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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 TALBOTT FOUNDATION 430057018		A Employer identification number 80-0313615	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 477		B Telephone number (see instructions) (603) 229-5756	
City or town, state, and ZIP code CONCORD, NH 033020477		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) <input checked="" type="checkbox"/> \$ 2,307,214	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <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.	70,204	70,204		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	74,386			
	b Gross sales price for all assets on line 6a _____ 961,123				
	7 Capital gain net income (from Part IV , line 2)		74,386		
	8 Net short-term capital gain			0	
	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)	<input checked="" type="checkbox"/> 1,481			
	12 Total. Add lines 1 through 11	146,071	144,590		
	13 Compensation of officers, directors, trustees, etc	20,502	20,502		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 575	575	0	0
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 511	511		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 75	75		
	24 Total operating and administrative expenses. Add lines 13 through 23	21,663	21,663	0	0
	25 Contributions, gifts, grants paid	120,000			120,000
	26 Total expenses and disbursements. Add lines 24 and 25	141,663	21,663	0	120,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,408			
	b Net investment income (if negative, enter -0-)		122,927		
	c Adjusted net income (if negative, enter -0-)			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	67,946	109,256
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0
	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 ▶ _____ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	462,737 	488,314
	b	Investments—corporate stock (attach schedule)	1,158,905 	1,149,785
	c	Investments—corporate bonds (attach schedule).	464,224 	410,855
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,153,812	2,158,210
	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)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	2,153,812	2,158,210
	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)	2,153,812	2,158,210
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,153,812	2,158,210

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,153,812
2	Enter amount from Part I, line 27a	2	4,408
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,158,220
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	10
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,158,210

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	74,386
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	115,000	2,339,240	0 049161
2010	110,000	2,274,647	0 048359
2009	15,000	2,060,603	0 007279
2008	100,000	81,211	1 23136
2007			

2	Total of line 1, column (d).	2	1 336159
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 33404
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,295,556
5	Multiply line 4 by line 3.	5	766,808
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,229
7	Add lines 5 and 6.	7	768,037
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	120,000

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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,459
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	2,459
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	2,459
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,080	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,080
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	379
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 <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	0

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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)			
	<input type="checkbox"/> NH _____			
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				
14	The books are in care of	TD Bank NA	Telephone no	(603) 229-5756
	Located at	143 NORTH MAIN STREET CONCORD NH	ZIP +4	03301
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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
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)?	1b		
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?			
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		No
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?			
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
TD Bank NA	Trustee	20,502		
PO Box 477	1			
Concord, NH 033020477				
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
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	
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.	

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	2,258,495
b	Average of monthly cash balances.	1b	72,019
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,330,514
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	2,330,514
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,958
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,295,556
6	Minimum investment return. Enter 5% of line 5.	6	114,778

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	114,778
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,459
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,459
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,319
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	112,319
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	112,319

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	120,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	120,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	120,000
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				112,319
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				8,357
c From 2009.				0
d From 2010.				1,906
e From 2011.				117
f Total of lines 3a through e.	10,380			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 120,000				
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.				112,319
e Remaining amount distributed out of corpus	7,681			
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	18,061			
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	18,061			
10 Analysis of line 9				
a Excess from 2008. . . .				8,357
b Excess from 2009. . . .				0
c Excess from 2010. . . .				1,906
d Excess from 2011. . . .				117
e Excess from 2012. . . .				7,681

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))

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number 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	120,000
b Approved for future payment				
Total			3b	

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					
4 Dividends and interest from securities. . . .			14	70,196	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	74,394	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a 990PF REFUND _____			1	1,481	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				146,071	
13 Total. Add line 12, columns (b), (d), and (e).				146,071	146,071

[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.			

