



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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.

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation: **Schell Family Foundation**

Number and street (or P O box number if mail is not delivered to street address): **1604 Bay Ave.**

Room/suite: _____

City or town, state, and ZIP code: **Lewes, DE 19958**

A Employer identification number: **51-0414669**

B Telephone number: _____

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 3,124,493.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</i>					
Revenue	1 Contributions, gifts, grants, etc., received	2,075.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,167.	85,167.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<6,570.>			
	b Gross sales price for all assets on line 6a	89,561.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	80,672.	85,167.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	2,050.	0.		2,050.
	c Other professional fees Stmt 3	31,217.	15,608.		15,609.
	17 Interest				
	18 Taxes Stmt 4	2,251.	2,251.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses Stmt 5	25.	0.		25.	
24 Total operating and administrative expenses. Add lines 13 through 23	35,543.	17,859.		17,684.	
25 Contributions, gifts, grants paid	130,000.			130,000.	
26 Total expenses and disbursements. Add lines 24 and 25	165,543.	17,859.		147,684.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<84,871.>				
b Net investment income (if negative, enter -0-)		67,308.			
c Adjusted net income (if negative, enter -0-)			N/A		

RECEIVED
MAY 16 2013
OGDEN, UT

SCANNED MAY 20 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		17,960.	29,847.	29,847.
	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		2,220,524.	2,123,766.	3,094,646.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,238,484.	2,153,613.	3,124,493.	
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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	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		2,238,484.	2,153,613.		
30	Total net assets or fund balances		2,238,484.	2,153,613.		
31	Total liabilities and net assets/fund balances		2,238,484.	2,153,613.		

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	2,238,484.
2	Enter amount from Part I, line 27a	2	<84,871.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,153,613.
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	2,153,613.

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 1400 SHS ZIMMER HOLDINGS INC	P	12/27/05	10/31/12
b GDC Class Action Settlement	P	Various	07/10/12
c Capital Gains Dividends			
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 89,497.		96,131.	<6,634.>
b 20.			20.
c 44.			44.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<6,634.>
b			20.
c			44.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<6,570.>
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	138,281.	3,049,883.	.045340
2010	135,011.	2,907,052.	.046443
2009	183,124.	2,518,344.	.072716
2008	179,227.	3,400,732.	.052702
2007	174,553.	3,784,227.	.046126

2 Total of line 1, column (d)	2	.263327
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	.052665
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,090,138.
5 Multiply line 4 by line 3	5	162,742.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	673.
7 Add lines 5 and 6	7	163,415.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	147,684.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,346.
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	1,346.
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	1,346.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,251.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,450.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,701.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,355.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,355. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>GLENMEDE TRUST COMPANY</u> Telephone no. ► <u>302-661-2900</u> Located at ► <u>1201 N. MARKET STREET, SUITE 1501, WILMINGTON, DE</u> ZIP+4 ► <u>19801-1163</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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
DEBORAH HARRIS SCHELL 1604 BAY AVENUE LEWES, DE 19958	PRESIDENT 10.00	0.	0.	0.
JOSEPH M. SCHELL 1604 BAY AVENUE LEWES, DE 19958	SECRETARY/TREASURER 10.00	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.

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	3,104,805.
b	Average of monthly cash balances	1b	32,391.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,137,196.
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	3,137,196.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,058.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,090,138.
6	Minimum investment return. Enter 5% of line 5	6	154,507.

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	154,507.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,346.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,346.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	153,161.
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	153,161.

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	147,684.
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	147,684.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,684.

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				153,161.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			128,083.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 147,684.				
a Applied to 2011, but not more than line 2a			128,083.	
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				19,601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				133,560.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

See Statement 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITY	GENERAL	130,000.
Total			▶ 3a	130,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
GLENMEDE TRUST	85,211.	44.	85,167.
Total to Fm 990-PF, Part I, ln 4	85,211.	44.	85,167.

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	2,050.	0.		2,050.
To Form 990-PF, Pg 1, ln 16b	2,050.	0.		2,050.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INFOSYS TECHNOLOGIES-SP ADR	76.	38.		38.
PETROLEO BRASILEIRO S.A.-ADR	60.	30.		30.
GLENMEDE CUSTODIAN FEES SAP DEM PAR PEF \$0.508 PFD	31,061.	15,530.		15,531.
	20.	10.		10.
To Form 990-PF, Pg 1, ln 16c	31,217.	15,608.		15,609.

Form 990-PF	Taxes	Statement	4
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	2,251.	2,251.		0.
To Form 990-PF, Pg 1, ln 18	2,251.	2,251.		0.

