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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning 6/01, 2012, and ending 5/31, 2013

NICHOLAS W. GENEMATAS II FOUNDATION  
C/O J. BLOSS, 259 N. MEYER  
TUCSON, AZ 85701-1090**A** Employer identification number  
86-6054188**B** Telephone number (see the instructions)  
(520) 624-8886**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 462,580.**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) (Part I, column (d) must be on cash basis)**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)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain (loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV, line 2)**8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12** Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) SEE ST 1**b** Accounting fees (attach sch)**c** Other prof fees (attach sch) SEE ST 2**17** Interest**18** Taxes (attach schedule) (see instrs) SEE STM 3**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule) SEE STATEMENT 4**24** Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing	1,523.	1,523.	1,523.
	2 Savings and temporary cash investments	81,495.	89,333.	89,333.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) <b>STATEMENT 5</b>		7,205.	6,880.
	b Investments — corporate stock (attach schedule) <b>STATEMENT 6</b>	279,080.	277,993.	275,405.
	c Investments — corporate bonds (attach schedule) <b>STATEMENT 7</b>	54,432.	63,143.	65,460.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) <b>STATEMENT 8</b>		24,980.	23,979.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	416,530.	464,177.	462,580.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>NET FUND ASSETS OR BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	416,530.	464,177.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	416,530.	464,177.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	416,530.	464,177.	

**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	416,530.
2 Enter amount from Part I, line 27a	2	47,647.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	464,177.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	464,177.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	73,603.
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 <span style="float: right;">[ ]</span>	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 (column (b) divided by column (c))
2011	21,316.	444,306.	0.047976
2010	26,096.	453,575.	0.057534
2009	25,941.	432,836.	0.059933
2008	21,781.	406,403.	0.053595
2007	23,112.	531,421.	0.043491

2 Total of line 1, column (d)	2	0.262529
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	0.052506
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	449,219.
5 Multiply line 4 by line 3	5	23,587.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	756.
7 Add lines 5 and 6	7	24,343.
8 Enter qualifying distributions from Part XII, line 4	8	27,071.

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

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

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	756.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	756.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	756.
6 Credits/Payments			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a	184.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	184.	
8 Enter any <b>penalty</b> 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	572.	
10 <b>Overpayment.</b> 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: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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 <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AZ</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A** Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JEANETTE BLOSS</u> Telephone no <u>(520) 624-8886</u> Located at <u>259 N. MEYER TUCSON AZ</u> ZIP + 4 <u>85701-1090</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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
1 a 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 type="checkbox"/> Yes <input checked="" 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"/>	1 b	N/A
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?	1 c	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 <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u>		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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)	2 b	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 <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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)

**6 a** 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?

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

**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
MARIANNE JEAN ERNST 2353 FOREST HILLS DR. HARRISBURG, PA 17112	PRES & DIREC 0	0.	0.	0.
DUKE CORLEY 6761 E. TANQUE VERDE ROAD TUCSON, AZ 85715	DIRECTOR 0	2,500.	0.	75.
DR. BRETT ERNST 2353 FOREST HILLS DR. HARRISBURG, PA 17112	VP & DIRECTO 0	0.	0.	0.
JEANETTE BLOSS 259 N. MEYER AVE. TUCSON, AZ 85701-1090	SECRETARY 0	0.	0.	0.

**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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	375,902.
b	Average of monthly cash balances	1 b	80,158.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	456,060.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	456,060.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,841.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	449,219.
6	Minimum investment return. Enter 5% of line 5	6	22,461.

**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	22,461.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	756.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	756.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,705.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,705.
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	21,705.

**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	1 a	27,071.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,071.
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	756.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,315.

**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				21,705.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	1,131.			
c From 2009	4,429.			
d From 2010	3,545.			
e From 2011				
f Total of lines 3a through e	9,105.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 27,071.				
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				21,705.
e Remaining amount distributed out of corpus	5,366.			
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	14,471.			
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	14,471.			
10 Analysis of line 9				
a Excess from 2008	1,131.			
b Excess from 2009	4,429.			
c Excess from 2010	3,545.			
d Excess from 2011				
e Excess from 2012	5,366.			

