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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

2012

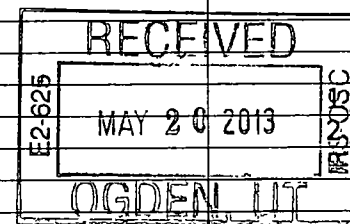
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE JOYCE CHARITABLE FUND		A Employer identification number 65-1259920
Number and street (or P.O. box number if mail is not delivered to street address) 37 SEMINARY ROAD	Room/suite	B Telephone number 914-949-2700
City or town, state, and ZIP code BEDFORD, NY 10506-1227		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,889,009.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		44,073.	44,073.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)		-27,277.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a 357,361.			0.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-8,113.	1,705.		STATEMENT 2
12 Total. Add lines 1 through 11		8,683.	45,778.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		1,552.	0.		1,552.
b Accounting fees STMT 4		2,814.	0.		2,814.
c Other professional fees STMT 5		21,209.	21,209.		0.
17 Interest					
18 Taxes STMT 6		4,774.	2,774.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		8,239.	2,965.		5,274.
24 Total operating and administrative expenses. Add lines 13 through 23		38,588.	26,948.		9,640.
25 Contributions, gifts, grants paid		209,100.			209,100.
26 Total expenses and disbursements. Add lines 24 and 25		247,688.	26,948.		218,740.
27 Subtract line 26 from line 12		-239,005.			
a Excess of revenue over expenses and disbursements			18,830.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	38,460.	10,515.	10,515.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	1,489,004.	1,360,797.	1,360,797.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	409,116.	517,697.	517,697.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,936,580.	1,889,009.	1,889,009.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	1,936,580.	1,889,009.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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	1,936,580.	1,889,009.		
31 Total liabilities and net assets/fund balances	1,936,580.	1,889,009.		

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	1,936,580.
2 Enter amount from Part I, line 27a	2	-239,005.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN	3	191,434.
4 Add lines 1, 2, and 3	4	1,889,009.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,889,009.

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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 SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b ATLAS PIPELINE PARTNERS, LP - K-1	P	VARIOUS	VARIOUS
c CVR PARTNERS, LP - K-1	P	VARIOUS	VARIOUS
d ENTERPRISE PRODUCTS PARTNERS, LP - K-1	P	VARIOUS	VARIOUS
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 357,361.		384,877.	-27,516.
b			-51.
c			-240.
d			530.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-27,516.
b			-51.
c			-240.
d			530.
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	-27,277.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	248,188.	2,109,066.	.117677
2010	166,935.	2,178,596.	.076625
2009	201,690.	2,203,770.	.091520
2008	272,480.	2,563,650.	.106286
2007	264,568.	2,420,575.	.109300

2 Total of line 1, column (d)	2	.501408
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	.100282
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,938,334.
5 Multiply line 4 by line 3	5	194,380.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	188.
7 Add lines 5 and 6	7	194,568.
8 Enter qualifying distributions from Part XII, line 4	8	218,740.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	188.
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			
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	188.
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	188.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,171.		
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	2,171.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,983.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,983. Refunded <input type="checkbox"/>		11	0.

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

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: N/A	13	X	
14	The books are in care of: THE FOUNDATION Located at: 37 SEMINARY ROAD, BEDFORD, NY Telephone no: 914-949-2700 ZIP+4: 10506-1227			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country.	16	Yes	No
			X	

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years: N/A	2a	
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		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY J. JOYCE 37 SEMINARY ROAD BEDFORD, NY 10506	PRESIDENT 1.00	0.	0.	0.
NANCY D. JOYCE 37 SEMINARY ROAD BEDFORD, NY 10506	SECRETARY/TREASURER 1.00	0.	0.	0.
TIMOTHY C. JOYCE 37 SEMINARY ROAD BEDFORD, NY 10506	ASST SEC/ASST TR 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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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	1,921,104.
b	Average of monthly cash balances	1b	46,748.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,967,852.
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	1,967,852.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,938,334.
6	Minimum investment return. Enter 5% of line 5	6	96,917.

