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Form 990-PF

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

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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 01-01-2012, and ending 12-31-2012

Name of foundation THOMAS W PANGBORN, A Employer identification number 52-6073332, B Telephone number (412) 762-3792, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 21,980,840, J Accounting method Cash

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (27).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	621,730	698,979	698,979			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	2,857,432 <input type="checkbox"/>	2,812,482	2,842,148			
	b Investments—corporate stock (attach schedule)	4,023,809 <input type="checkbox"/>	4,307,306	5,226,545			
	c Investments—corporate bonds (attach schedule)	2,485,889 <input type="checkbox"/>	1,827,885	1,915,295			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	10,211,302 <input type="checkbox"/>	10,648,516	11,297,873			
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,200,162	20,295,168	21,980,840				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe <input type="checkbox"/> _____)						
	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	19,794,459	20,165,068				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
29 Retained earnings, accumulated income, endowment, or other funds	405,703	130,100					
30 Total net assets or fund balances (see page 17 of the instructions)	20,200,162	20,295,168					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,200,162	20,295,168					

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	20,200,162
2	Enter amount from Part I, line 27a	2	90,458
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	17,821
4	Add lines 1, 2, and 3	4	20,308,441
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	13,273
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,295,168

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	572,140
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	485,288	20,684,568	0.023461
2010	526,651	19,169,608	0.027473
2009			
2008			
2007			

2	Total of line 1, column (d).	2	0.050934
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	0.025467
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	21,273,135
5	Multiply line 4 by line 3.	5	541,763
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,582
7	Add lines 5 and 6.	7	552,345
8	Enter qualifying distributions from Part XII, line 4.	8	937,802

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	10,582
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	10,582
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	10,582
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,466
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	19,466
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	8,884
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 5,292 Refunded ▶	11	3,592

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14 The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-3792 Located at ▶620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA ZIP+4 ▶152222705			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input checked="" type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶	15		0
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b			No

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3	0
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	21,597,091
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,597,091
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	21,597,091
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	323,956
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,273,135
6	Minimum investment return. Enter 5% of line 5.	6	1,063,657

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	1,063,657
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	10,582
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,582
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,053,075
4	Recoveries of amounts treated as qualifying distributions.	4	1,496
5	Add lines 3 and 4.	5	1,054,571
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	1,054,571

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	937,802
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	937,802
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	10,582
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	927,220

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				1,054,571
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			921,288	
b Total for prior years 20___, 20___, 20___		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 ▶ \$ <u>937,802</u>				
a Applied to 2011, but not more than line 2a			921,288	
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.				16,514
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,038,057
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	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)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 934,998
b <i>Approved for future payment</i>				
Total				3b 0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2013-11-07 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [] Yes [x] No

Paid Preparer Use Only
Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SALES OF PUBLICLY TRADED SECURITIES			
CLASS ACTION SETTLEMENTS	P		
ENTERPRISE PRODUCTS PARTNERS LP	P		
EATON FUND			
ENTERPRISE PRODUCTS PARTNERS LP			
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,941,000		8,406,914	534,086
374			374
		3	-3
17,821		13,306	4,515
43,886		39,644	4,242
28,926			28,926

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			534,086
			374
			-3
			4,515
			4,242
			28,926

