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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE CERES FOUNDATION INC		A Employer identification number 58-2479387	
Number and street (or P O box number if mail is not delivered to street address) 328 EAST BAY STREET		B Telephone number (see instructions) (843) 377-0782	
City or town, state, and ZIP code CHARLESTON, SC 29401		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,878,815	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	289,503	289,503		
	4 Dividends and interest from securities.	340,253	340,253		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,516,644			
	b Gross sales price for all assets on line 6a _____ 17,166,880				
	7 Capital gain net income (from Part IV, line 2)		1,516,644		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 7,710	0		
	12 Total. Add lines 1 through 11	2,154,110	2,146,400		
	13 Compensation of officers, directors, trustees, etc	60,000	0		60,000
	14 Other employee salaries and wages	11,344	0		11,344
	15 Pension plans, employee benefits	1,000	0		0
	16a Legal fees (attach schedule)	 16,785	0		6,321
	b Accounting fees (attach schedule)	 5,000	0		2,500
	c Other professional fees (attach schedule)	 280,425	280,425		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 18,229	12,340		4,590
	19 Depreciation (attach schedule) and depletion	 53,070	0		
	20 Occupancy	89,596	0		89,596
	21 Travel, conferences, and meetings	4,089	0		4,089
	22 Printing and publications				
	23 Other expenses (attach schedule)	 14,379	12,724		1,655
	24 Total operating and administrative expenses. Add lines 13 through 23	553,917	305,489		180,095
	25 Contributions, gifts, grants paid	1,084,000			1,084,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,637,917	305,489		1,264,095
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	516,193			
	b Net investment income (if negative, enter -0-)		1,840,911		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	2,319,511	2,570,642	2,570,642
	3	Accounts receivable ▶ <u>251,242</u>			
		Less allowance for doubtful accounts ▶ _____		251,242	251,242
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	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) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		14,480	14,480
	10a	Investments—U S and state government obligations (attach schedule)	559,790	 318,753	361,850
	b	Investments—corporate stock (attach schedule)	10,737,110	 11,811,984	13,499,717
	c	Investments—corporate bonds (attach schedule).	4,049,748	 3,746,525	3,942,881
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	6,726,475	 6,248,271	6,827,444	
14	Land, buildings, and equipment basis ▶ <u>2,310,818</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>512,259</u>	1,851,629	 1,798,559	1,798,559	
15	Other assets (describe ▶ _____)	 612,000	 612,000	 612,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,856,263	27,372,456	29,878,815	
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 ▶ _____)	 1,316	 1,316	
	23	Total liabilities (add lines 17 through 22)	1,316	1,316	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	26,854,947	27,371,140	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	26,854,947	27,371,140	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,856,263	27,372,456	

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)	126,854,947
2	Enter amount from Part I, line 27a	2516,193
3	Other increases not included in line 2 (itemize) ▶ _____	30
4	Add lines 1, 2, and 3	427,371,140
5	Decreases not included in line 2 (itemize) ▶ _____	50
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	627,371,140

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) 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 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	1,516,644
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	1,268,573	26,789,690	0 047353
2010	1,389,633	26,271,606	0 052895
2009	1,432,027	24,293,222	0 058948
2008	973,284	30,931,910	0 031465
2007	784,539	30,377,851	0 025826

2	Total of line 1, column (d).	2	0 216487
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 043297
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	25,661,886
5	Multiply line 4 by line 3.	5	1,111,083
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,409
7	Add lines 5 and 6.	7	1,129,492
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	1,264,095

