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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 6/1/2012, and ending 5/31/2013

Name of foundation MILLER ANNA SHAWDE TD		A Employer identification number 23-6221403
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		
City or town, state, and ZIP code Winston Salem NC 27101-3818		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) \$ 12,757,968	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	318,286	314,621		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	62,735			
	b Gross sales price for all assets on line 6a 4,440,355				
	7 Capital gain net income (from Part IV, line 2)		62,735		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	381,021	377,356	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	106,975	80,231		26,744
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,189	3,189		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	110,164	83,420	0	26,744
	25 Contributions, gifts, grants paid	500,000			500,000
26 Total expenses and disbursements. Add lines 24 and 25	610,164	83,420	0	526,744	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-229,143				
b Net investment income (if negative, enter -0-)		293,936			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

19/12

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Form 990-PF (2012) MILLER ANNA SHAWDE TD

23-6221403 Page 2

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	362,769	288,680	288,680
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	7,075,866		
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	4,174,292	11,095,716	12,469,288	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,612,927	11,384,396	12,757,968	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		11,384,396	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	11,612,927		
30 Total net assets or fund balances (see instructions)	11,612,927	11,384,396		
31 Total liabilities and net assets/fund balances (see instructions)	11,612,927	11,384,396		

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	11,612,927
2 Enter amount from Part I, line 27a	2	-229,143
3 Other increases not included in line 2 (itemize) <u>FEDERAL EXCISE TAX REFUND</u>	3	3,073
4 Add lines 1, 2, and 3	4	11,386,857
5 Decreases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	5	2,461
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,384,396

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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			0
b			0
c			0
d			0
e			0

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	62,735
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	0

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	577,789	11,958,012	0.048318
2010	165,526	12,064,980	0.013720
2009	725,725	10,879,258	0.066707
2008	773,975	10,308,561	0.075081
2007			0.000000

2 Total of line 1, column (d)	2	0.203826
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	0.050957
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,194,972
5 Multiply line 4 by line 3	5	621,419
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,939
7 Add lines 5 and 6	7	624,358
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	526,744

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

1 a 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	5,879	
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	5,879	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,879	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,128		
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	20,128		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,249		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,879 Refunded <input type="checkbox"/> 8,370	11	8,370		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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 type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		X
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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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

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 WELLS FARGO BANK N.A. Telephone no 888-730-4933 Located at 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 27101-3818			
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	<input checked="" type="checkbox"/>		
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**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?**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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	106,975		

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		▶

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 NONE	
.....	
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 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	
Total. Add lines 1 through 3	▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12,013,527
b	Average of monthly cash balances	1b	367,155
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,380,682
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,380,682
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	185,710
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	12,194,972
6	Minimum investment return. Enter 5% of line 5	6	609,749

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	609,749
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,879
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,879
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	603,870
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	603,870
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	603,870

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	526,744
b	Program-related investments—total from Part IX-B	1b	
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	526,744
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	526,744

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				603,870
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				44,734
d From 2010				
e From 2011				16
f Total of lines 3a through e	44,750			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 526,744				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				526,744
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	44,750			44,750
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				32,376
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	500,000
b Approved for future payment NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	318,286	
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	62,735	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		381,021	0
13	Total. Add line 12, columns (b), (d), and (e)				381,021	381,021