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
250 EXELON CORP COM		2010-12-17	2012-01-09
150 TARGET CORP		2011-04-26	2012-01-09
280 TARGET CORP		2010-12-03	2012-01-09
130 UNITED TECHNOLOGIES		2010-11-18	2012-01-09
640 VALERO ENERGY CORP COM		2011-07-26	2012-01-09
20 ABBOTT LABORATORIES		2010-11-18	2012-01-12
22 642 INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS		2010-11-19	2012-01-12
300 AMERICAN EXPRESS CO		2009-05-28	2012-01-12
180 AMERICAN TOWER CORP COM		2011-11-03	2012-01-12
60 APACHE CORP COM		2012-01-09	2012-01-12
90 APACHE CORP COM		2009-04-03	2012-01-12
370 ARCHER DANIELS MID		2011-04-26	2012-01-12
190 BED BATH & BEYOND INC		2011-11-03	2012-01-12
100 BERKSHIRE HATHAWAY INC DEL CL B NEW		2011-12-01	2012-01-12
340 CAPITAL ONE FINANCIAL CORP		2011-07-14	2012-01-12
180 CELGENE CORP		2011-11-03	2012-01-12
1000 CISCO SYSTEMS INC		2010-11-18	2012-01-12
60 COLGATE PALMOLIVE		2010-11-18	2012-01-12
320 DANAHER CORP		2011-04-26	2012-01-12
40 DIAGEO PLC ADR		2011-06-02	2012-01-12
220 DIAGEO PLC ADR		2009-07-07	2012-01-12
420 WALT DISNEY CO		2010-12-16	2012-01-12
110 WALT DISNEY CO		2012-01-09	2012-01-12
810 E M C CORP MASS		2010-11-18	2012-01-12
300 ECOLAB INC		2010-11-18	2012-01-12
80 ECOLAB INC		2011-06-15	2012-01-12
100 EXELON CORP COM		2011-09-08	2012-01-12
110 EXELON CORP COM		2010-12-17	2012-01-12
390 GILEAD SCIENCES INC		2011-06-02	2012-01-12
80 HEWLETT PACKARD		2011-09-08	2012-01-12

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)
370 HEWLETT PACKARD		2010-11-18	2012-01-12
120 HOME DEPOT INC		2010-11-18	2012-01-12
330 ILLINOIS TOOL WKS INC		2010-11-18	2012-01-12
40 INTERNATIONAL BUSINESS MACHINES		2011-04-25	2012-01-12
140 L-3 COMMUNICATIONS HLDGS INC COM		2011-03-02	2012-01-12
320 MARATHON OIL		2011-07-26	2012-01-12
330 MICROSOFT CORP		2010-11-18	2012-01-12
220 ORACLE CORP		2010-12-17	2012-01-12
430 ORACLE CORP		2011-06-15	2012-01-12
290 PNC FINANCIAL CORP		2012-01-09	2012-01-12
270 QUALCOMM, INC		2010-11-18	2012-01-12
200 SPECTRA ENERGY CORP		2012-01-09	2012-01-12
450 STARBUCKS CORP		2012-01-09	2012-01-12
340 SYSCO CORP		2011-07-26	2012-01-12
110 3M CO		2010-11-18	2012-01-12
690 US BANCORP DEL NEW		2010-11-18	2012-01-12
80 UNION PACIFIC CORP		2011-11-03	2012-01-12
10 UNITED PARCEL SVC INC CL B		2012-01-09	2012-01-12
190 VERIZON COMMUNICATIONS		2010-11-18	2012-01-12
570 WELLS FARGO & COMPANY COM NEW		2010-11-18	2012-01-12
70 YUM BRANDS INC		2012-01-09	2012-01-12
210 YUM BRANDS INC		2010-11-18	2012-01-12
110 ACE LTD		2011-07-14	2012-01-12
120 ACE LTD		2009-07-07	2012-01-12
360 CHECK POINT SOFTWARE TECHNOLOGIES LTD		2011-07-26	2012-01-12
20000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-05	2012-03-14
15000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2010-08-26	2012-03-14
18000 PEPSICO INC 3 100% 01/15/2015 DTD 01/14/10		2010-03-25	2012-03-28
17000 PEPSICO INC 3 100% 01/15/2015 DTD 01/14/10		2010-03-25	2012-03-28
5000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-05	2012-05-03