Part VIExcise 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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	18,409
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	18,409
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	18,409
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,480	
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	14,480
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	3,929
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DIANE D TERNI STEPHEN GAVEL Telephone no ▶(843) 377-0782 Located at ▶328 EAST BAY STREET CHARLESTON SC ZIP +4 ▶29401			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b	Yes	
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?. ☐ Yes ☒ 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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 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)? (see instructions).		☐ 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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?		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 (see instructions).				
(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
DIANE D TERNI	PRESIDENT/DIRECTOR	0	0	0
BREWTON PLANTATION YEMASSEE, SC 29945	4 00			
STEPHEN L GAVEL	EXECUTIVE	60,000	0	0
BREWTON PLANTATION YEMASSEE, SC 29945	DIRECTOR			
FRANK GAVEL JR	VICE	0	0	0
14 WILLOW BROOK LANE NEWTOWN, CT 06470	PRESIDENT/DIRECTOR			
LINDA GAVEL WEBB	VICE	0	0	0
3861 COUNTRY CLUB ROAD TROUTVILLE, VA 24175	PRESIDENT/DIRECTOR			
1 00				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EAGLE ASSET MANAGEMENT	INVESTMENT MANAGEMENT	280,425
880 CARILLON PARKWAY		
ST PETERSBURG,FL 33733		
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	
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	
2	
All other program-related investments See page 24 of the 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	24,186,866
b	Average of monthly cash balances.	1b	1,865,810
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	26,052,676
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	26,052,676
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	390,790
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,661,886
6	Minimum investment return. Enter 5% of line 5.	6	1,283,094

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	1,283,094
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,409
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,409
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,264,685
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,264,685
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	1,264,685

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	1,264,095
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	1,264,095
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	18,409
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,245,686
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				1,264,685
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
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.				187,394
d From 2010.				97,395
e From 2011.				
f Total of lines 3a through e.	284,789			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,264,095				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,264,095
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).)	590			590
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	284,199			
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.				0
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.	284,199			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				186,804
c Excess from 2010. . . .				97,395
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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	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 Additional Data Table				
Total			3a	1,084,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	289,503	
4 Dividends and interest from securities.			14	340,253	
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	7,710	
8 Gain or (loss) from sales of assets other than inventory			18	1,516,644	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		2,154,110	0
13 Total. Add line 12, columns (b), (d), and (e).			13	2,154,110	2,154,110

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

*****	2013-05-03	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00535354
RUDY THOMAS	RUDY THOMAS	2013-05-03		
Firm's name ☒	DIXON HUGHES GOODMAN LLP		Firm's EIN ☒ 56-0747981	
	PO BOX 973			
Firm's address ☒	CHARLESTON, SC 29402		Phone no (843) 722-6443	

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)
RAYMOND JAMES- SHORT TERM (ACCT# 5170)			
RAYMOND JAMES- LONG TERM (ACCT# 5170)			
RAYMOND JAMES- LONG TERM (ACCT# 5170)			
RAYMOND JAMES- SHORT TERM (ACCT# 9034)			
RAYMOND JAMES- LONG TERM (ACCT# 9034)			
RAYMOND JAMES- SHORT TERM (ACCT# 7137)			
RAYMOND JAMES- LONG TERM (ACCT# 7137)			
RAYMOND JAMES- SHORT TERM (ACCT# 7211)			
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)
1,279,466		1,230,556	48,910
2,129,824		1,959,673	170,151
640,050		640,050	0
1,349,380		1,350,658	-1,278
500,000		500,000	0
5,156,548		5,157,560	-1,012
5,389,766		4,109,525	1,280,241
711,432		702,214	9,218
10,414			10,414

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	
			48,910
			170,151
			0
			-1,278
			0
			-1,012
			1,280,241
			9,218
			10,414