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	96,917.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	188.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	188.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,729.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,729.
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	96,729.

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	218,740.
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	218,740.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	188.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	218,552.

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

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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				96,729.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	145,155.			
b From 2008	145,139.			
c From 2009	92,259.			
d From 2010	58,841.			
e From 2011	144,341.			
f Total of lines 3a through e	585,735.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	218,740.			
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				96,729.
e Remaining amount distributed out of corpus	122,011.			
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	707,746.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	145,155.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	562,591.			
10 Analysis of line 9				
a Excess from 2008	145,139.			
b Excess from 2009	92,259.			
c Excess from 2010	58,841.			
d Excess from 2011	144,341.			
e Excess from 2012	122,011.			

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				
ALFRED E. SMITH FOUNDATION 1011 FIRST AVENUE NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL	90,000.
AMERICAN CANCER SOCIETY, INC. 250 WILLIAMS STREET NW ATLANTA, GA 30303	N/A	PUBLIC CHARITY	GENERAL	450.
AMERICAN DIABETES ASSOCIATION, INC. 1701 N. BEAUREGARD STREET ALEXANDRIA, VA 22311	N/A	PUBLIC CHARITY	GENERAL	250.
THE ANDREW K. DWYER FOUNDATION 756 GUARD HILL ROAD BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	1,000.
ANSWER ATLANTA, INC. 1445 CHESHIRE WAY NE, C/O DAVID T. MILLS ATLANTA, GA 30319	N/A	PUBLIC CHARITY	GENERAL	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	209,100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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


		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  Matthew J. Wayne 5-10-13 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name THOMAS F. BLANEY, CPA, CFE	Preparer's signature 	Date 5/2/13	Check <input type="checkbox"/> if self-employed	PTIN P00234022
	Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212) 286-2600	