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)
20000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-03-28	2012-05-03
170 HONEYWELL INTL INC		2012-01-12	2012-06-05
110 NORFOLK SOUTHERN CO		2012-01-12	2012-06-05
10000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-05	2012-06-26
20000 HEWLETT PACKARD CO 4 750% 06/02/2014 DTD 02/26/09		2010-12-08	2012-08-06
30000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-05	2012-08-08
15000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2011-06-20	2012-08-20
25000 CONOCOPHILLIPS 4 750% 02/01/2014 DTD 02/03/09		2010-03-25	2012-08-21
10000 GE COMPANY 5 00% 02/01/2013 DTD 1/28/2003		2009-04-06	2012-09-06
100 PHILIP MORRIS INTL INC COM		2012-01-12	2012-09-10
35000 WAL-MART STORES 4 55% 5/1/2013 DTD 4/29/2003		2010-04-09	2012-10-25
110 ABBOTT LABORATORIES		2011-07-26	2012-11-13
310 ABBOTT LABORATORIES		2010-11-18	2012-11-13
60 AT&T INC		2012-01-12	2012-11-26
342 129 INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS		2010-11-19	2012-11-26
20 BAXTER INTL INC		2012-01-12	2012-11-26
10 BOEING CO		2012-01-12	2012-11-26
20 BRISTOL-MEYERS SQUIBB		2012-01-12	2012-11-26
86 831 BUFFALO SMALL CAP FD #1444		2010-11-19	2012-11-26
30 CHEVRONTEXACO CORP		2011-05-09	2012-11-26
40 COCA COLA CO		2012-01-12	2012-11-26
10 CONOCOPHILLIPS		2012-01-12	2012-11-26
10 EMERSON ELECTRIC CO		2012-01-12	2012-11-26
20 EXXON MOBIL CORP		2011-05-09	2012-11-26
212 963 HARBOR INTERNATIONAL FUND		2010-11-19	2012-11-26
60 462 HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229		2010-11-19	2012-11-26
20 HOME DEPOT INC		2011-04-25	2012-11-26
10 HONEYWELL INTL INC		2012-01-12	2012-11-26
60 INTEL CORP		2012-01-12	2012-11-26
20 J P MORGAN CHASE & CO		2010-03-16	2012-11-26

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)
34 289 PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS		2010-11-19	2012-11-26
30 JOHNSON & JOHNSON		2010-11-18	2012-11-26
10 KIMBERLY CLARK CORP		2012-01-12	2012-11-26
10 KRAFT FOODS GROUP INC		2012-01-12	2012-11-26
10 LOCKHEED MARTIN CORP		2012-01-12	2012-11-26
10 LORILLARD INC COM		2012-01-12	2012-11-26
20 MARATHON OIL		2011-06-02	2012-11-26
20 MARATHON PETE CORP		2012-01-12	2012-11-26
10 MCDONALDS CORP		2012-01-12	2012-11-26
30 MERCK & CO INC NEW COM		2012-11-13	2012-11-26
50 MICROSOFT CORP		2011-07-26	2012-11-26
20 MONDELEZ INTERNATIONAL INC		2012-01-12	2012-11-26
10 NEXTERA ENERGY INC COM		2012-01-12	2012-11-26
20 PEPSICO		2012-01-12	2012-11-26
60 PFIZER INC		2012-11-13	2012-11-26
20 PHILIP MORRIS INTL INC COM		2012-01-12	2012-11-26
10 PHILLIPS 66		2012-01-12	2012-11-26
30 PROCTER & GAMBLE CO		2011-05-06	2012-11-26
76 269 ROYCE SPECIAL EQUITY FD #327		2010-11-19	2012-11-26
40 SPDR GOLD TRUST		2011-09-29	2012-11-26
30 SOUTHERN CO		2012-01-12	2012-11-26
20 SPECTRA ENERGY CORP		2012-01-09	2012-11-26
10 UNITED TECHNOLOGIES		2008-12-23	2012-11-26
10 VERIZON COMMUNICATIONS		2010-08-24	2012-11-26
20 WELLS FARGO & COMPANY COM NEW		2012-11-13	2012-11-26