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>				
ABBEY OF REGINA LAUDIS 273 FLANDERS ROAD BETHLEHEM,CT 06751	NONE	PUBLIC CHARITY	NEW HORIZONS RENOVATION	5,000
ABILITY BEYOND DISABILITY 4 BERKSHIRE BOULEVARD BETHEL,CT 06801	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
AMERICAN HEART ASSOCIATION 400 PERCIVAL RD COLUMBIA,SC 29206	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
AMI KIDS BEAUFORT 60 HONEYBEE ISLAND RD SEABROOK,SC 29940	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
AMOS HOUSE 34 ROCKY GLEN RD DANBURY,CT 06810	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
AMVETS 4647 FORBES BLVD LANHAM,MD 20706	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
ANN'S PLACE 39 OLD RIDGEBURY RD P-4 SUITE 17 DANBURY,CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	20,000
AUDUBON SC 336 SANCTUARY RD HARLEYVILLE,SC 29448	NONE	OTHER PUBLIC CHARITY	EDUCATION & CONSERVATION	25,000
BARRIER ISLANDS FREE MEDICAL CLINIC 220 RHETTS BLUFF KIAWAH ISLAND,SC 29455	NONE	OTHER PUBLIC CHARITY	GENERAL FUND/ HONOR B KUNES	5,000
BEAUFORT COUNTY ANIMAL SHELTER PO DRAWER 1228 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
BEAUFORT MEMORIAL HOSPITAL FOUNDATION PO BOX 2233 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
BEST PETS INC 4567 W MONCRIEFF PLACE DENVER,CO 80212	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
BLUE RIDGE AUTISM & ACHIEVEMENT CENTER 312 WHITWELL DRIVE ROANOKE,VA 24019	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	25,000
BOYS AND GIRLS CLUB OF THE LOWCOUNTRY 17B MARSHELLEN DRIVE BEAUFORT,SC 29902	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
BOYS FARM INC PO BOX 713 NEWBERRY,SC 29108	NONE	OTHER PUBLIC CHARITY	AGRICULTURE PROGRAMS	15,000

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>				
CAMP WILDWOOD PO BOX 123 HAMPTON,SC 29924	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
CANINE ADVOCATES OF NEWTOWN PO BOX 236 NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	OPERATIONAL SUPPORT	2,000
CAPE CARES PO BOX 1049 EAST ORLEANS,MA 02643	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	3,000
CAROLINA YOUTH DEVELOPMENT CENTER 5055 LACKAWANNA BLVD NORTH CHARLESTON,SC 29405	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
CATESBY COMMEMORATIVE TRUST 102 MARSH ELDER COURT KIAWAH ISLAND,SC 29455	NONE	OTHER PUBLIC CHARITY	FALL EVENT	3,000
CHANNEL 3 KIDS CAMP 73 TIMES FARM RD ANDOVER,CT 06232	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
THE CHAPIN SCHOOL 100 EAST END AVE NEW YORK,NY 10028	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
CHARLESTON ANIMAL SOCIETY 2455 REMOUNT ROAD NORTH CHARLESTON,SC 29406	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	25,000
CHARLESTON HORTICULTURAL SOCIETY 46 WINDERMERE BOULEVARD CHARLESTON,SC 29407	NONE	OTHER PUBLIC CHARITY	CHALLENGE/GENERAL FUND	5,000
CHILDREN'S ADVENTURE CENTER 14 RIVERSIDE RD SANDY HOOK,CT 06482	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
CHUCKTOWN SQUASH 2213 MIDDLE ST FL 2 SULLIVANS ISLAND,SC 29482	NONE	OTHER PUBLIC CHARITY	AFTERSCHOOL PROGRAM	2,000
CONNECTICUT BURNS CARE FOUNDATION INC 601 BOSTON POST ROAD MILFORD,CT 06460	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
CONNECTICUT CHILDREN'S MEDICAL CENTER FOUNDATION INC 282 WASHINGTON STREET HARTOFRD,CT 06106	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
CONNIE MAXWELL CHILDREN'S HOME PO BOX 1178 GREENWOOD,SC 29648	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
CYRENIUS H BOOTH LIBRARY 25 MAIN STREET NEWTOWN,CT 06470	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500