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

MILLER ANNA SHAWDE TD

23-6221403 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VASSAR COLLEGE

Street

124 RAYMOND AVE- BOX 12

City

POUGHKEEPSIE

State

NY

Zip Code

12604

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

200,000

Name

GRAND LODGE OF MASONS OF PA

Street

ONE MASONIC DRIVE

City

ELIZABETHTOWN

State

PA

Zip Code

17022-2199

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

100,000

Name

TWO RIVERS HEALTH & WELLNESS FDN

Street

1101 NORTHAMPTON ST - STE 101

City

EASTON

State

PA

Zip Code

18042

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

200,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										43,005		Capital Gains/Losses									
										0		Other sales									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss							
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments								
1	X	VANGUARD REIT VIPER	922908553		12/17/2010		8/8/2012	14,422	11,512				0	2,910							
2	X	TCW SMALL CAP GROWTH F	87234N849		8/10/2012		12/19/2012	6,154	6,220				0	-66							
3	X	TCW SMALL CAP GROWTH F	87234N849		12/17/2010		12/19/2012	153,291	166,261				0	-12,970							
4	X	TCW SMALL CAP GROWTH F	87234N849		12/17/2010		11/19/2012	118,527	134,943				0	-16,416							
5	X	LAUDUS MONDRIAN INTL F-I	51855Q655		10/20/2011		8/8/2012	122,000	126,522				0	-4,522							
6	X	KEELEY SMALL CAP VAL F-I	487300808		12/17/2010		2/7/2013	152,083	121,784				0	30,299							
7	X	TCW SMALL CAP GROWTH F	87234N849		5/10/2012		11/19/2012	21,669	23,161				0	-1,492							
8	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		11/19/2012	15,204	14,986				0	218							
9	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011		8/8/2012	36,204	37,028				0	-824							
10	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		11/19/2012	170,652	170,300				0	352							
11	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		8/8/2012	440,923	440,014				0	909							
12	X	RIDGEWORTH SEIX HY BD-1	76628T845		8/26/2011		2/7/2013	72,858	66,986				0	5,862							
13	X	RIDGEWORTH SEIX HY BD-1	76628T845		8/26/2011		11/19/2012	60,641	57,279				0	3,362							
14	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		8/8/2012	43,257	41,613				0	1,644							
15	X	PIMCO FOREIGN BD FD USD	693390882		2/14/2012		8/8/2012	22,942	22,132				0	810							
16	X	PIMCO FOREIGN BD FD USD	693390882		10/20/2011		8/8/2012	22,917	22,046				0	871							
17	X	RIDGEWORTH SEIX HY BD-1	76628T845		8/26/2011		8/8/2012	28,241	26,892				0	1,349							
18	X	PIMCO FOREIGN BD FD USD	693390882		8/26/2011		2/7/2013	31,388	30,923				0	465							
19	X	PIMCO FOREIGN BD FD USD	693390882		5/25/2011		8/8/2012	7,020	6,645				0	375							
20	X	PIMCO FOREIGN BD FD USD	693390882		2/14/2011		8/8/2012	41,438	39,000				0	2,438							
21	X	PIMCO TOTAL RET FD-INST #	693390700		8/10/2012		2/7/2013	125,587	128,393				0	-2,806							
22	X	PIMCO TOTAL RET FD-INST #	693390700		11/21/2012		2/7/2013	691,619	715,105				0	-23,486							
23	X	OPPENHEIMER DEVELOPING	683974505		5/25/2011		11/19/2012	13,076	13,832				0	-756							
24	X	MERGER FD SH BEN INT #260	589509108		10/20/2011		8/8/2012	52,866	52,666				0	200							
25	X	MAINSTAY EP US EQUITY-INS	56063J302		10/20/2011		8/8/2012	169,291	156,638				0	12,653							
26	X	MFS VALUE FUND-CLASS I #8	552983694		5/25/2011		8/8/2012	8,106	7,838				0	268							
27	X	LAUDUS MONDRIAN INTL F-I	51855Q655		2/14/2012		2/7/2013	20,166	21,385				0	-1,219							
28	X	ISHARES RUSSELL 2000 GRQ	464287848		12/19/2012		2/7/2013	159,990	149,428				0	10,562							
29	X	ISHARES RUSSELL 2000 GRQ	464287848		11/19/2012		2/7/2013	174,284	153,353				0	20,931							
30	X	ISHARES CORE S & P 500 ETF	464287200		8/8/2012		2/7/2013	14,132	13,078				0	1,054							
31	X	HUSSMAN STRATEGIC GROW	448108100		2/14/2012		2/7/2013	45,548	51,880				0	-6,332							
32	X	HUSSMAN STRATEGIC GROW	448108100		10/20/2011		2/7/2013	181,037	219,223				0	-38,186							
33	X	HUSSMAN STRATEGIC GROW	448108100		10/20/2011		8/8/2012	219,027	248,546				0	-29,519							
34	X	HARBOR CAPITAL APRCTON	411511504		5/25/2011		8/8/2012	9,879	9,268				0	611							
35	X	JP MORGAN MID CAP VALUE	339128100		12/17/2010		8/8/2012	19,029	16,551				0	2,478							
36	X	DREYFUS EMG MKT DEBT LG	261980494		8/26/2011		2/7/2013	84,591	83,007				0	1,584							
37	X	DODGE & COX INCOME FD CI	256210105		10/9/2008		11/19/2012	194,037	157,959				0	36,078							
38	X	DODGE & COX INCOME FD CI	256210105		8/10/2012		11/19/2012	231,336	229,011				0	2,325							
39	X	DODGE & COX INCOME FD CI	256210105		5/10/2012		11/19/2012	136,086	133,741				0	2,345							
40	X	DODGE & COX INCOME FD CI	256210105		4/9/2009		11/19/2012	701	588				0	113							
41	X	DODGE & COX INT'L STOCK F	256208103		10/20/2011		11/19/2012	21,870	20,387				0	1,483							
42	X	DODGE & COX INT'L STOCK F	256208103		10/20/2011		8/8/2012	45,429	44,058				0	1,371							
43	X	DODGE & COX INT'L STOCK F	256208103		5/10/2012		8/8/2012	44,921	43,822				0	1,099							
44	X	DIAMOND HILL LONG-SHORT	25264S833		10/20/2011		2/7/2013	18,385	16,134				0	3,251							
45	X	CREDIT SUISSE COMM RT ST	22544R305		8/26/2011		8/8/2012	26,261	29,678				0	-3,417							
46	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		8/8/2012	107,265	95,794				0	11,471							