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)
10,316		11,803	-1,487
7,289		7,491	-202
13,607		16,478	-2,871
9,626		7,379	2,247
12,664		17,695	-5,031
1,103		955	148
587		627	-40
14,871		6,159	8,712
11,184		10,358	826
5,657		6,527	-870
8,485		6,191	2,294
10,773		13,582	-2,809
11,309		11,623	-314
7,819		7,798	21
16,360		16,768	-408
13,202		11,592	1,610
19,140		18,047	1,093
5,320		4,045	1,275
16,239		16,963	-724
3,444		3,415	29
18,940		11,546	7,394
16,248		10,901	5,347
4,255		4,390	-135
18,201		9,654	8,547
17,933		14,544	3,389
4,782		4,395	387
4,021		4,303	-282
4,424		4,453	-29
17,504		15,478	2,026
2,147		1,917	230

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)
9,928		13,920	-3,992
5,195		3,229	1,966
16,321		11,351	4,970
7,212		6,715	497
9,791		10,896	-1,105
9,787		10,366	-579
9,217		7,172	2,045
5,951		6,751	-800
11,631		13,780	-2,149
17,966		16,685	1,281
15,182		12,897	2,285
6,133		6,093	40
21,330		18,227	3,103
9,960		10,635	-675
9,277		7,520	1,757
19,742		13,568	6,174
8,902		8,099	803
748		732	16
7,391		5,808	1,583
16,800		12,683	4,117
4,247		4,174	73
12,740		7,333	5,407
7,680		7,284	396
8,378		5,153	3,225
18,833		20,538	-1,705
20,808		21,124	-316
15,737		15,144	593
19,146		18,185	961
18,082		17,174	908
5,190		5,281	-91

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)
20,760		21,025	-265
9,053		9,734	-681
7,009		8,627	-1,618
10,336		10,562	-226
21,181		21,857	-676
30,922		31,686	-764
16,339		15,014	1,325
26,456		26,141	315
10,182		10,116	66
8,867		7,664	1,203
35,759		37,660	-1,901
7,146		5,817	1,329
20,139		14,777	5,362
2,031		1,815	216
9,792		9,470	322
1,337		1,039	298
742		756	-14
651		684	-33
2,475		2,113	362
3,146		3,029	117
1,492		1,351	141
566		546	20
488		494	-6
1,768		1,668	100
12,906		12,778	128
1,306		1,363	-57
1,292		750	542
606		573	33
1,188		1,550	-362
813		877	-64

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)
744		744	
2,065		1,917	148
863		729	134
442		403	39
927		817	110
1,216		1,124	92
623		626	-3
1,179		652	527
860		1,005	-145
1,324		1,324	
1,363		1,401	-38
508		497	11
676		595	81
1,395		1,293	102
1,466		1,447	19
1,794		1,533	261
494		324	170
2,076		1,979	97
1,660		1,499	161
6,777		6,284	493
1,274		1,354	-80
555		609	-54
786		507	279
432		296	136
654		648	6

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	
			-1,487
			-202
			-2,871
			2,247
			-5,031
			148
			-40
			8,712
			826
			-870
			2,294
			-2,809
			-314
			21
			-408
			1,610
			1,093
			1,275
			-724
			29
			7,394
			5,347
			-135
			8,547
			3,389
			387
			-282
			-29
			2,026
			230