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>				
CYSTIC FIBROSIS FOUNDATION - IOWA CHAPTER 1025 ASHWORTH RD SUITE 512 WEST DES MOINES,IA 50312	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
DANBURY HOSPITAL DEVELOPMENT FUND 24 HOSPITAL AVENUE DANBURY,CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	25,000
DISABLED AMERICAN VETERANS 3725 ALEXANDRIA PIKE COLD SPRING,KY 41076	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
DUCKS UNLIMITED ONE WARTERFOWL WAY MEMPHIS,TN 38120	NONE	OTHER PUBLIC CHARITY	ACE BASIN BOOK	10,000
ETV ENDOWMENT OF SC 401 EAST KENNEDY ST SUITE B-1 SPARTANBURG,SC 29302	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
FAITH FOOD PANTRY 119 BOGGS HILLS ROAD NEWTOWN,CT 06470	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
FAMILIES HELPING FAMILIES (PALMETTO PROJECT) 1031 CHUCK DAWLEY BLVD SUITE 5 CHARLESTON,SC 29464	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
FEEDING AMERICA 35 EAST WACKER DRIVE SUITE 2000 CHICAGO,IL 60601	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
FENNELL ELEMENTARY SCHOOL PO BOX 427 YEMASSEE,SC 29945	NONE	OTHER PUBLIC CHARITY	SCHOOL IMPROVEMENTS PER PROPOSAL	55,000
FINCASTLE RESCUE SQUAD PO BOX 605 FINCASTLE,VA 24090	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
FRESH AIR FUND 633 THIRD AVE NEW YORK,NY 10017	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
FRIENDS OF CAROLINE HOSPICE 1110 13TH STREET PORT ROYAL,SC 29935	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	25,000
FRIENDS OF THE BEAUFORT COUNTY LIBRARY 311 SCOTT ST BEAUFORT,SC 29902	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
GEORGIA PUBLIC BROADCASTING 260 14TH ST NW ATLANTA,GA 30318	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
GIBBES MUSEUM OF ART 135 MEETING ST CHARLESTON,SC 29401	NONE	OTHER PUBLIC CHARITY	CHALLENGE GRANT	250,000

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>				
GOOD NEIGHBOR MEDICAL CLINIC PO BOX 583 BEAUFORT, SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
GOODWILL INDUSTRIES OF LOWER SC 2150 EAGLE DRIVE BUILDING 100 NORTH CHARLESTON, SC 29406	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
GREATER NEW HAVEN COMMUNITY 171 ORANGE ST 3RD FLOOR NEW HAVEN, CT 06510	NONE	OTHER PUBLIC CHARITY	GOLF CLASSIC	5,000
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT ST AMERICUS, GA 31709	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
HISTORIC BEAUFORT FOUNDATION PO BOX 11 BEAUFORT, SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
HOLLINS UNIVERSITY PO BOX 69629 ROANOKE, VA 24020	NONE	PUBLIC CHARITY	GOOD NIGHT MOON PLAY	25,000
HOOPS FOR HEROES PO BOX 72 EPSOM, NH 03234	NONE	PUBLIC CHARITY	GENERAL FUND	2,000
HOUSATONIC HABITAT FOR HUMANITY 90 SHELTER ROCK RD DANBURY, CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
HUMANE ASSOCIATION OF THE LOWCOUNTRY PO BOX 1303 BEAUFORT, SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
INSTITUTE FOR AMERICAN INDIAN STUDIES PO BOX 1260 WASHINGTON, CT 06793	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD SUITE 300 SANTA MONICA, CA 90404	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	30,000
JUVENILE DIABETES RESEARCH FOUNDATION GEORGIA CHAPTER 120 WALL STREET 19TH FLOOR NEW YORK, NY 10005	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
KEVIN'S COMMUNITY CENTER 31 PECKS LANE NEWTOWN, CT 06470	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
LACUNA CORPORATION 328 EAST BAY ST CHARLESTON, SC 29401	NONE	PRIVATE FOUNDATION	LAND PURCHASE IN YEMASSEE	60,000
LIGHTHOUSE CHURCH 1177 GREGORIE FERRY RD MT PLEASANT, SC 29466	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	3,000