Form 990-PF (2012)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DIOCESE OF BRIDGEPORT (ANNUAL BISHOP'S APPEAL 238 JEWETT AVENUE BRIDGEPORT, CT 6606	N/A	PUBLIC CHARITY	GENERAL	10,000.
AVON FOUNDATION, INC. PO BOX 548 AVON, CT 6001	N/A	PUBLIC CHARITY	GENERAL	100.
BACK TO SCHOOL CLOTHS FOR KIDS PO BOX 304 WHITE PLAINS, NY 10605	N/A	PUBLIC CHARITY	GENERAL	100.
BEDFORD CHAMBER OF CONCERTS, ST. MATTHEW'S EPISCOPAL CHURCH 382 CANTITOE STREET BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	100.
BEDFORD FIRE DEPARTMENT 34 VILLAGE GREEN BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	100.
BEDFORD FREE LIBRARY 34 VILLAGE GREEN BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	450.
BEDFORD HISTORICAL SOCIETY 612 OLD POST ROAD BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	250.
BEDFORD VILLAGE CHOWDER & MARCHING CLUB PO BOX 704 BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	250.
CATHOLIC BIG BROTHERS AND BIG SISTERS 1530 JAMES M. WOOD, 2ND FLOOR LOS ANGELES, CA 90015	N/A	PUBLIC CHARITY	GENERAL	750.
CATHOLIC RELIEF SERVICES 209 WEST FAYETTE STREET BALTIMORE, MD 21201	N/A	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				116,400.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLLEGE OF THE HOLY CROSS 1 COLLEGE STREET WORCESTER, MA 1610	N/A	PUBLIC CHARITY	GENERAL	2,000.
COMMUNITY CENTER OF NORTHERN WESTCHESTER 84 BEDFORD ROAD KATONAH, NY 10536	N/A	PUBLIC CHARITY	GENERAL	1,000.
EACH ONE COUNTS FOUNDATION, INC. 2 BAYBERRY WAY, C/O BRIAN F. HARRINGTON POUND RIDGE, NY 10576	N/A	PUBLIC CHARITY	GENERAL	7,000.
EAST SIDE HOUSE, INC. 337 ALEXANDER AVENUE BROXN, NY 10454	N/A	PUBLIC CHARITY	GENERAL	175.
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45777	N/A	PUBLIC CHARITY	GENERAL	3,000.
FRANKLIN & MARSHALL FOOTBALL ASSOCIATION 1600 MARKET STREET, SUITE 2500, C/O THOMAS SHERIDAN PHILADELPHIA, PA 19103	N/A	PUBLIC CHARITY	GENERAL	150.
GEORGETOWN UNIVERSITY 37TH AND O STREET, NW WASHINGTON, DC 20057	N/A	PUBLIC CHARITY	GENERAL	16,550.
GLOBAL OUTREACH MISSION, INC. PO BOX 2010 BUFFALO, NY 14231	N/A	PUBLIC CHARITY	GENERAL	250.
GREENWICH HOSPITAL - AUXILIARY 5 PERRYRIDGE ROAD GREENWICH, CT 6830	N/A	PUBLIC CHARITY	GENERAL	100.
HAITI FUND 1501 K STREET, NW WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL	23,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEALTHCORPS, INC. 505 8TH AVENUE, SUITE 1101 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL	3,000.
HOUR CHILDREN, INC. 13-07 37TH AVENUE LONG ISLAND CITY, NY 11101	N/A	PUBLIC CHARITY	GENERAL	1,000.
IONA PREPARATORY SCHOOL 225 WILMOT ROAD NEW ROCHELLE, NY 10804	N/A	PUBLIC CHARITY	GENERAL	250.
JUVENILE DIABETES RESEARCH FOUNDATION 200 CONNECTICUT AVENUE NEW CANAAN, CT 6840	N/A	PUBLIC CHARITY	GENERAL	250.
LEAKE AND WATTS SERVICES, INC. 463 HAWTHORNE AVENUE YONKERS, NY 10705	N/A	PUBLIC CHARITY	GENERAL	250.
LH FOUNDATION PO BOX 600 LINCOLNDALE, NY 10540	N/A	PUBLIC CHARITY	GENERAL	3,500.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PUBLIC CHARITY	GENERAL	500.
MORALITY IN MEDIA 475 RIVERSIDE DRIVE, # 1264 NEW YORK, NY 10115	N/A	PUBLIC CHARITY	GENERAL	1,000.
MOUNT OLIVE BAPTIST CHURCH 216 LIBERTY STREET PLAINFIELD, NJ 7060	N/A	PUBLIC CHARITY	GENERAL	100.
NATIONAL JAZZ MUSEUM IN HARLEM 104 EAST 126TH STREET, SUITE 2D NEW YORK, NY 10035	N/A	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEWBURGH SAN MIGUEL ACADEMY PO BOX 284 CHAPPAQUA, NY 10514	N/A	PUBLIC CHARITY	GENERAL	2,500.
NY CATHOLIC FOUNDATION 1011 FIRST AVENUE, SUITE 1400 NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL	2,500.
RAINFOREST CONSERVATION FUND 2506 NORTH CLARK STREET, SUITE 423 CHICAGO, IL 60614	N/A	PUBLIC CHARITY	GENERAL	1,900.
RIPPOWAM CISQUA SCHOOL, INC. PO BOX 488 BEDFORD, NY 10506	N/A	PUBLIC CHARITY	GENERAL	400.
RUSTICUS GARDEN CLUB 1450 EAST SUMMITRY CIRCLE KATY, TX 77449	N/A	PUBLIC CHARITY	GENERAL	1,450.
SAN MIGUEL ACADEMY OF NEWBURGH PO BOX 284 CHAPPAQUA, NY 10514	N/A	PUBLIC CHARITY	GENERAL	7,500.
SISTERS OF LIFE 1955 NEEDHAM AVENUE BROXN, NY 10466	N/A	PUBLIC CHARITY	GENERAL	6,500.
ST. MATTHEW'S CHURCH 382 CANTITOE STREET BEDFORD, NY 10507	N/A	PUBLIC CHARITY	GENERAL	7,450.
ST. TIMOTHY'S CHAPEL 469 NORTH STREET GREENWICH, CT 6830	N/A	PUBLIC CHARITY	GENERAL	25.
ST. VINCENT DE PAUL PARISH 1500 DE PAUL STREET ELMONT, NY 11003	N/A	PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SWIM ACROSS AMERICA PO BOX 217 LARCHMONT, NY 10538	N/A	PUBLIC CHARITY	GENERAL	250.
THIRTEEN 825 EIGHTH AVENUE NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL	325.
TUESDAY'S CHILDREN 390 PLANDROME ROAD, SUITE 217 MANHASSET, NY 11030	N/A	PUBLIC CHARITY	GENERAL	370.
UBUNTU AFRICA NFP PO BOX 7906, C/O WHITNEY JOHNSON GREENWICH, CT 06836	N/A	PUBLIC CHARITY	GENERAL	2,500.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BROXN, NY 10460	N/A	PUBLIC CHARITY	GENERAL	555.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMUNITY MUTUAL CD	1,328.	0.	1,328.
MERRIL LYNCH	40,799.	0.	40,799.
THRU K-1'S	1,946.	0.	1,946.
TOTAL TO FM 990-PF, PART I, LN 4	44,073.	0.	44,073.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES THRU K-1'S	1,705.	1,705.	
OTHER LOSS THRU PARTNERSHIPS	-9,818.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-8,113.	1,705.	

