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

ì	Jepar ntern	τmen≀ alRe∖	venue Service	Note. The fo			e able to use a copy of this	return to sati				Open to public inspection
Ī	For c	alen	dar year 2012 or tax ye	ear beginning]	FEB	8, 2012	, and e	nding	DEC 3	1, 2012	
•			foundation							A Employe	r identification	number
			AMES FAMII	V FOIT	ייאמיי	TON				,,		
										45-	6586111	
3 .			PNC BANK,						Room/suite			 _
)			nd street (or P O box numb				•		noom/suite	B Telephor		1.0
	1	<u>60</u>	0 MARKET ST	<u> </u>	THOR	Ν,	29TH FL.			215	<u>.585.44</u>	19
_	City	or to	own, state, and ZIP code							C If exemption	on application is p	ending, check here
<u>.</u>	P :	HI:	LADELPHIA,	PA 1	9103	-72	40					
	G C	heck	all that apply:	Initial retu	rn		Initial return of a fo	ormer public o	harity	D 1. Foreig	ın organizations	s, check here
DATE	_			Final retur	'n		Amended return	•	•		_	
			F	Address			Name change			2. Foreign	organizations me	eting the 85% test,
PESTUARK	<u> </u>	haal	type of organization:			-1/21 av	empt private foundation			1		
3	_						Other taxable private found	ation				tus was terminated
5	<u> </u>		ction 4947(a)(1) nonex							1		(A), check here
2			irket value of all assets a		la Vo		ng method: X Cash	Acc	uai			60-month termination
	-	_	Part II, col. (c), line 16	i)	_ L	Ot	her (specify)			under se	ction 507(b)(1)	(B), check here
	<u> </u>					I, colu	mn (d) must be on cash	basis.)				
	Pa	rt I	Analysis of Revenue	and Expense	8 and (d) ma	v not	(a) Revenue and		vestment		justed net	(d) Disbursements for chantable purposes
_			(The total of amounts in c necessarily equal the amo	ounts in column	(a).)	.,	expenses per books	inc	ome		come	(cash basis only)
•		1	Contributions, gifts, gr	ants, etc., rec	eived		2,086,001.			N	/A	
	I	2	. —	lation is not required		ch B						
		3	Interest on savings and ter		•				.,		····	
\sim		4	Dividends and interest	from security	es		104,693.	10	4,693.	<u> </u>		STATEMENT 1
2013			Gross rents	n om scourith	oo.			 -	_,		RE	
		_					· · · · · · · · · · · · · · · · · · ·					JLIVED
0		_	Net rental income or (loss)				257,486.			1 !	_	9
3	9		Net gain or (loss) from sale Gross sales price for all				257,400.				MAY	3 0 2013
-	티	Ь	assets on line 6a	85.	1,55	8.		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	7 400		***	
MAY	Revenu	7	Capital gain net income (fro	om Part IV, line 2	2)			25	7,486.		005	اعت اعدا
	"	8	Net short-term capital	gaın							<u>OG[</u>	PEN UT
ĭ		9	Income modifications						_			
SCANNED		10a	Gross sales less returns and allowances				a).					
<u> </u>		b	Less Cost of goods sold									
5		C	Gross profit or (loss)					ĺ				
Ñ		11	Other income				65,348.	6	5,348.			STATEMENT 2
		12	Total. Add lines 1 thro	uah 11			2,513,528.		7,527.		•	
•		13	Compensation of officers,		es, etc		0.		0.			0.
		14	Other employee salarie		,•					<u> </u>		
	ļ		Pension plans, employ					 				
	န္				TMT	3	7,350.		0.			7,350.
	JS(1	Legal fees	3	-111	J	,,550.	 				,,550.
	g	1	Accounting fees	~	mazm	4	10 600	1	0,682.	 		0.
	Operating and Administrative Expense		Other professional fees	s 5'	TMT	4	10,682.	ļ <u> </u>	0,002.	 		U .
	iķ	17	Interest	_		_	12 12	ļ	005	ļ		
	tra	18	Taxes		TMT	5	10,105.	ļ	805.	\		0.
	nis	19	Depreciation and deple	etion						ļ		
	Ē	20	Occupancy							<u> </u>		
	Ad	21	Travel, conferences, ar	nd meetings						L		
	n n	22	Printing and publication	ns								
	g B	23	Other expenses		TMT	6	25.		0.			25.
	ţ		Total operating and a									
	ērs	- '	expenses. Add lines 1				28,162.	1	1,487.			7,375.
	Q	25	Contributions, gifts, gr	_			50,000.	 	-,			50,000.
		ı					30,000.	-				30,000
		20	Total expenses and d	រទី១០០១៩៣១៩	5.		70 160	1	1,487.			57,375.
		Ļ.	Add lines 24 and 25				78,162.		1,40/	 		31,313.
		27	Subtract line 26 from I	line 12:			- 0 405 065					
		a	Excess of revenue over ex	penses and dist	bursemen	ts	2,435,366.			<u> </u>		
		b	Net investment incom	16 (if negative, e	nter -0-)			41	6,040.			
		ء ا	Adjusted net income	(if negative ente	× -0-1		1	1		ı N	/A	1