Form 990-PF	Other Expenses	Statement	5
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LICENSE FEE	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

Form 990-PF	Corporate Stock	Statement	6
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	2,123,766.	3,094,646.
Total to Form 990-PF, Part II, line 10b	2,123,766.	3,094,646.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	7
-------------	--	-----------	---

Name of Manager

DEBORAH HARRIS SCHELL
JOSEPH M. SCHELL

Schell Family Foundation

EIN: 51-0414669

December 31, 2012

Form 990-PF

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
11/21/2012	Jusst Sooup Ministry, Inc 18483 Cool Spring Road Milton, DE 19968	10,000
11/21/2012	City Church Philadelphia 3720 Source Street, Box 449 Philadelphia, PA 19104	15,000
11/21/2012	Boys and Girls Clubs of Delaware 669 South Union Street Wilmington, DE 19805	5,000
11/23/2012	City Church Philadelphia 3720 Source Street, Box 449 Philadelphia, PA 19104	4,600
11/21/2012	It's All Good in Delaware, Inc. PO Box 493 Camden-Wyoming, DE 19934	5,000
11/21/2012	Rehoboth Art League, Inc. 12 Dodds Lane Henlopen Acres Rehoboth Beach, DE 19971	5,000
11/21/2012	Beebe Medical Foundation 902 Savannah Road Lewes, DE 19958	10,000
11/21/2012	Delaware Community Foundation Sussex Prep Fund PO Box 1636 Wilmington, DE 19899	25,000
11/23/2012	Habitat for Humanity P.O. Box 759 Georgetown, DE 19947	10,000
11/21/2012	The Nature Conservancy 100 West 10th Street, Suite 1107 Wilmington, DE 19801	10,000
11/23/2012	The Nature Conservancy 100 West 10th Street, Suite 1107 Wilmington, DE 19801	5,000
11/23/2012	The Tatnall School 1501 Barley Mill Road Wilmington, DE 19807	5,000
12/7/2012	University of Delaware Office of Development and Alumni Relations Services Newark, DE 19716	15,000
11/23/2012	Village Church of East Atlanta 457 Flat Shoals Ave, Suite 18 Atlanta, GA 30316	400
12/27/2012	Cedar Park Neighbors c/o Calvary Community Center 4740 Baltimore Avenue Philadelphia, PA 19143	5,000

130,000

GLENMEDE

INVESTMENT AUTHORITY
Shared

STATEMENT OF ASSETS
SCHELL FAMILY FOUNDATION INV ADV PRI
12/31/12

Schell Family Foundation
EIN: 51-0414669
990-PF
December 31, 2012
Page 1 of 3

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
16503	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	16,503	1.00	16,503		0	0.00 *
0+	Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total									
				16,503		16,503		0	0.00
Equities									
Basic Industries									
600	BOEING CO. (BA)		76.14	45,684	75.36	45,216	468-	1,164	2.57
900	CATERPILLAR INC. (CAT)		56.68	51,016	89.61	80,648	29,632	1,872	2.32
950	DEERE & CO (DE)		93.53	88,854	86.42	82,099	6,755-	1,748	2.13
1600	E I DU PONT DE NEMOURS & CO. (DD)		54.98	87,968	44.98	71,966	16,002-	2,752	3.82
1200	EMERSON ELECTRIC CO. (EMR)		40.06	48,072	52.96	63,552	15,480	1,968	3.10
1200	HONEYWELL INTERNATIONAL INC (HON)		38.76	46,512	63.47	76,164	29,652	1,968	2.58
600	MONSANTO CO (MON)		142.52	85,513	94.65	56,790	28,723-	900	1.58
1600	RIO TINTO PLC - SPON ADR (RIO)		27.22	43,552	58.09	92,944	49,392	2,648	2.85
1000	UNITED PARCEL SERVICE - CL B (UPS)		60.06	60,060	73.73	73,730	13,670	2,280	3.09
800	UNITED TECHNOLOGIES CORP (UTX)		65.93	52,744	82.01	65,608	12,864	1,712	2.61
Total				609,975		708,717	98,742	19,012	2.68
Consumer Discretionary									
1800	NIKE INC CL B (NKE)		29.52	53,127	51.60	92,880	39,753	756	0.81
Total				53,127		92,880	39,753	756	0.81
Consumer Staples									
1700	ALTRIA GROUP INC (MO)		9.06	15,395	31.44	53,448	38,053	2,992	5.60
Total				15,395		53,448	38,053	2,992	5.60