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BLEAKLEY PLATT & SCHMIDT, LLP	1,552.	0.		1,552.	
TO FM 990-PF, PG 1, LN 16A	1,552.	0.		1,552.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
O'CONNOR DAVIES, LLP	2,814.	0.		2,814.	
TO FORM 990-PF, PG 1, LN 16B	2,814.	0.		2,814.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MERRILL LYNCH - INVESTMENT MANAGEMENT FEES	21,209.	21,209.		0.	
TO FORM 990-PF, PG 1, LN 16C	21,209.	21,209.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,774.	2,774.		0.	
FEDERAL EXCISE TAXES	2,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,774.	2,774.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	150.	150.		0.	
SITE VISITS AND OTHER EXPENSES	5,096.	0.		5,096.	
POSTAGE	178.	0.		178.	
OTHER EXPENSES THRU K-1'S	2,815.	2,815.		0.	
TO FORM 990-PF, PG 1, LN 23	8,239.	2,965.		5,274.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT A (PAGE 6 OF 8)	1,311,688.	1,311,688.	
SEE ATTACHMENT A (PAGE 8 OF 8)	49,109.	49,109.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,360,797.	1,360,797.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS - SEE ATTACHMENT A (PAGE 6 OF 8)	FMV	350,998.	350,998.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT A (PAGE 7 OF 8)	FMV	17,305.	17,305.
COMMUNITY MUTUAL - CDS	FMV	103,128.	103,128.
MUTUAL FUNDS - SEE ATTACHMENT A (PAGE 7 OF 8)	FMV	46,266.	46,266.
TOTAL TO FORM 990-PF, PART II, LINE 13		517,697.	517,697.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT	10
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EXPLANATION

THE FOUNDATION TREATED ALL DISTRIBUTIONS TO A DONOR ADVISED FUND AT THE FIDELITY CHARITABLE GIFT FUND (THE "GIFT FUND") AS QUALIFYING DISTRIBUTIONS BECAUSE THE IRS HAS CLASSIFIED THE GIFT FUND AS A PUBLIC CHARITY. THE FOUNDATION HAS MADE AND WILL, FROM TIME TO TIME, CONTINUE TO MAKE REQUESTS TO THE GIFT FUND TO MAKE DISTRIBUTIONS FROM THE DONOR ADVISED FUND IN FURTHERANCE OF THE FOUNDATION'S CHARITABLE PURPOSES, WHICH ARE DESCRIBED IN CODE SECTION 170(C)(2)(B).