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

THE AMES FAMILY FOUNDATION 45-6586111 Form 990-PF (2012) C/O PNC BANK, N.A. - AGENT Page 2 Beginning of year Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (a) Book Value (b) Book Value (c) Fair Market Value 1 Cash - non-interest-bearing 150,134. 150,134. 2 Savings and temporary cash investments 3 Accounts receivable ► Less; allowance for doubtful accounts 4 Pledges receivable ▶ Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 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 0. 361,517. 650,160. STMT 10 b Investments - corporate stock STMT 11 0. 380,483. 477,648. c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 0. 1,551,877 2,039,399. STMT 12 13 Investments - other 14 Land, buildings, and equipment basis Less accumulated depreciation 15 Other assets (describe ▶ 0. 2,444,011. 3,317,341. 16 Total assets (to be completed by all filers) 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 0 0 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted **▶** 🗓 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 0. 2,444,011 27 Capital stock, trust principal, or current funds Ō. 28 Paid-in or capital surplus, or land, bldg., and equipment fund 0. 29 Retained earnings, accumulated income, endowment, or other funds 2,444,011 0. 30 Total net assets or fund balances 0. 2,444,011 31 Total liabilities and net assets/fund balances **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30				
	(must agree with end-of-year figure reported on prior year's return)			1	0.
2	Enter amount from Part I, line 27a			2	2,435,366.
3	Other increases not included in line 2 (itemize)	SEE	STATEMENT 8	3	43,723.
4	Add lines 1, 2, and 3			4	2,479,089.
5	Decreases not included in line 2 (itemize) ► S	SEE	STATEMENT 9	5	35,078.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30			6	2,444,011.
_					Form 990-PF (2012)

223511 12-05-12 Form 990-PF (2012)

C/O PNC BANK, N.A. - AGENT

Part IV Capital Gains	and Losses for Tax on	Investmen	t Income						
(a) List and desc 2-story brick wa	cribe the kind(s) of property sold (e arehouse; or common stock, 200 s	e.g., real estate, shs. MLC Co.)		I · P	low ac - Purch - Dona	hase I	(c) Date ac (mo., da	cquired y, yr.)	(d) Date sold (mo., day, yr.)
1a									
b SEE ATTACHED	STATEMENT			<u> </u>					
<u>C</u>				-			.		
<u>d</u>		·-							
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			I.		n or (loss) (f) minus (
a									
<u>b</u>									
<u>c</u>				_	~	-			
d 851,558.			594,07	2.					257,486.
	ng gain in column (h) and owned b	v the foundation	 	-			(I) Gains (Co	l. (h) gain	
	(j) Adjusted basis		cess of col. (1)				ol. (k), but no	t less than	1 -0-) or
(i) F.M.V. as of 12/31/69	as of 12/31/69		col. (j), if any				Losses (1	rom col. (h))
a			-					•	
b			-						
C									
<u>d</u>									055 406
е	<u> </u>								257,486.
2 Capital gain net income or (net ca	apital loss) { If gain, also entermined If (loss),	ter in Part I, line -0- in Part I, line	7 17	}	2				257,486.
3 Net short-term capital gain or (los		and (6):		5					
If gain, also enter in Part I, line 8,					ا ؞			N/A	
If (loss), enter -0- in Part I, line 8 Part V Qualification U	Jnder Section 4940(e) fo	or Beduced	Tax on Net	Inv	estm	ent In	come	IV/A	
(For optional use by domestic private									
(1 of optional use by domestic private	o loundations subject to the section	11 10 10(u) tax 01		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	· · ·,				
If section 4940(d)(2) applies, leave t	this part blank.								
Was the foundation liable for the sec	ction 4942 tax on the distributable a	amount of any y	ear in the base per	rıod?					Yes X No
If "Yes," the foundation does not qua									
	each column for each year; see the	e instructions be	fore making any e	ntries					(4)
(a) Base period years Calendar year (or tax year beginni	(b) Adjusted qualifying d	distributions	Net value of no	(c) inchar		use assets	s ((Distrib col. (b) div	ution ratio ided by col. (c))
2011									
2010									
2009		 ·							
2008							_		
2001			<u> </u>		-				
2 Total of line 1, column (d)							2		
3 Average distribution ratio for the	5-year base period - divide the tota	al on line 2 by 5,	or by the number	of ye	ars				
the foundation has been in existe							3		
4 Enter the net value of noncharital	ble-use assets for 2012 from Part	X, line 5					4		
5 Multiply line 4 by line 3							5		
6 Enter 1% of net investment incor	me (1% of Part I, line 27b)						6		
7 Add lines 5 and 6							7		
Add lilles 3 and 0									
8 Enter qualifying distributions from	m Part XII, line 4 in line 7, check the box in Part VI, lii	ine the and com-	nlata that nart yein	n 2 10	% tav r	ata	8		
See the Part VI instructions.	miner, check the DOX III Fait VI, II	no io, and com	pioto tilat part usili	ya I	,υ ια λ Ι	u.v.			

