/00	02/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4924.	4145.	0.	0.	779.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Google	Donated	12/31/00	11/20/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6692.	5181.	0.	0.	1511.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
113 shares Intel				Donated	12/31/00	09/27/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
	2606.	2522.	0.	0.	84.	

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
19 shares IBM				Donated	12/31/00	11/20/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
	3596.	3176.	0.	0.	420.	

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
270 shares INtl Paper				Donated	12/31/00	08/13/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
	9153.	8828.	0.	0.	325.	

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
308 shares Ishares MSCI EAFE Index Fund				Donated	12/31/00	11/01/12
	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
	16662.	18591.	0.	0.	-1929.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
28 shares Ishares Barclays 1-3 Year Cred ETF	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2958.	2942.	0.	0.	16.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
45 shares Johnson & Johnson	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3219.	2983.	0.	0.	236.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
98 shares JOy Global	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5456.	7571.	0.	0.	-2115.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4,407.254 shares JP Morgan US Large Cap Core Plus Fund	Donated	12/31/00	02/02/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
93566.	93963.	0.	0.	-397.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.666 shares Kraft Foods Group Inc	Donated	12/31/00	10/25/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
31.	25.	0.	0.	6.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
237 shares Estee Lauder	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13028.	12105.	0.	0.	923.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
99 shares Macy's	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3991.	2765.	0.	0.	1226.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
399 shares Mattel	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12417.	10608.	0.	0.	1809.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
119 shares McDonalds	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10649.	10171.	0.	0.	478.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
306 shares Microsoft	Donated	12/31/00	11/20/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8136.	7549.	0.	0.	587.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
84 shares Noble Energy	Donated	12/31/00	06/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6722.	8583.	0.	0.	-1861.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
138 shares Norfolk Southern Co	Donated	12/31/00	09/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8854.	10263.	0.	0.	-1409.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
215 shares NOrtheast Utilities	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7740.	7582.	0.	0.	158.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
211 shares Oracle Corp	Donated	12/31/00	01/11/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5667.	7047.	0.	0.	-1380.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,294.219 shares Pimco Total Return Bond Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15000.	14288.	0.	0.	712.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
96 shares PPG Industries	Donated	12/31/00	01/11/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8292.	8369.	0.	0.	-77.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.5 shares phillips 66	Donated	12/31/00	05/10/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16.	17.	0.	0.	-1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
65 shares Phillips 66	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1936.	2187.	0.	0.	-251.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
653.12 shares Pimco Commodity Real Return Strategy Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4500.	6185.	0.	0.	-1685.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
170 shares T Rowe Price Group	Donated	12/31/00	09/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10745.	10414.	0.	0.	331.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
56 shares Procter & Gamble	Donated	12/31/00	02/02/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3550.	3707.	0.	0.	-157.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,951.991 shares Prudential Jennison 20/20 Focus Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
67500.	69239.	0.	0.	-1739.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
40 shares Qualcomm	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2480.	2281.	0.	0.	199.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
37 shares Qualcomm	Donated	12/31/00	09/27/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2349.	2110.	0.	0.	239.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
75.644 shares T Rowe Price New Horizon Fund	Donated	12/31/00	02/02/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2584.	2739.	0.	0.	-155.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
141 shares JM Smucker	Donated	12/31/00	02/28/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10500.	10888.	0.	0.	-388.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
187 shares Target Corp	Donated	12/31/00	01/11/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9153.	9492.	0.	0.	-339.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
333.828 shares Templeton Global Bond Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4500.	4538.	0.	0.	-38.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
115 shares Tiffany & Co	Donated	12/31/00	01/11/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6896.	8619.	0.	0.	-1723.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
52 shares Unitedhealth Group	Donated	12/31/00	11/20/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2756.	2480.	0.	0.	276.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
159 shares Vanguard Total Bond Market ETF	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13469.	12968.	0.	0.	501.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,485 shares Vanguard Emerging Markets ETF	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
104647.	115252.	0.	0.	-10605.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
56 shares Vanguard Mid Cap Fund	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4566.	4545.	0.	0.	21.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
37 shares Vanguard Small CAp ETF	Donated	12/31/00	11/01/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2964.	2896.	0.	0.	68.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
364 shares Vodafone Group	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10877.	9491.	0.	0.	1386.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
196 shares Walmart STores	Donated	12/31/00	04/10/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11754.	10829.	0.	0.	925.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
131 shares Herbalife	Donated	12/31/00	05/31/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5874.	8882.	0.	0.	-3008.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
463 shares Invesco	Donated	12/31/00	08/13/12

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10968.	11376.	0.	0.	-408.

Capital Gains Dividends from Part IV	55109.
Total to Form 990-PF, Part I, line 6a	35136.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PNC Bank	182270.	55109.	127161.
Total to Fm 990-PF, Part I, ln 4	182270.	55109.	127161.