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	
			-3,992
			1,966
			4,970
			497
			-1,105
			-579
			2,045
			-800
			-2,149
			1,281
			2,285
			40
			3,103
			-675
			1,757
			6,174
			803
			16
			1,583
			4,117
			73
			5,407
			396
			3,225
			-1,705
			-316
			593
			961
			908
			-91

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	
			-265
			-681
			-1,618
			-226
			-676
			-764
			1,325
			315
			66
			1,203
			-1,901
			1,329
			5,362
			216
			322
			298
			-14
			-33
			362
			117
			141
			20
			-6
			100
			128
			-57
			542
			33
			-362
			-64

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	
			148
			134
			39
			110
			92
			-3
			527
			-145
			-38
			11
			81
			102
			19
			261
			170
			97
			161
			493
			-80
			-54
			279
			136
			6

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>				
BOYS AND GIRLS CLUB OF POTTSBORO FOUNDATION PO BOX 1089 POTTSBORO, TX 75076	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
UNIVERSITY OF NORTH TEXAS FND FOUNDATION PO BOX 311250 DENTON, TX 762031250	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
POTTSBORO AREA DEVELOPMENT ALLIANCE FOUNDATION 111 HWY 120E STE 103 POTTSBORO, TX 750767801	NONE	501(C)(3)	GENERAL OPERATIONS	50,000
PVES FOUNDATION INC C/O NANCY ANDERSON PO BOX 2347 POTTSBORO, TX 75076	NONE	501(C)(3)	BOOT SCOOTIN' BALL	10,000
GRAYSON COUNTY SHELTER 331 W MORTON STREET DENNISON, TX 75020	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COUNTY CRISIS PREGNANCY DBA PREGNANCY CARE CENTER PO BOX 3237 SHERMAN, TX 750913237	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COLLEGE FOUNDATION C/O SHERMAN PELLEY NALL PELLEY & WY PO BOX 2228 SHERMAN, TX 750912228	NONE	501(C)(3)	BEHALF OF ELLEN M TALBOTT	10,000
TEXAS TECH FOUNDATION INC PO BOX 41081 LUBBOCK, TX 794091081	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
Total			3a	120,000

TY 2012 Accounting Fees Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	575	575		

TY 2012 Investments Corporate Bonds Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 AT&T INC 4.45%	10,190	11,549
15000 ANHEUSER-BUSCH 1.375%	15,164	15,158
20000 BNK OF NOVA SCOTIA 2.375	20,454	20,380
20000 BERKSHIRE HATHAWAY 5.40%	22,087	24,058
15000 CATERPILLAR FINL SE 2.05	15,460	15,527
10000 CISCO SYSTEMS INC 4.950%	10,965	11,838
20000 COCA COLA CO 1.50%	19,248	20,481
20000 GEN ELEC CAP CORP 5.625%	21,821	23,594
5000 GEN ELEC CAP CORP 1.625%	5,082	5,083
20000 JPMORGAN CHASE & CO 6.00	21,678	23,944
30000 ONTARIO PROVINCE 2.950%	31,430	31,532
10000 PFIZER INC NOTES 5.35%	11,201	11,013
5000 PROVINCE OF QUEBEC 2.750%	5,082	5,223
10000 SBC COMMUNICATIONS 5.10%	10,859	10,742
10000 TOYOTA MOTOR CREDIT 2.00	10,338	10,368
20000 WACHOVIA CORP 5.750%	22,601	23,961
15000 WAL-MART STORES INC 1.50	15,437	15,439
8381.238 FIDELITY HIGH INCOME	74,976	78,281
5002.364 VANGUARD INFLATION PR	66,782	72,684