BAA

Form 990-PF (2012)



**Part VII** **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)				
<b>a</b> <i>Paid during the year</i> SEE STATEMENT 11				
<b>Total</b>			<b>▶ 3 a</b>	22,000.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			<b>▶ 3 b</b>	

**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) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1.	
4	Dividends and interest from securities			14	9,683.	
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					73,603.
9	Net income or (loss) from special events.					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	TAX REFUND					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				9,684.	73,603.
13	Total. Add line 12, columns (b), (d), and (e)				13	83,287.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



## NICHOLAS W. GENEMATAS II FOUNDATION

86-6054188

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MESCH CLARK	\$ 4,255.	\$ 1,702.		\$ 2,553.
<b>TOTAL</b>	<b>\$ 4,255.</b>	<b>\$ 1,702.</b>	<b>\$ 0.</b>	<b>\$ 2,553.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE DEVELOPMENT	\$ 2,500.	\$ 625.		\$ 1,875.
<b>TOTAL</b>	<b>\$ 2,500.</b>	<b>\$ 625.</b>	<b>\$ 0.</b>	<b>\$ 1,875.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 US EXTENSION PAYMENT	\$ 250.			
<b>TOTAL</b>	<b>\$ 250.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAI BROKERAGE FEE	\$ 2,170.	\$ 2,170.		
LPL FINANCIAL FEES	155.	155.		
MORGAN STANLEY FEE	1,735.	1,735.		
<b>TOTAL</b>	<b>\$ 4,060.</b>	<b>\$ 4,060.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10A**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE

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**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART II, LINE 10A**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

NUVEEN QUALITY MUNI FUND	COST	\$ 7,205.	\$ 6,880.
		\$ 7,205.	\$ 6,880.
	TOTAL	\$ 7,205.	\$ 6,880.

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS-WASHINGTON MUTUAL SHARES	COST	\$ 0.	\$ 0.
AMERICAN FUNDS-EUROPACIFIC GROWTH	COST	0.	0.
AMERICAN FUNDS-INCOME FUND OF AMERICA	COST	0.	0.
AMERICAN FUNDS-BALANCED FUND	COST	0.	0.
AMERICAN FUNDS-AMCAP CLASS A (LPL)	COST	0.	0.
AMERICAN FUNDS-GROWTH FUND OF AMERICA	COST	0.	0.
AMERICAN FUNDS-NEW PERSPECTIVE FUND	COST	0.	0.
CALAMOS GROWTH FUND CLASS A	COST	0.	0.
AMERICAN FUNDS-AMCAP FUND CLASS F	COST	0.	0.
AMERICAN FUNDS-CAPITAL INCOME BUILDER	COST	29,263.	30,936.
AMERICAN FUNDS-CAPITAL WORLD G & I	COST	0.	0.
DAVIS NEW YORK VENTURE FUND	COST	0.	0.
KEELEY SMALL CAP VALUE FUND	COST	0.	0.
MUTUAL BEACON FUND CLASS A	COST	0.	0.
SMALLCAP WORLD FUND CLASS F	COST	6,432.	8,806.
VANGUARD UTILITIES ETF	COST	23,287.	22,767.
VANGUARD HIGH DIVIDEND ETF	COST	15,237.	15,070.
VERIZON COMMUNICATIONS	COST	10,502.	9,938.
PROCTER & GAMBLE	COST	12,461.	12,205.
PHILIP MORRIS	COST	14,970.	14,455.
PEPSICO	COST	12,426.	12,277.
MERCK & CO	COST	20,828.	20,641.
MCDONALD'S	COST	12,418.	11,878.
LOCKHEED MARTIN	COST	12,494.	12,488.
JOHNSON & JOHNSON	COST	25,570.	24,665.
COMP DE BEB AMBEV	COST	18,764.	17,246.
ALTRIA GROUP	COST	12,443.	12,238.
AT&T	COST	12,480.	11,967.
BRISTOL MYERS SQUIBB	COST	9,268.	9,202.
LORILLARD	COST	5,446.	5,305.
NESTLE	COST	17,862.	17,575.
BHP BILLITON PLC	COST	5,842.	5,746.
	TOTAL	\$ 277,993.	\$ 275,405.