THE AMES FAMILY FOUNDATION

Forn	m 990-PF (2012)		55861			Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	4948 -	see in	stru	ictio	ns)
1a	a 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)	1 1				
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%	1			<u>8,3</u>	<u>21.</u>
	of Part I, line 27b					
	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	1 1				_
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			8,3	21.
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			8,3	<u>21.</u>
6		1				
a	a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 9,300	<u>.</u>				
	b Exempt foreign organizations - tax withheld at source 6b	. I				
C	c Tax paid with application for extension of time to file (Form 8868)	. I				·
d	d Backup withholding erroneously withheld	. I			_	
7	Total credits and payments. Add lines 6a through 6d	7			<u>9,3</u>	00.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			_	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			9	79.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 979 • Refunded ▶	11				0.
	art VII-A Statements Regarding Activities					
1a	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in	L		Yes	No
	any political campaign?		L	1a		X
b	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		<u> </u> _	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or				t
	distributed by the foundation in connection with the activities.		-		_	
	c Did the foundation file Form 1120-POL for this year?		L	10		X
d	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					l
	(1) On the foundation. ► \$ (2) On foundation managers. ► \$ 0	<u>.</u>				
e	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		- 1			
	managers. ► \$0.		1			<u>-</u> -
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		<u> </u>	2		X
	If "Yes," attach a detailed description of the activities.		İ			
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	37	X
	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	X	
	b If "Yes," has it filed a tax return on Form 990-T for this year?			4b	X	- V
5	• • • • • • • • • • • • • • • • • • • •		<u> </u>	5		X
_	If "Yes," attach the statement required by General Instruction T.					,
6	***************************************		-			
	By language in the governing instrument, or		1			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state of the state	e iaw			χ̈́	
_	remain in the governing instrument?			6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		-	7	Λ	
_	If "Yes," complete Part II, col. (c), and Part XV.		- 1			ı
88	a Enter the states to which the foundation reports or with which it is registered (see instructions)					
	NY					1
t	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)			 8b	x	l '
^	of each state as required by General Instruction G? If "No," attach explanation	onda-	⊢	OU	Λ	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cal year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	ciiudi		9		x
10		TMT	13	10	X	
10	DIG GITY DOLDONG DOCUME SUDSKING CONTRIDUCTOR CUMING THE COLO TAX YOU! IT THE STREET A SCHEOUIN ISSUED THE NAMES AND ADDRESSES .	·				

Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► HAWTHORN, A PNC COMPANY Telephone no. ►215.58		419	
	Located at ▶ 1600 MARKET ST., 29TH FL., PHILADELPHIA, PA ZIP+4 ▶19	103		
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	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country	<u> </u>		
Pa	art 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.	<u> </u>	Yes	No
1a	During the year did the foundation (either directly or indirectly):	1 1		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	ŀ		1
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1 1		
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?]]		ļ
	(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)?			
	(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 X No			
	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1	* *****	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here	1b		<u> </u>
_	organizations raying and administration regarding diseases accordance of the control of the cont			į
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	ا ؞ ا		~ X
_	before the first day of the tax year beginning in 2012?	1c		
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)): 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	1		
•	before 2012? Let Vite foundation have any undistributed income (lines od and de, i art Vitr) for tax year(s) beginning Let Vitro for tax y			
	If "Yes," list the years , , ,			
	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		mr.
c	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	,		
3 <i>a</i>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			٠ ،
	during the year?			,
Ł	of "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	3ь		
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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		Х
	For	m QQA	DE /	20121

	1	1	1	ĺ
2 Compensation of five highest-paid employees (other than those in	cluded 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, othe allowances
NONE				
	1		ļ	
	7]	
		· · · · · · · · · · · · · · · · · · ·		
	7		1	
	 	 	1	
	-			
		 	 	
	╡			
Total number of other employees paid over \$50,000				<u> </u>
1 Otal mambal of other omprogram paid over 400,000				

Form **990-PF** (2012

THE AMES FAMILY FOUNDATION

Form 990-PF (2012) C/O PNC BANK, N.A AGENT	45-6	586111 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundary Paid Employees, and Contractors (continued)	Indation Managers, Highly	
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		
		İ
		
	 	i
		
		1
	 	
	 -{	
		
Total number of others receiving over \$50,000 for professional services		<u>▶</u> 0
Part IX-A Summary of Direct Charitable Activities	·	
List the foundation's four largest direct charitable activities during the tax year. Include relevant number of organizations and other beneficiaries served, conferences convened, research paper	statistical information such as the s produced, etc.	Expenses
1 N/A		
2		
<u> </u>		
3	+	
3		
		
4		
Dart IV-B Commons of Drogram Deleted Investments		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax ye	par on lines 1 and 2	Amount
	sal on lines 1 and 2.	Amount
1 <u>N/A</u>		
<u></u>		
2		
All other program-related investments. See instructions.		
3		

Form **990-PF** (2012)

Total. Add lines 1 through 3

Form 990-PF (2012) Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 3,327,781. a Average monthly fair market value of securities 1a b Average of monthly cash balances 1b 10 c Fair market value of all other assets 1d 3,327,781.d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e 2 Acquisition indebtedness applicable to line 1 assets 2 3 Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 3,277,864. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD 146,878. 6 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.) 146,878. Minimum investment return from Part X, line 6 8,321 2a Tax on investment income for 2012 from Part VI, line 5 356. b Income tax for 2012. (This does not include the tax from Part VI.) 8.677 c Add lines 2a and 2b 2с 138.201 3 Distributable amount before adjustments, Subtract line 2c from line 1 3 4 Recoveries of amounts treated as qualifying distributions 138,201 5 Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 ß 7 138,201 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 57,375. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 1b 2 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 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) 3Ь 57.375. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 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 6 6 Adjusted qualifying distributions. Subtract line 5 from line 4 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

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

1 Data Outside amount for 2012 from Part XI, Inter 2 1 Underwinder income, if any, as of the sed of 2012 2 Underwinder income, if any, as of the sed of 2012 3 Excess distributions carryover, if any, to 2012 4 From 2007 5 From 2008 6 From 2009 6 From 2010 1 Tratal of lines 3 at through 6 4 Qualifying distributions for 2012 from Part XII, line of 9 S 5 77, 375. 4 Applied to 2011, but not more than line 2 in Applied to undertibuted income of prior Part XII, line of 4 S 5 77, 375. 4 Applied to 2011 four four more of prior Part XII, line of 4 S 5 77, 375. 4 Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or than line 2 in Applied to 2011 four four or four four four four four f		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
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C/O PNC BANK, N.A. - AGENT

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c Any submission deadlines:	a the hame, address, and telephone numb	uei oi e-maii oi the perso	н со wnom аррисацонѕ s	110010 05 400188886	u,	
c Any submission deadlines:						
	b The form in which applications should b	e submitted and informa	tion and materials they sh	ould include:		
	e Any Suhmission deadlines					
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	- Any submission dedumes.					
	d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kinds of institutions	s, or other factors:	