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY,OK 73172	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
AMERICAN LUNG ASSOCIATION 14 WALL STREET SUITE 8C NEW YORK,NY 10005	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
ASSOCIATION OF KNIGHTS AND LADIES OF THE EQUESTRIAN ORDER 1011 FIRST AVENUE ROOM 1500 NEW YORK,NY 10022	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
ASSOCIATION OF MASTER KNIGHTS 1011 FIRST AVENUE ROOM 1500 NEW YORK,NY 10022	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
BOY SCOUTS OF AMERICA 18600 CRESTWOOD DRIVE HAGERSTOWN,MD 21742	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
BOYS AND GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET NE ATLANTA,GA 30309	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
CATHOLIC UNIVERSITY OF AMERICA LIFE CYCLE INSTITUTE ROOM 116 WASHINGTON,DC 20064	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	65,450
DOMINICAN SISTERS OF THE PERPETUAL ROSARY INC 217 NORTH 68TH STREET MILWAUKEE,WI 53213	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
GIRL SCOUTS USA 420 FIFTH AVENUE 11TH FLOOR NEW YORK,NY 10018	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
HAGERSTOWN GIRLS CLUB 626 WASHINGTON AVENUE HAGERSTOWN,MD 21740	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
HEART ASSOCIATION OF MARYLAND PO BOX 22249 ST PETERSBURG,FL 33742	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
HOME AND FOREIGN MISSION SOCIETY 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	28,050
KENNEDY KRIEGER CHILDRENS HOSPITAL 2931 EAST BIGGLE STREET BALTIMORE,MD 21213	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
LEAGUE LITTLE FLOWER COUNTRY SCHOOLS OF THE ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	28,050
LITTLE SISTERS OF THE POOR BALTIMORE INC 601 MAIDEN CHOICE LANE BALTIMORE,MD 21228	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LITTLE SISTERS OF THE POOR WASHINGTON DC 4200 HAREWOOD ROAD NE WASHINGTON,DC 20017	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
LOYOLA RETREAT HOUSE 9270 LOYOLA RETREAT ROAD FAULKNER,MD 20632	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
LOYOLA UNIVERSITY MARYLAND INC 4501 NORTH CHARLES STREET BALTIMORE,MD 21210	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS,NY 10605	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
MERCY MEDICAL CENTER INC 301 ST PAUL PLACE BALTIMORE,MD 21202	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
MERITUS MEDICAL CENTER 11116 MEDICAL CAMPUS ROAD HAGERSTOWN,MD 21742	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	46,750
MOUNT SAINT MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG,MD 21727	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	46,750
NATIONAL SHRINE OF THE IMMACULATE CONCEPTION 400 MICHIGAN AVENUE NE WASHINGTON,DC 20017	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
NATIONAL SOCIETY TO PREVENT BLINDNESS AMERICA 211 W WACKER DR STE 1700 CHICAGO,IL 60606	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
PASTOR ST ANN'S HAGERSTOWN ROMAN CATHOLIC CONGREGATION 1525 OAK HILL AVENUE HAGERSTOWN,MD 21742	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675
ROMAN CATHOLIC ARCHBISHOP OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	331,923
SALVATION ARMY OF WASHINGTON COUNTY PO BOX 747 HAGERSTOWN,MD 21741	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
SCHOOL SISTERS OF NOTRE DAME 6401 NORTH CHARLES STREET BALTIMORE,MD 21212	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	18,700
SERVANTS OF RELIEF FOR INCURABLE CANCER 1315 W HUNTING PARK AVE PHILADELPHIA,PA 19140	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
ST MARYS HAGERSTOWN ROMAN CATHOLIC CONGREGATION INC 224 WEST WASHINGTON STREET HAGERSTOWN,MD 21740	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	4,675

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST VINCENT DE PAUL SOCIETY 2305 N CHARLES ST STE 300 BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
STELLA MARIS INC 2300 DULANEY VALLEY ROAD TIMONIUM, MD 21093	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	23,375
THE CATHEDRAL FOUNDATION INC 880 PARK AVENUE BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
TRUSTEES OF THE ENDOWMENT FUND 655 W BALTIMORE ST STE 190 BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	28,050
UNITED WAY FUND OF WASHINGTON COUNTY 33 WEST FRANKLIN STREET 203 HAGERSTOWN, MD 21740	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL SOUTH BEND, IN 46556	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	37,400
WASHINGTON COUNTY FREE LIBRARY 100 S POTOMAC STREET HAGERSTOWN, MD 21740	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	9,350
WASHINGTON COUNTY MUSEUM OF FINE ARTS P O BOX 423 HAGERSTOWN, MD 21741	NONE	PUBLIC CHARITY	GENERAL FINANCIAL SUPPORT	14,025
Total				934,998

TY 2012 Accounting Fees Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	700	0		700

**TY 2012 All Other Program
Related Investments Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount
N/A	0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,827,885	1,915,295

**TY 2012 Investments Corporate
Stock Schedule****Name:** THOMAS W PANGBORN**EIN:** 52-6073332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	4,307,306	5,226,545

**TY 2012 Investments Government
Obligations Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

**US Government Securities - End of
Year Book Value:** 2,812,482

**US Government Securities - End of
Year Fair Market Value:** 2,842,148

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Investments - Other Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MBS CMO ASSET BACKED	AT COST	259,516	274,929
LIMITED PARTNERSHIPS	AT COST	492,213	488,195
MUTUAL FUNDS EQUITY	AT COST	7,933,765	8,674,694
MUTUAL FUNDS FIXED	AT COST	1,963,022	1,860,055

TY 2012 Other Decreases Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Amount
REVERSAL OF PRIOR YEAR ENTRY	67
EATON FUND MANDATORY MERGER DELIVERY	13,206

TY 2012 Other Expenses Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND PROCESSING FEES	101	101		0
HATTERAS CORE ALT PORTFOLIO EXP	0	1,402		0
IRS INTEREST PENALTY	366	0		0

TY 2012 Other Income Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTIONS	1,956	0	1,956
LINN ENERGY LLC ORDINARY BUSINESS INCOME		0	
ENTERPRISE PRODUCTS PARTNERS ORDINARY BUSINESS INCOME		2,983	
HATTERAS CORE ALT PART INC		1,773	
REFUND OF FEES	1,496		1,496
CLASS ACTION PROCEEDS	374		374
FEE REIMBURSEMENT	28,419	28,419	28,419
CONSENT PAYMENT	50		50

TY 2012 Other Increases Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Amount
EATON FUND MANDATORY MERGER RECEIPT	17,821

TY 2012 Taxes Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX BALANCE DUE	24,263	0		0
FEDERAL EXCISE TAX ESTIMATE PAYMENTS	19,466	0		0
FOREIGN TAXES	357	357		0