TY 2012 Investments Corporate
 Stock Schedule

Name: TALBOTT FOUNDATION 430057018
 EIN: 80-0313615

Name of Stock	End of Year Book Value	End of Year Fair Market Value
440 HOME DEPOT INC	11,021	27,214
230 MCDONALDS CORP	23,104	20,288
180 NIKE INC CLASS B	8,910	9,288
760 COCA COLA CO	25,677	27,550
140 COLGATE PALMOLIVE CO	9,762	14,636
110 KIMBERLY CLARK CORP	8,016	9,287
140 KRAFT FOODS GROUP INC	5,638	6,366
140 LORILLARD INC	15,731	16,334
430 MONDELEZ INTERNATIONAL INC	10,678	10,945
320 PEPSICO INCORPORATED	20,691	21,898
420 PHILIP MORRIS INTL INC	32,188	35,129
540 PROCTER & GAMBLE CO	32,719	36,661
390 CHEVRON CORPORATION	32,722	42,175
250 CONOCOPHILLIPS	13,648	14,498
510 EXXON MOBIL CORP	37,776	44,141
490 MARATHON OIL CORP	14,357	15,023
240 MARATHON PETROLEUM CORP	7,821	15,120
120 PHILLIPS 66	3,893	6,372
320 SPECTRA ENERGY CORP	9,466	8,762
500 J P MORGAN CHASE & CO	17,216	21,985
440 WELLS FARGO & CO NEW	14,255	15,039
270 BAXTER INTERNATIONAL INC	14,027	17,998
330 BRISTOL MYERS SQUIBB CO	11,281	10,755
530 JOHNSON & JOHNSON CO	31,947	37,153
610 MERCK & CO INC NEW	23,232	24,973
1450 PFIZER	32,110	36,365
100 BOEING CO	7,565	7,536
100 CATERPILLAR INC	10,190	8,961
250 EMERSON ELECTRIC CO	12,340	13,240
130 HONEYWELL INTL INC	7,444	8,251

Name of Stock	End of Year Book Value	End of Year Fair Market Value
160 LOCKHEED MARTIN CORP	13,070	14,766
120 NORFOLK SOUTHERN CORP	9,411	7,421
110 3M CO	5,856	10,214
120 UNITED PARCEL SERVICE CL B	8,789	8,848
180 UNITED TECHNOLOGIES	10,361	14,762
990 INTEL CORP	25,581	20,414
100 INTL BUSINESS MACHINES COR	16,588	19,155
1060 MICROSOFT CORPORATION	27,273	28,312
170 E I DUPONT DE NEMOURS INC	8,180	7,646
220 FREEPORT-MCMORAN COPPER	8,837	7,524
1050 AT&T INC	31,770	35,396
200 VERIZON COMMUNICATIONS	5,611	8,654
210 DUKE ENERGY CORP	13,444	13,398
250 NEXTERA ENERGY INC	14,760	17,298
530 SOUTHERN CO	23,924	22,689
4143.100 INVESCO INTERNATIONAL	114,681	121,061
865.952 BUFFALO SMALL CAP FD	21,075	24,394
1956.559 HARBOR INTERNATIONAL	116,959	121,541
1133.567 HARTFORD MUT FDS INC	25,374	24,791
1129.918 PERKINS MID CAP VALUE	24,490	24,112
1127.844 ROYCE SPECIAL EQUITY	22,167	23,831
700 SPDR GOLD TRUST	96,159	113,414

**TY 2012 Investments Government
Obligations Schedule****Name:** TALBOTT FOUNDATION 430057018**EIN:** 80-0313615**US Government Securities - End of
Year Book Value:**

488,314

**US Government Securities - End of
Year Fair Market Value:**

493,519

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

TY 2012 Other Decreases Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Amount
ROUNDING ADJUSTMENT	10

TY 2012 Other Expenses Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE/PROBATE FEES	75	75		0

TY 2012 Other Income Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
990PF REFUND	1,481	0	

TY 2012 Taxes Schedule**Name:** TALBOTT FOUNDATION 430057018**EIN:** 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	277	277		0
FOREIGN TAXES ON NONQUALIFIED	234	234		0