Form 990-PF (2012) C/O PNC BANK, N.A. - AGENT

Part XV | Supplementary Information (continued)

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3 Grants and Contributions Paid During the Ye		Payment		
Recipient Recipient	If recipient is an individual		T	
	show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	recipient	GOND ID CLION	
a Paid during the year				
•	NONE	PUBLIC CHARITY		
JOHNSON MUSEUM	1	ł	ACQUISITION FUND IN	
ATTN.: PETER GOULD			HONOR OF FRANK	
ITHACA, NY 14853-4001			ROBINSON	25,000.
WALKER ART CENTER	NONE	PUBLIC CHARITY	IN SUPPORT OF AN	
ATTN.: OLGA VISO, 1750 HENNEPIN AVENUE			EXHIBITION BY JIM	
MINNEAPLOIS, MN 55403	ł	ł	HODGES	25,000.
				
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Total	<u> </u>		▶ 3a	50,000.
b Approved for future payment				
	ĺ	ĺ	[
NONE				
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Total			▶ 3b	0.

Form 990-PF (2012)

rait Avi-A Alialysis of income-rioducing Activity	Part XVI-A	Analysis of Income-Producing A	ctivities
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Enter gross amounts unless otherwise indicated.	Unrelated	ousiness income		by section 512, 513, or 514	(e)
group amounts amount of the management of	(a) Business	(b) Amount	Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a	_				
b					
c					
d		<u>-</u>			
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			14	104,693.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					***
6 Net rental income or (loss) from personal					
property					
7 Other investment income			14	65,348.	
8 Gain or (loss) from sales of assets other					
than inventory			18	257,486.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					-
1 Other revenue:					
a			1 1		
b					
c					
d					
e					
2 Subtotal. Add columns (b), (d), and (e)	-		0.	427,527.	
3 Total. Add line 12, columns (b), (d), and (e)	·			13	427,52
See worksheet in line 13 instructions to verify calculations.	١			~	, ,

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).
	
3621 -05-12	Form 990-PF (20

C/O PNC BANK, N.A. - AGENT

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

1	Did the or	nanization directly or indir	ectly engage in any o	f the followin	g with any other organizatio	n described in secti	on 501(c) of	I "	Yes	No
•					7, relating to political organ					
•		from the reporting founda								
•	(1) Cash		nion to a nononamas	io anompi org	garnzanon on			1a(1)		X
	(1) Oddin							1a(2)		X
	Other tran							15(2)		
U			nla avamnt arganizati	۸n				1b(1)		$\mathbf{x}^{}$
		of assets to a noncharitat hases of assets from a nor						1b(2)		<u>x</u>
			•	yanızanını				1b(3)		X
	• •	al of facilities, equipment, o	ni onici assers					1b(4)		$\frac{x}{x}$
		bursement arrangements						1b(5)		X
	٠.	s or loan guarantees						_		X
		rmance of services or me	•	=				1b(6)		X
		f facilities, equipment, mai					and at a solution of the speeds of	16		
đ					dule. Column (b) should alv				eis,	
					ed less than fair market valu	e in any transaction	or snaring arrangement, s	now iii		
/a.\.		d) the value of the goods,			avamet arganization	(4) 5				
ajL	ine no	(b) Amount involved	(c) Name of		exempt organization	(0) Description	of transfers, transactions, and	sharing an	angeme	nts
			,	N/A						
						_				
					<u> </u>					
					· · ·					
2a	Is the fou	ndation directly or indirect	tly affiliated with, or re	elated to, one	or more tax-exempt organi	zations described	<u> </u>			
		501(c) of the Code (other						Yes	X	No
ь		omplete the following sch								
		(a) Name of org			(b) Type of organization		(c) Description of relations	hip		
		N/A								
										