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**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AMERICAN FUNDS-BOND FUND OF AMERICA	COST	\$ 0.	\$ 0.
TEMPLETON GLOBAL BOND CLASS A	COST	12,413.	15,122.
AMERICAN HIGH INCOME TRUST CLASS F	COST	10,000.	11,156.
NUVEEN BUILD AMERICA BOND FD	COST	15,269.	14,719.
BLACKROCK BUILD AMERICA BOND	COST	14,984.	14,147.
WESTERN ASSET MORTGAGE	COST	10,477.	10,316.
	<b>TOTAL</b>	<b>\$ 63,143.</b>	<b>\$ 65,460.</b>

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ONEOK PARTNERS LP	COST	\$ 12,497.	\$ 12,164.
CLEARBRIDGE ENERGY MLP FUND	COST	12,483.	11,815.
	<b>TOTAL</b>	<b>\$ 24,980.</b>	<b>\$ 23,979.</b>

**STATEMENT 9**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	1741.546 AMERICAN AMCAP	PURCHASED	VARIOUS	5/23/2013
2	1719.622 AMERICAN BALANCED FUND	PURCHASED	VARIOUS	5/23/2013
3	1692.114 INCOME FUND OF AMERICA	PURCHASED	VARIOUS	5/23/2013
4	694.777 CAPITAL WORLD G&I FUND	PURCHASED	VARIOUS	5/23/2013
5	694.132 EUROPACIFIC GROWTH FUND	PURCHASED	VARIOUS	5/23/2013
6	773.645 GROWTH FUND OF AMERICA	PURCHASED	VARIOUS	5/23/2013
7	987.481 AMERICAN NEW PERSPECTIVE FD	PURCHASED	VARIOUS	5/23/2013
8	1056.547 WASHINGTON MUTUAL FUND	PURCHASED	VARIOUS	5/23/2013
9	273.595 KEELEY SMALL CAP FUND	PURCHASED	VARIOUS	5/23/2013
10	494.709 DAVIS NY VENTURE FUND	PURCHASED	VARIOUS	5/23/2013
11	2251.094 BOND FUND OF AMERICA	PURCHASED	VARIOUS	5/23/2013
12	122.267 CALAMOS GROWTH FUND	PURCHASED	VARIOUS	5/23/2013
13	408.469 FRANKLIN TEMP MUTUAL BEACON	PURCHASED	VARIOUS	5/23/2013

  

<u>ITEM</u>	<u>(E) GROSS SALES</u>	<u>(F) DEPREC. ALLOWED</u>	<u>(G) COST BASIS</u>	<u>(H) GAIN (LOSS)</u>	<u>(I) FMV 12/31/69</u>	<u>(J) ADJ. BAS. 12/31/69</u>	<u>(K) EXCESS (I) - (J)</u>	<u>(L) GAIN (LOSS)</u>
1	43,782.		31,095.	12,687.				\$ 12,687.
2	39,070.		27,804.	11,266.				11,266.
3	33,572.		29,710.	3,862.				3,862.
4	28,805.		24,127.	4,678.				4,678.
5	30,646.		21,470.	9,176.				9,176.

NICHOLAS W. GENEMATAS II FOUNDATION

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**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
6	30,404.		20,477.	9,927.				\$ 9,927.
7	34,532.		25,418.	9,114.				9,114.
8	38,384.		30,582.	7,802.				7,802.
9	9,223.		5,237.	3,986.				3,986.
10	20,466.		15,674.	4,792.				4,792.
11	28,882.		32,212.	-3,330.				-3,330.
12	6,922.		6,959.	-37.				-37.
13	6,290.		6,610.	-320.				-320.
TOTAL								\$ 73,603.