Part I, Line 18 (990-PF) - Taxes

		3,189	3,189	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	3,189	3,189		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		7,075,866		0		0	
1	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
			7,075,866				

Part II, Line 13 (990-PF) - Investments - Other

		4,174,292	11,095,716	12,469,288
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description			
		4,174,292	11,095,716	12,469,288

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
		43,005			0											19,730
1	VANGUARD REIT VIFER	922908553					12/17/2010	8/6/2012	14,422			0	11,512	2,910	0	0
2	TCV SMALL CAP GROWTH FUND-I #47	87724N849					8/10/2012	12/19/2012	6,220			0	6,154	-66	0	0
3	TCV SMALL CAP GROWTH FUND-I #47	87724N849					12/17/2010	12/19/2012	153,281			0	153,281	-12,970	0	-60
4	TCV SMALL CAP GROWTH FUND-I #47	87724N849					12/17/2010	12/19/2012	118,527			0	134,943	-16,416	0	-12,970
5	LAUDUS MONDRIAN INTL FUND-I #294	518550855					10/20/2011	8/6/2012	122,000			0	122,000	-4,522	0	-4,522
6	KEULEY SMALL CAP VAL FUND CL I #2251	487300808					12/17/2010	11/19/2012	152,083			0	127,784	30,299	0	30,299
7	TCV SMALL CAP GROWTH FUND-I #47	87724N849					5/10/2012	11/19/2012	21,668			0	23,161	-1,492	0	-1,492
8	SPDR DJ WILSHIRE INTERNATIONAL	78463X683					5/23/2011	11/19/2012	15,204			0	14,986	218	0	218
9	SPDR DJ WILSHIRE INTERNATIONAL	78463X683					5/23/2011	8/6/2012	36,204			0	37,028	-824	0	-824
10	T ROWE PRICE SHORT TERM BD FUND	77957P105					2/14/2012	11/19/2012	170,652			0	170,300	352	0	352
11	T ROWE PRICE SHORT TERM BD FUND	77957P105					2/14/2012	8/6/2012	440,923			0	440,014	909	0	909
12	RIDGEWORTH SEIK HY BDI #5855	76628T845					8/29/2011	2/7/2013	72,858			0	68,999	5,859	0	5,859
13	RIDGEWORTH SEIK HY BDI #5855	76628T845					8/29/2011	11/19/2012	80,841			0	57,279	3,362	0	3,362
14	PIMCO FOREIGN BD FUND H-INST #1	693390882					8/29/2011	8/6/2012	43,237			0	41,644	1,593	0	1,593
15	PIMCO FOREIGN BD FUND H-INST #1	693390882					2/14/2012	8/6/2012	22,942			0	22,132	810	0	810
16	PIMCO FOREIGN BD FUND H-INST #1	693390882					10/20/2011	8/6/2012	22,917			0	22,046	871	0	871
17	RIDGEWORTH SEIK HY BDI #5855	76628T845					8/29/2011	8/6/2012	28,241			0	28,892	-651	0	-651
18	PIMCO FOREIGN BD FUND H-INST #1	693390882					8/29/2011	2/7/2013	31,368			0	30,923	445	0	445
19	PIMCO FOREIGN BD FUND H-INST #1	693390882					5/25/2011	8/6/2012	7,020			0	6,845	175	0	175
20	PIMCO FOREIGN BD FUND H-INST #1	693390882					2/4/2011	8/6/2012	41,436			0	39,000	2,436	0	2,436