	-	·								
				-						
					g accompanying schedules and			the IHS	fiecues 1	hie
Si	an and b	elief, it is true, correct, and con	nplete Declaration of pre	parer (other than	n taxpayer) is based on all inform	nation of which prepare	retu	rn with the	e prepar	er
	ere	- 2			1/1-8-10	7 TRUSTE		Yes	(366 1113	"No
		nature of officer or trustee			Date	Title				
		Print/Type preparer's na	ıme l	Preparer's s		Date	Check if PTIN			
		, po proparor o no					self- employed			
Pa	nid	ATHUR S. A	ਜ਼ ਸ਼ੁਣ)	78	5/7/2013	· · · ·	0751	564	
	eparer	Firm's name ► PNC		Δ .		11/213	Firm's EIN ▶ 22-1:			
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J	,c Omy	Firm's address ▶ 16	UU MYDREW	Qm _	HAWTHORN, 29	ਾਮ	 			
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Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Employer identification number Name of the organization THE AMES FAMILY FOUNDATION 45-6586111 C/O PNC BANK, N.A. - AGENT Organization type (check one) Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization 501(c)(3) exempt private foundation Form 990-PF 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions **General Rule** X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. **Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-FF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization
THE AMES FAMILY FOUNDATION
C/O PNC BANK, N.A. - AGENT

Employer identification number

45-6586111

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition	nal space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEVEN AMES 1600 MARKET STHAWTHORN 29TH FL. PHILADELPHIA, PA 19103	\$ 250,635.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	HARRIET AMES CHARITABLE TRUST 1600 MARKET STHAWTHORN 29TH FL. PHILADELPHIA, PA 19103	\$3,009,615.	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization

THE AMES FAMILY FOUNDATION

C/O PNC BANK, N.A. - AGENT

Employer identification number

45-6586111

	NC BANK, N.A AGENT		5-6586111
Part II	Noncash Property (see instructions). Use duplicate copies of Part II if	additional space is needed.	- ,
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,250 SHS. WELLS FARGO & CO.		
		\$ 250,635.	02/08/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MARKETABLE SECURITIES, DETAIL RECORDS AVAILABLE FROM TRUSTEE		
		\$3,009,615.	02/23/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	·
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of org	3 (Form 990, 990-EZ, or 990-PF) (2012)		Page 4
-	MES FAMILY FOUNDATION		Employor roomandadon nambor
	IC BANK, N.A AGENT		45-6586111
Part III	Exclusively religious, charitable, etc., indiv	vidual contributions to section 501(c)(7)), (8), or (10) organizations that total more than \$1,000 for the completing Part III, enter eyear. (Enter this information once.)
	the total of <i>exclusively</i> religious, charitable, etc	c., contributions of \$1,000 or less for the	year. (Enter this information once.)
(a) No.	Use duplicate copies of Part III if addition	al space is needed.	
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Parti			
<u> </u>			
		(e) Transfer of gift	
1	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee
(a) No.		<u> </u>	
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
			_
		(e) Transfer of gift	
}-	Transferee's name, address, ar	1d ZIP + 4	Relationship of transferor to transferee
(a) No			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
			_
F		(e) Transfer of gift	<u></u>
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee
ŀ			
(a) Na			
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I			
-		(a) Transfer of with	
		(e) Transfer of gift	
	Transferee's name, address, ar	Relationship of transferor to transferee	
Γ			
1			

FORM 990-PF DIVIDENT	OS AND	INTER	EST FRO	M SEC	URITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A))
DIVIDENDS INTEREST	_		90,698 22,844		8,849.	81,84 22,84	
TOTAL TO FM 990-PF, PART I, I	LN 4 =		113,542	•	8,849.	104,69	93.
FORM 990-PF	O'.	rher I	NCOME			STATEMENT	2
DESCRIPTION			(A) REVENU PER BOO		(B) NET INVEST- MENT INCOME		
ENBRIDGE ENERGY PARTNERS LP 39-1715850 ENTERPRISE PRODUCTS PARTNERS	I.P		43	,744.	43,744	•	
76-0568219 AMERIGAS PARTNERS LP 23-27879 ENERGY TRANSFER EQUITY LP			1	,030.	1,030		
30-0108820 ENERGY TRANSFER PARTNERS LP 73-1493906				1. 2.	1 2		
REGENCY ENERGY PARTNERS LP 16-1731691 PLAINS ALL AMERICAN PIPELINE	I.P			0.	0		
76-0582150 PAA NATURAL GAS STORAGE LP 27-1679071			20	,574. -3.	20,574 -3		
TOTAL TO FORM 990-PF, PART I	, LINE	11	65	,348.	65,348	-	
FORM 990-PF		LEGAL	FEES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B NET IN MENT I	VEST-		(D) CHARITAI E PURPOSI	
				•			
DAVIS POLK & WARDWELL LLP - LEGAL SERVICES		7,350.		0	•	7,3	50.