STATEMENT OF ASSETS
 SCHELL FAMILY FOUNDATION INV ADV PRI
 12/31/12

GLENMEDE

INVESTMENT AUTHORITY
 Shared

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
1400	COSTCO WHOLESALE CORP (COST)		36.14	50,596	98.73	138,222	87,626	1,540	1.11 #
1300	PEPSICO INC. (PEP)		65.21	84,778	68.43	88,959	4,181	2,795	3.14
1900	PHILIP MORRIS INTERNATIONAL (PM)		20.80	39,529	83.64	158,916	119,387	6,460	4.07
	Total			190,298		439,545	249,247	13,787	3.14
Energy									
1000	ANADARKO PETROLEUM CORP. (APC)		22.28	22,284	74.31	74,310	52,026	360	0.48
700	CHEVRON CORP (CVX)		82.23	57,561	108.14	75,698	18,137	2,520	3.33
3600	HALLIBURTON CO. (HAL)		24.72	88,994	34.69	124,884	35,890	1,296	1.04 #
3000	PETROLEO BRASILEIRO S.A.-ADR (PBR)		13.23	39,701	19.47	58,410	18,709	1,330	0.56
	Total			208,540		333,302	124,762	4,506	1.35
Financials									
1600	AFLAC CORP. (AFL)		44.73	71,560	53.12	84,992	13,432	2,240	2.64
1500	JPMORGAN CHASE & CO (JPM)		47.06	70,590	43.97	65,954	4,636-	1,800	2.73
	Total			142,150		150,946	8,796	4,040	2.68
Health Care									
1000	JOHNSON & JOHNSON (JNJ)		57.51	57,510	70.10	70,100	12,590	2,440	3.48
3000	MERCK & CO INC (MRK)		32.73	98,190	40.94	122,820	24,630	5,160	4.20
1500	NOVARTIS AG ADR (NVS)		49.80	74,700	63.30	94,950	20,250	3,159	3.33
1477	PFIZER INC. (PFE)		17.77	26,246	25.08	37,042	10,796	1,418	3.83
	Total			256,646		324,912	68,266	12,177	3.75
Technology									
350	APPLE INC. (AAPL)		84.30	29,505	532.17	186,261	156,756	3,710	1.99



GLENMEDE

INVESTMENT AUTHORITY
Shared

STATEMENT OF ASSETS
SCHELL FAMILY FOUNDATION INV ADV PRI
12/31/12

Schell Family Foundation
EIN: 51-0414669
990-PF
December 31, 2012
Page 3 of 3

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
3000	CISCO SYSTEMS (CSCO)		18.54	55,620	19.65	58,948	3,328	1,680	2.85
3700	CORNING INC. (GLW)		7.10	26,270	12.62	46,694	20,424	1,332	2.85
1900	INFOSYS LTD (INFY)		45.83	87,072	42.30	80,370	6,702	1,197	1.49
4000	INTEL CORP (INTC)		19.33	77,320	20.62	82,480	5,160	3,600	4.36
600	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		85.14	51,084	191.55	114,930	63,846	2,040	1.77
2000	ORACLE CORP (ORCL)		22.14	44,280	33.32	66,640	22,360	480	0.72
1000	SAP AG - SPONSORED ADR ONE ADR REPRESENTS 1/12TH OF A PREFERRED SHARE (SAP)		22.71	22,708	80.38	80,380	57,672	675	0.84
	Total			393,859		716,703	322,844	14,714	2.05
	Other Assets								
600	BHP LIMITED - SPONS ADR (BHP)		73.60	44,160	78.42	47,052	2,892	1,344	2.86
1500	RENAISSANCE RE HOLDINGS LTD (RNR)		44.35	66,577	81.26	121,890	55,363	1,620	1.33 #
	Total			110,687		168,942	58,255	2,964	1.75
	International Mutual Funds								
700	1 SHARES MSCI BRAZIL (EWZ)		71.36	49,950	55.94	39,158	10,792	1,098	2.80
1500	1 SHARES MSCI EMERGING MKT IN (EEM)		38.97	58,455	44.35	66,525	8,070	1,118	1.68
2172+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		23.37	50,751	24.41	53,016	2,266	439	0.83 #
	Total			159,156		158,699	456	2,655	1.67
	Equities Total			2,124,438		3,094,646	970,208	74,611	2.41
	<i>2012 Ishares MSCI Brazil Nondividend dist</i>			<i>- 672</i>					
				<i>2,123,766</i>					

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. Schell Family Foundation	Employer identification number (EIN) or 51-0414669
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1604 Bay Ave.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Lewes, DE 19958	

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

0 4

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

GLENMEDE TRUST COMPANY - 1201 N. MARKET STREET, SUITE

- The books are in the care of ▶ **1501 - WILMINGTON, DE 19801-1163**
Telephone No. ▶ **302-661-2900** FAX No. ▶ _____

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,701.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,251.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,450.

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

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