THE JOYCE CHARITABLE FUND

Portfolio Holdings

Quantity	Market Price	Market Value
Equities		
Common Stocks		
SEATON CORP PLC SHS		
ISIN#IE00B8KQNB27		
CUSIP: G29183103		
Dividend Option: Cash		
1,000,000	54.1800	54,180.00
SENSCO PLC SHS CL A		
ISIN#GB00B4VLR192		
CUSIP: G31575106		
Dividend Option: Cash		
1,000,000	59.2800	59,280.00
SAT&T INC COM		
CUSIP: 00206R102		
Dividend Option: Cash		
800,000	33.7100	26,968.00
SANADARKO PETE CORP COM		
CUSIP: 032511107		
Dividend Option: Cash		
600,000	74.3100	44,586.00
SAPACHE CORP COM		
CUSIP: 037411105		
Dividend Option: Cash		
350,000	78.5000	27,475.00

THE JOYCE CHARITABLE FUND

Statement Period: 12/20/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Equities (continued)		
Common Stocks (continued)		
5APPLE INC COM		
CUSIP: 037833100		
Dividend Option: Cash		
150.000	532.1729	79,825.94
5ATLAS PIPELINE L P UNIT LP PARTNERSHIP		
INT		
CUSIP: 049392103		
Dividend Option: Cash		
1,350.000	31.5700	42,619.50
5BG GROUP PLC ADR FINAL INSTALLMENT		
NEW		
CUSIP: 055434203		
Dividend Option: Cash		
1,000.000	16.4580	16,458.00
5BHP BILLITON LTD SPONSORED ADR		
ISIN# US0886061086		
CUSIP: 088606108		
Dividend Option: Cash		
600.000	78.4200	47,052.00
5CNOOC LTD SPONSORED ADR		
ISIN# US1261321095		
CUSIP: 126132109		
Dividend Option: Cash		
200.000	220.0000	44,000.00
5CVR PARTNERS LP COM		
CUSIP: 126633106		
Dividend Option: Cash		
3,500.000	25.2400	88,340.00

THE JOYCE CHARITABLE FUND

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Equities (continued)		
Common Stocks (continued)		
5CANADIAN NATL RY CO COM ISIN#CA1363751027 CUSIP: 136375102 Dividend Option: Cash 700,000	91.0100	63,707.00
5CHEVRON CORP NEW COM CUSIP: 166764100 Dividend Option: Cash 350,000	108.1400	37,849.00
5COCA COLA COMPANY CUSIP: 191216100 Dividend Option: Cash 1,600,000	36.2500	58,000.00
5DANAHER CORP COM CUSIP: 235851102 Dividend Option: Cash 1,000,000	55.9000	55,900.00
5DEUTSCHE TELEKOM AG SPONSORED ADR CUSIP: 251566105 Dividend Option: Cash 1,200,000	11.3320	13,598.40
5DIRECTV COM CUSIP: 25490A309 Dividend Option: Cash 550,000	50.1600	27,588.00
5ENTERPRISE PRODS PARTNERS L P COM UNIT CUSIP: 293792107 Dividend Option: Cash 1,150,000	50.0800	57,592.00
5GOOGLE INC CL A CUSIP: 38259P508 Dividend Option: Cash 20,000	707.3800	14,147.60

A

THE JOYCE CHARITABLE FUND

Statement Period: 12/20/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Equities (continued)		
Common Stocks (continued)		
5INTERNATIONAL BUSINESS MACHS CORP		
COM		
CUSIP: 459200101		
Dividend Option: Cash		
350.000	191.5500	67,042.50
5JOHNSON & JOHNSON COM		
CUSIP: 478160104		
Dividend Option: Cash		
400.000	70.1000	28,040.00
5MAGELLAN MIDSTREAM PARTNERS LP COM UNIT		
REPSTG LTD PARTNER INT		
CUSIP: 559080106		
Dividend Option: Cash		
1,200.000	43.1900	51,828.00
5MONOTYPE IMAGING HLDGS INC COM		
CUSIP: 61022P100		
Dividend Option: Cash		
3,650.000	15.9800	58,327.00
5PACIFIC RUBIALES ENERGY CORP COM NEW		
ISIN#CA69480U2065		
CUSIP: 69480U206		
Dividend Option: Cash		
1,500.000	23.2167	34,825.19
5PFIZER INC COM		
CUSIP: 717081103		
Dividend Option: Cash		
1,000.000	25.0793	25,079.30