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>				
LITERACY VOLUNTEERS OF AMERICA - DANBURY 248 MAIN STREET DANBURY,CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
LITERACY VOLUNTEERS OF THE LOWCOUNTRY 9 TOWN CENTER HILTON HEAD,SC 29928	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
LOWCOUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON,SC 29405	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
MADD 511 E JOHN CARPENTER FREEWAY SUITE 700 IRVING,TX 75062	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEWYORK,NY 10028	NONE	OTHER PUBLIC CHARITY	DIGITIZATION OF COLLECTION	20,000
THE NATURE CONSERVANCY OF SC PO BOX 20246 CHARLESTON,SC 29413	NONE	OTHER PUBLIC CHARITY	CHARLESTON OFFICE OPERATIONS	8,000
NEWTOWN FOREST ASSOCIATION INC PO BOX 213 NEWTOWN,CT 06470	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
NEWTOWN FUND PO BOX 641 NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
NEWTOWN HOOK AND LADDER PO BOX 3911 NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
NEWTOWN UNDERWATER SEARCH AND RESCUE PO BOX 3203 NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
NEWTOWN VOLUNTEER AMBULANCE PO BOX 344 NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
NEWTOWN YOUTH AND FAMILY SERVICES 17 CHURCH HILL RD NEWTOWN,CT 06470	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
OPERA ROANOKE 1 MARKET SQ SE STE 2 ROANOKE,VA 24011	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	10,000
OPERATION SHOEBOX 8360 E HIGHWAY 25 BELLEVIEW,FL 34420	NONE	PUBLIC CHARITY	GENERAL FUND	2,000
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON,MA 02114	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000

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>				
PARALYZED VETERANS OF AMERICA 801 EIGHTEENTH ST NW WASHINGTON,DC 20006	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
PARTY FOR THE PARKS-CHARLESTON PARKS CONSERVANCY P000 CHARLESTON,SC 29413	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
QUALITY DEER MANAGEMENT ASSOCIATION PO BOX 160 BOGART,GA 30622	NONE	OTHER PUBLIC CHARITY	REACH PROGRAM	10,000
REGIONAL HOSPICE OF WESTERN CT 405 MAIN STREET DANBURY,CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	10,000
REGIONAL YMCA OF WESTERN CONNECTICUT 2 HUCKELBERRY HILL RD BROOKFIELD,CT 06804	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE,TN 37920	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
RENEWAL HOUSE PO BOX 622 DANBURY,CT 06810	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
ROANOKE VALLEY SPCA INC 1340 BALDWIN AVENUE ROANOKE,VA 24012	NONE	OTHER PUBLIC CHARITY	GENERAL FUND, MEMORY OF LUKE	25,000
RUMSEY HALL SCHOOL 201 ROMFORD RD WASHINGTON DEPOT,CT 06794	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	20,000
SAFE HAVEN OF GREATER WATERBURY 29 CENTRAL AVENUE WATERBURY,CT 06702	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
SALVATION ARMY 4248 DORCHESTER RD NORTH CHARLESTON,SC 29405	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
SHELDON TOWNSHIP FIRE DISTRICT PO BOX 129 SHELDON,SC 29941	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,000
SIMPLY SMILES 1771 POST ROAD EAST WESTPORT,CT 06880	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
SOUTH CAROLINA AQUARIUM 100 AQUARIUM WHARF CHARLESTON,SC 29401	NONE	OTHER PUBLIC CHARITY	EDUCATIONAL PROGRAMS	25,000
SOUTH CAROLINA DEPARTMENT OF AGRICULTURE PO BOX 11280 COLUMBIA,SC 29211	NONE	GOVERNMENTAL UNIT	SC STRATEGIC PLAN TO INVEST IN SPECIALTY CROP PRODUCTION	5,000

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>				
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET EAST PALMETTO,FL 34221	NONE	PUBLIC CHARITY	GENERAL FUND	3,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST SUITE 14 CHARLOTTESVILLE,VA 22902	NONE	OTHER PUBLIC CHARITY	CHARLESTON OFFICE FUND	20,000
ST HELENA'S EPISCOPAL CHURCH PO BOX 1043 BEAUFORT,SC 29901	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,000
ST JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	3,000
STRAIGHT STREET PO BOX 11411 ROANOKE,VA 12402	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
THOMAS HEYWARD ACADEMY 1727 MALPHRUS ROAD RIDGELAND,SC 29936	NONE	PUBLIC CHARITY	GENERAL FUND	15,000
TOYS FOR TOTS 18251 QUANTICO GATEWAY DRIVE TRIANGLE,VA 22172	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
TULANE UNIVERSITY 3439 PRYTANIA STREET NEWORLEANS,LA 70115	NONE	PUBLIC CHARITY	BEADS OVER BROADWAY	5,000
UNICEF 125 MAIDEN LANE NEWYORK,NY 10038	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
UNIVERSITY OF CT MASTER GARDENER 2390 ALUMNI DRIVE UNIT 3206 STORRS,CT 06269	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
USO 2111 WILSON BLVD SUITE 1200 ARLINGTON,VA 22201	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
VETERANS OF FOREIGN WARS 406 WEST 34TH ST KANSAS CITY,MO 64111	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	1,000
VINTON VETERANS MONUMENT VISION INC PO BOX 365 VINTON,VA 24179	NONE	PUBLIC CHARITY	VETERANS MONUMENT	5,000
VISITING NURSES ASSOCIATION OF NEWTOWN INC 45 MAIN STREET NEWTOWN,CT 06470	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
VMFA FOUNDATION 200 NORTH BOULEVARD RICHMOND,VA 23220	NONE	PUBLIC CHARITY	PURCHASE OF LARRINGTON COINS	10,000