21	PIMCO FOREIGN BD FUND H-INST #1	693390882					8/10/2012	2/7/2013	125,587			0	128,393	-2,806	0	-2,806
22	PIMCO TOTAL RET FUND H-INST #35	693390700					1/21/2012	2/7/2013	691,819			0	715,103	-23,488	0	-23,488
23	OPPERHEIMER DEVELOPING MKT-Y #7	843974504					5/25/2011	11/19/2012	13,018			0	13,632	-614	0	-614
24	MERGER FUND SH BEN INT #260	585509108					10/20/2011	8/6/2012	52,868			0	52,668	200	0	200
25	MAINSTAY FUND EQUITY FUND #1204	580631202					10/20/2011	8/6/2012	169,281			0	156,638	12,643	0	12,643
26	WFS VALUE FUND-CLASS I #833	352983894					5/25/2011	8/6/2012	8,106			0	7,838	268	0	268
27	LAUDUS MONDRIAN INTL FUND-I #294	518550855					2/14/2012	2/7/2013	20,168			0	21,385	-1,217	0	-1,217
28	ISHARES RUSSELL 2000 GROWTH	464287848					12/19/2012	2/7/2013	159,990			0	149,428	10,562	0	10,562
29	ISHARES RUSSELL 2000 GROWTH	464287848					11/19/2012	2/7/2013	174,284			0	153,353	20,931	0	20,931
30	ISHARES CORE S & P 500 ETF	464287848					8/6/2012	2/7/2013	14,132			0	13,078	1,054	0	1,054
31	HUSSMAN STRATEGIC GROWTH FUND	448108100					2/14/2012	2/7/2013	45,548			0	51,880	-6,332	0	-6,332
32	HUSSMAN STRATEGIC GROWTH FUND	448108100					10/20/2011	2/7/2013	181,037			0	219,223	-38,186	0	-38,186
33	HARBOR CAPITAL APRICTION-INST #20	411511504					5/25/2011	8/6/2012	9,879			0	9,268	611	0	611
34	DREYFUS EMG MKT DEBT LOC C-I #506	281680494					8/29/2011	8/6/2012	84,591			0	83,007	1,584	0	1,584
35	DODGE & COX INCOME FUND COM #147	256210105					10/9/2008	11/19/2012	194,037			0	157,859	36,078	0	36,078
36	DODGE & COX INCOME FUND COM #147	256210105					8/10/2012	11/19/2012	231,336			0	228,011	3,325	0	3,325
37	DODGE & COX INCOME FUND COM #147	256210105					5/10/2012	11/19/2012	136,086			0	133,741	2,345	0	2,345
38	DODGE & COX INCOME FUND COM #147	256210105					4/9/2009	11/19/2012	701			0	568	133	0	133
39	DODGE & COX INTL STOCK FUND #1048	256208103					10/20/2011	11/19/2012	21,870			0	20,387	1,483	0	1,483
40	DODGE & COX INTL STOCK FUND #1048	256208103					5/10/2012	8/6/2012	45,428			0	44,058	1,371	0	1,371
41	DODGE & COX INTL STOCK FUND #1048	256208103					10/20/2011	2/7/2013	44,921			0	43,822	1,099	0	1,099
42	DIAMOND HILL LONG-SHORT FUND CL I #25284S833	25284S833					10/20/2011	2/7/2013	19,365			0	16,134	3,231	0	3,231
43	CREDIT SUISSE COMM RT ST-CO #21542544R305	21542544R305					8/25/2011	8/6/2012	26,261			0	26,676	-415	0	-415
44	ARTISAN INTERNATIONAL FUND #661	04314H204					8/25/2011	8/6/2012	107,265			0	95,764	11,471	0	11,471

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	20,128
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	20,128