THE JOYCE CHARITABLE FUND

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Equities (continued)		
Common Stocks (continued)		
5PLAINS ALL AMERICAN PIPELINE L P UNIT		
LTD PARTNERSHIP INT		
CUSIP: 726503105		
Dividend Option: Cash		
1,600,000	45.2400	72,384.00
5RIO TINTO PLC SPONSORED ADR		
ISIN#US7672041008		
CUSIP: 767204100		
Dividend Option: Cash		
700,000	58.0900	40,663.00
5ROYAL DUTCH SHELL PLC SPONSORED ADR		
RESPTG A SHS		
CUSIP: 780259206		
Dividend Option: Cash		
750,000	68.9500	51,712.50
5SANDRIDGE MISSISSIPPIAN TR II		
SHS BEN INT		
CUSIP: 80007V106		
Dividend Option: Cash		
2,350,000	16.2700	38,234.50
53M CO COM		
CUSIP: 88579Y101		
Dividend Option: Cash		
550,000	92.8500	51,067.50
5TOTAL S A SPONSORED ADR		
CUSIP: 89151E109		
Dividend Option: Cash		
850,000	52.0100	44,208.50
5UNION PACIFIC CORP COM		
CUSIP: 907818108		
Dividend Option: Cash		
450,000	125.7200	56,574.00
5UNITED TECHNOLOGIES CORP COM		
CUSIP: 913017109		
Dividend Option: Cash		
500,000	82.0100	41,005.00

THE JOYCE CHARITABLE FUND

Statement Period: 12/20/2012 - 12/31/2012

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Equities (continued)		
Common Stocks (continued)		
3VODAFONE GROUP PLC SPON ADR NEW		
ISIN #US92857W2098		
CUSIP: 92857W209		
Dividend Option: Cash		
1,800.000	25.1900	45,342.00
5WESCO AIRCRAFT HLDGS INC COM		
CUSIP: 950814103		
Dividend Option: Cash		
1,100.000	13.2100	14,531.00
Total Common Stocks		\$1,580,030.43
Real Estate Investment Trusts		
5URSTADT BIDDLE PPTYS INC CL A		
CUSIP: 917286205		
Dividend Option: Cash		
4,200.000	19.6800	82,656.00
Total Real Estate Investment Trusts		\$82,656.00
Total Equities		\$1,662,686.43
	Less Partnerships	350,998.00
	Total Equities	\$1,311,688.43

Partnerships = $\sum \textcircled{A} = \$350,998.00$

THE JOYCE CHARITABLE FUND

Portfolio Holdings (continued)

Quantity	Market Price	Market Value
Mutual Funds 3.00% of Portfolio		
Mutual Funds		
SCENTRAL FD CDA LTD CL A		
CUSIP: 153501101		
Closed End Fund		
Dividend Option: Cash; Capital Gains Option: Cash		
2,200,000	21.0300	46,266.00
Total Mutual Funds		\$46,266.00
Total Mutual Funds		\$46,266.00

Quantity	Market Price	Market Value
Exchange-Traded Products 1.00% of Portfolio		
Exchange-Traded Products		
5ETFS PALLADIUM TR SHS BEN INT		
CUSIP: 26923A106		
Dividend Option: Cash; Capital Gains Option: Cash		
250,000	69.2200	17,305.00
Total Exchange-Traded Products		\$17,305.00
Total Exchange-Traded Products		\$17,305.00

THE JOYCE CHARITABLE FUND

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES					
<i>Description</i>	<i>Symbol</i>	<i>Quantity</i>	<i>Estimated Market Price</i>	<i>Estimated Market Value</i>	
SUNCOKE ENERGY INC COMMON STOCK	SXC	3,150	15 5900	49,108.50	
TOTAL				49,108.50	