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>				
VOICE FOR JOANIE 5 GLENWOOD RD NEW MILFORD, CT 06776	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
WATER MISSIONS INTERNATIONAL PO BOX 31258 CHARLESTON, SC 29417	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	5,000
WE CAHR 211 MAIN STREET DANBURY, CT 06810	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	2,500
WESTMINSTER SCHOOL PO BOX 337 SIMSBURY, CT 06070	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	20,000
WOUNDED WARRIORS 7020 A C SKINNER PKWY STE 100 JACKSONVILLE, FL 32256	NONE	OTHER PUBLIC CHARITY	GENERAL FUND	10,000
564 PARK AVENUE PRESERVATION FOUNDATION 6564 PARK AVENUE NEW YORK, NY 10065	NONE	PUBLIC CHARITY	GENERAL FUND IN MEMORY OF MUMSIE	5,000
Total  3a				1,084,000

TY 2012 Accounting Fees Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	0		2,500

**TY 2012 Cash Deemed Charitable
Explanation Statement****Name:** THE CERES FOUNDATION INC**EIN:** 58-2479387**Explanation:** CASH GENERATED IN INVESTMENT ACCOUNTS IS TRANSFERRED
PERIODICALLY INTO THE OPERATING ACCOUNT TO PAY ONGOING
OPERATIONAL COSTS OF THE FOUNDATION.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2003-04-15	1,407,046	314,104	SL	39 0000000000000	36,078	0		
BUILDING IMPROVEMENTS	2003-04-15	25,520	5,695	SL	39 0000000000000	654	0		
BUILDING IMPROVEMENTS	2003-08-01	329,755	70,177	SL	39 0000000000000	8,455	0		
BUILDING IMPROVEMENTS	2003-09-01	38,592	8,217	SL	39 0000000000000	990	0		
BUILDING IMPROVEMENTS	2004-01-15	6,843	1,393	SL	39 0000000000000	175	0		
BUILDING IMPROVEMENTS	2004-03-18	15,384	3,070	SL	39 0000000000000	394	0		
BUILDING IMPROVEMENTS	2004-04-01	21,684	4,286	SL	39 0000000000000	556	0		
BUILDING IMPROVEMENTS	2004-04-01	385	77	SL	39 0000000000000	10	0		
BUILDING IMPROVEMENTS	2004-04-14	24,847	4,910	SL	39 0000000000000	637	0		
BUILDING IMPROVEMENTS	2004-10-01	86,800	16,046	SL	39 0000000000000	2,226	0		
AQUARIUM	2003-08-06	2,809	2,809	200DB	7 0000000000000	0	0		
DESK	2003-05-01	7,314	6,482	200DB	10 0000000000000	555	0		
FURNITURE	2003-07-24	10,426	9,204	200DB	10 0000000000000	815	0		
STATUE OF CERES	2004-12-14	6,000	6,000	200DB	7 0000000000000	0	0		
ARTWORK	2005-07-19	19,892			0 %	0	0		
FAX MACHINE	1999-08-31	205	205	200DB	5 0000000000000	0	0		
COMPUTER AND PRINTER	2005-09-29	1,602	1,602	200DB	5 0000000000000	0	0		
LAND	2003-04-15	248,300		L		0	0		
BUILDING IMPROVEMENTS	2009-05-04	7,121	488	SL	39 0000000000000	183	0		
BUILDING IMPROVEMENTS	2009-07-09	26,565	1,703	SL	39 0000000000000	681	0		
BUILDING IMPROVEMENTS	2009-08-13	9,740	604	SL	39 0000000000000	250	0		
BUILDING IMPROVEMENTS	2009-10-15	12,348	713	SL	39 0000000000000	317	0		
COMPUTER	2009-07-02	1,640	584	200DB	5 0000000000000	94	0		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE CERES FOUNDATION INC
EIN: 58-2479387