FORM 990-PF (OTHER PROFES	SIONAL FEES	S	TATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PNC INVESTMENT MANAGEMENT FEES	10,682.	10,682.		0.
TO FORM 990-PF, PG 1, LN 16C	10,682.	10,682.		0.
FORM 990-PF	TAX	ES	S'	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX - ESTIMATED TAX, CURRENT YEAR FOREIGN TAXES	9,300. 805.			0.
TO FORM 990-PF, PG 1, LN 18	10,105.	805.		0.
FORM 990-PF	OTHER E	XPENSES	S'	PATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPARTMENT OF LAW - ONE-TIME REGISTRATION FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.
	FOOTN		S'	TATEMENT

FORM 990-PF OTHER INCREASES IN NET ASSETS OR F	UND BALANCES	STATEMENT	8
DESCRIPTION		TUUOMA	
ADJUST. FOR ENBRIDGE ENERGY PARTNERS LP BOOK VAL ADJUST. FOR PLAINS ALL AMERICAN PIPELINE LP BOOK		9,96	
TOTAL TO FORM 990-PF, PART III, LINE 3		43,72	23.
FORM 990-PF OTHER DECREASES IN NET ASSETS OR	FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
DIFFERENCE BETWEEN TAX EFFECTIVE DATE AND POSTIN ADJUST. FOR CASH RECEIVED FROM PARTNERSHIPS	G DATE	10,18 24,89	
TOTAL TO FORM 990-PF, PART III, LINE 5		35,07	78.
FORM 990-PF CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET	r
CORPORATE COMMON STOCK	361,517.	650,16	50.
TOTAL TO FORM 990-PF, PART II, LINE 10B	361,517.	650,16	50.
FORM 990-PF CORPORATE BONDS		STATEMENT	11
DESCRIPTION	BOOK VALUE	FAIR MARKET	e
DEBCKIT 110N			
CORPORATE BONDS	380,483.	477,64	18.

FORM 990-PF OTI	HER INVESTMENTS		STATEMENT 1
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ETF'S, MUTUAL FUNDS & LIMITED PARTNERSHIPS	COST	1,551,877.	2,039,399
TOTAL TO FORM 990-PF, PART II, LII	NE 13	1,551,877.	2,039,399
	STANTIAL CONTRIB VII-A, LINE 10	UTORS	STATEMENT 1
NAME OF CONTRIBUTOR	ADDRESS		
STEVEN AMES	C/O PNC BANK, PHILADELPHIA,	NA-HAWTHORN 29 PA 19103	TH FL
HARRIET AMES CHARITABLE TRUST	C/O PNC BANK, PHILADELPHIA,	NA-HAWTHORN 29 PA 19103	TH FL

C/O PNC BANK, N.A. - AGENT PAGE 1 Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse, or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 12000 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PO 04/06/1103/12/12 ח 02/09/0910/02/12 b 11753.524 CALAMOS CONVERTIBLE FUND D 01/07/0812/13/12 D c 3000 ENBRIDGE ENERGY PARTNERS LP 07/15/0910/02/12 d 1250 ISHARES S&P US PREFERRED STOCK ETF INDEX FD D 750 ISHARES S&P US PREFERRED STOCK ETF INDEX FD D 12/11/0910/02/12 06/01/1210/02/12 1 1250 ISHARES S&P US PREFERRED STOCK ETF INDEX FD D g 1500 PLAINS ALL AMERICAN PIPELINE LP D 02/11/0812/13/12 D 12/18/9002/14/12 h 8250 WELLS FARGO & COMPANY CAPITAL GAINS DIVIDENDS m n 0 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 119,640 -2,520. 117,120 а 163,784. 114,274. 196,872. 33,088. b -32,616.81,658. 49,604. 41,363. 8,241. d 29,762. 27,090. 2,672. е 47,342. 2,262. 49,604. 67,693. 56,840. 10,853. 250,396. 23,739. 226,657. h 8,849. 8,849. m Π 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any -2,520. 33,088. b -32,616. 8,241. d 2,672. е 2,262. 10,853. 226,657. h 8,849. m n 0 If gain, also enter in Part I, line 7 257,486. 2 Capital gain net income or (net capital loss) 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):

3

N/A

If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8