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	10829.	10829.		0.
To Fm 990-PF, Pg 1, ln 16a	10829.	10829.		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
PNC Bank - Investment Advisory Fees	22430.	22430.		0.
To Form 990-PF, Pg 1, ln 16c	22430.	22430.		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	1983.	0.		0.
2012 estimated tax	1500.	0.		0.
Foreign tax paid	28.	28.		0.
To Form 990-PF, Pg 1, ln 18	3511.	28.		0.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Allergan Inc	9038.	10090.
American Express Co	10704.	12243.
Apple Inc	20288.	30866.
AT&T Inc	19393.	19080.
Capital One Financial Corp	8186.	8110.
Chevron Corporation	23968.	25088.
Chubb Corp	11271.	13030.
Cisco Systems Inc	13266.	13813.
Citigroup Inc	12771.	13173.
Coca Cola Co	14817.	15950.
Comcast Corp	10974.	16924.
Covidien	13066.	14089.
Ebay Inc	9782.	15452.
EMC Corp	14963.	13713.
Equity Residential Sh Ben Int REIT	8140.	7707.
Exxon Mobil Corp	27779.	29254.
General Electric Co	22050.	22417.
Google Inc	7342.	9196.
Intel Corp	8982.	8104.
IBM Corp	10982.	12259.
Johnson & Johnson	15788.	16754.
JP Morgan Chase & Co	18659.	20314.
Limited Brands	10111.	11812.
Macy's	9644.	13033.
Merck & Co	5925.	6673.
Microsoft Corp	7955.	8467.
Moody's Corp	10655.	13033.
National Oilwell Varco	14987.	14080.
OGE Energy Corp	8414.	9291.
Oracle Corp	9355.	9496.
Pfizer Inc	14651.	17656.
Procter & Gamble Co	13795.	14121.
Qualcomm Inc	14943.	15898.
Shire PLC	9410.	9587.
The Hershey Company	12780.	16755.
Union Pacific Corp	12002.	14584.
United Technologies Corp	11913.	11481.
Unitedhealth Group	7554.	8516.
Wells Fargo & Co	15519.	18867.
Whole Foods Mkt Inc	8356.	13401.
Wisconsin Energy Corp	12850.	14924.
3M Company	9904.	10863.
Accenture	8654.	8645.
AGrium Inc	8659.	8988.
Anheuser Busch	9746.	12587.
Boeing Co	13316.	13791.
CF Industries Holdings Inc	8912.	9549.

Cooper Cos INc	9452.	8878.
Discover Financial	8137.	8520.
Eastman Chemical Co	9805.	12249.
Fifth Third Bancorp	10460.	10853.
FMC Corporation	5987.	7666.
Gannett Inc	8652.	8609.
Home Depot INc	13282.	18617.
Kraft Foods Group inc	2987.	3638.
M&T Bank Corp	9068.	9453.
Mondelez Intl	5572.	6160.
Mylan Inc	8904.	9964.
Pall Corp	8757.	8195.
Phillip Morris Intl	14055.	12713.
Polaris Inds Inc	7834.	8667.
Resmed Inc	10502.	14550.
PVH Corp	10913.	10657.
Ross Stores Inc	7394.	6274.
Suncor Energy Inc	11970.	14445.
Walt Disney Co	8201.	8514.
Total to Form 990-PF, Part II, line 10b	754151.	842346.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Artisan Mid Cap Value Fund	COST	73078.	69349.
Artisan Small Cap Value Fund	COST	29471.	25831.
Baird Intermediate Bond Fund	COST	152969.	155952.
Diamond Hill Long-Short Fund	COST	49618.	53472.
Dodge & Cox International Stock Fund	COST	177025.	174566.
Federated Strategic Value Dividend Fund	COST	131255.	137951.
Fidelity Advisor Floating High Income Fund	COST	154071.	155541.
Goldman Sachs Growth Opportunities Fund	COST	71736.	69881.
Harbor International Fund	COST	171358.	171812.
Harding Loevner International Equity Portfolio	COST	167727.	175798.
Ishares Barclay 1-3 Year Cred	COST	101954.	102527.
Ishares MSCI EAFE Index Fund	COST	98413.	96889.
JP MOrgan US Large Cap Core Plus Fund	COST	270377.	288673.
Pimco Commodity Real Return Strategy Fund	COST	191431.	148897.
Pimco Funds Total Return Bond Fund	COST	516225.	527095.
Prudential Jennison 20/20 Focus Fund	COST	215589.	209264.

SPDR S&P 500 ETF Trust	COST	787849.	849476.
T Rowe Price New Horizons Fund	COST	30513.	28186.
Templeton Global Bond Fund	COST	161543.	158581.
Vanguard Mid Cap ETF	COST	130532.	134460.
Vanguard Small Cap ETF	COST	51188.	53637.
Vanguard Total Bond Market ETF	COST	444986.	456955.
Wisdomtree Large Cap Dividend Fund	COST	128172.	139571.
Lazard Global Listed Infrastructure Fund	COST	51199.	51199.
Ishares MSCI Emerging Markets Index Fund	COST	102026.	107992.
Total to Form 990-PF, Part II, line 13		4460305.	4543555.