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES - CORPORATE BONDS	3,746,525	3,942,881

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE CERES FOUNDATION INC
EIN: 58-2479387

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES - CORPORATE STOCK	11,811,984	13,499,717

TY 2012 Investments Government Obligations Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

US Government Securities - End of Year Book Value:	318,753
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US Government Securities - End of Year Fair Market Value:	361,850
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2012 Investments - Other Schedule**Name:** THE CERES FOUNDATION INC**EIN:** 58-2479387

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RAYMOND JAMES - MUTUAL FUNDS	AT COST	1,057,469	1,159,926
RAYMOND JAMES - ASSET BACKED SECURITIES	AT COST	3,427,808	3,554,552
RAYMOND JAMES - CERTIFICATES OF DEPOSIT	AT COST	100,000	100,120
RAYMOND JAMES - REITS/TANGIBLES	AT COST	705,142	1,037,078
RAYMOND JAMES - CLOSED END FUNDS	AT COST	0	0
RAYMOND JAMES - ALETRNATIVE INVESTMENTS	AT COST	957,852	975,768

TY 2012 Land, Etc. Schedule**Name:** THE CERES FOUNDATION INC**EIN:** 58-2479387

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	1,407,046	350,182	1,056,864	
BUILDING IMPROVEMENTS	25,520	6,349	19,171	
BUILDING IMPROVEMENTS	329,755	78,632	251,123	
BUILDING IMPROVEMENTS	38,592	9,207	29,385	
BUILDING IMPROVEMENTS	6,843	1,568	5,275	
BUILDING IMPROVEMENTS	15,384	3,464	11,920	
BUILDING IMPROVEMENTS	21,684	4,842	16,842	
BUILDING IMPROVEMENTS	385	87	298	
BUILDING IMPROVEMENTS	24,847	5,547	19,300	
BUILDING IMPROVEMENTS	86,800	18,272	68,528	
AQUARIUM	2,809	2,809	0	
DESK	7,314	7,037	277	
FURNITURE	10,426	10,019	407	
STATUE OF CERES	6,000	6,000	0	
ARTWORK	19,892	0	19,892	
FAX MACHINE	205	205	0	
COMPUTER AND PRINTER	1,602	1,602	0	
LAND	248,300	0	248,300	
BUILDING IMPROVEMENTS	7,121	671	6,450	
BUILDING IMPROVEMENTS	26,565	2,384	24,181	
BUILDING IMPROVEMENTS	9,740	854	8,886	
BUILDING IMPROVEMENTS	12,348	1,030	11,318	
COMPUTER	1,640	1,498	142	

TY 2012 Legal Fees Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	16,785	0		6,321

TY 2012 Other Assets Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED ARTWORK	612,000	612,000	612,000

TY 2012 Other Expenses Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	1,655	0		1,655
ACCRUED INTEREST ON BONDS	12,724	12,724		0

TY 2012 Other Income Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS	7,710	0	7,710

TY 2012 Other Liabilities Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL WITHHOLDING TAXES PAYABLE	1,316	1,316

TY 2012 Other Professional Fees Schedule

Name: THE CERES FOUNDATION INC

EIN: 58-2479387

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	280,425	280,425		0

TY 2012 Taxes Schedule**Name:** THE CERES FOUNDATION INC**EIN:** 58-2479387

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	4,590	0		4,590
FOREIGN TAXES	12,340	12,340		0
EXCISE TAX	1,299	0		0