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: N/A  
NAME: MARIANNE JEAN ERNST  
CARE OF: MESCH CLARK & ROTHCHILD  
STREET ADDRESS: 259 N. MEYER AVE.  
CITY, STATE, ZIP CODE: TUCSON, AZ 85701-1090  
TELEPHONE: (520) 624-8886  
E-MAIL ADDRESS:  
FORM AND CONTENT: SEE STATEMENT 12  
SUBMISSION DEADLINES: SEE STATEMENT 12  
RESTRICTIONS ON AWARDS: SEE STATEMENT 12

**STATEMENT 11**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AZ FAMILIES FOR CHILDREN 1011 N. CRAYCROFT, STE. 470 TUCSON, AZ 85711	NONE	N/A	GENERAL PURPOSE	\$ 4,000.
BETHESDA MISSION OF HARRISBURG P.O. BOX 3041 HARRISBURG, PA 17105	NONE	N/A	SUMMER CAMP	2,000.

NICHOLAS W. GENEMATAS II FOUNDATION

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**STATEMENT 11 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ARA PARSEGHIAN RESEARCH FOUNDATION 3530 CAMPO ABIERTO, STE. 105 TUCSON, AZ 85718	NONE	PUBLIC	MEDICAL RESEARCH	\$ 2,000.
SUN SOUNDS OF ARIZONA 7290 E. BROADWAY #166 TUCSON, AZ 85710	NONE	N/A	GENERAL PURPOSE	1,000.
CHANNELS FOOD RESCUE 3305 N. 6TH ST. HARRISBURG, PA 17110	NONE	N/A	FOOD FOR THE POOR	1,000.
IMAGO DEI MIDDLE SCHOOL P.O. BOX 3056 TUCSON, AZ 85702	NONE	N/A	PURCHASE OF ATHLETIC EQUIPMENT	1,000.
TUCSON BOTANICAL GARDENS 2150 N. ALVERNON WAY TUCSON, AZ 85712	NONE	N/A	GUIDED APPRENTICE PROGRAM	1,000.
JUMP STREET 100 N. CAMERON ST 2ND FLOOR HARRISBURG, PA 17104	NONE	N/A	GIFT OF MUSIC PROGRAM	1,500.
GAMUT THEATRE GROUP 605 STRAWBERRY SQUARE HARRISBURG, PA 17101	NONE	N/A	SHAKESPEARE IN THE PARK	1,000.
GABRIEL'S ANGELS 3849 E. BROADWAY BLVD #292 TUCSON, AZ 85716	NONE	N/A	TUCSON THERAPY TEAMS	2,500.
HUMANE SOCIETY OF SOUTHERN AZ 3450 N. KELVIN BLVD TUCSON, AZ 85716	NONE	N/A	INDIGENT FAMILY PROGRAM	500.
LITERACY CONNECTS 2850 E. SPEEDWAY TUCSON, AZ 85716	NONE	N/A	REACH OUT AND READ BOOK PURCHASES	1,000.
STEP - STUDENT EXPEDITION PROGRAM 6336 N. ORACLE ROAD #326 TUCSON, AZ 85704	NONE	N/A	GENERAL PURPOSE	2,000.
WORLD MEDICAL RELIEF INC 11745 ROSA PARKS BLVD DETROIT, MI 48206	NONE	N/A	GENERAL PURPOSE	1,000.

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## FEDERAL STATEMENTS

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STATEMENT 11 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SAVANNAH COLLEGE OF ART & DESIGN P.O. BOX 3145 SAVANNAH, GA 31402	NONE	N/A	GENERAL PURPOSE	\$ 500.

TOTAL \$ 22,000.

## NICHOLAS W. GENEMATAS II FOUNDATION

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STATEMENT 12

FORM 990-PF, PART XV

QUESTION 2:

- A) MARIANNE JEAN ERNST  
C/O MESCH CLARK ROTHSCHILD  
259 N. MEYER AVE.  
TUCSON, AZ 85701  
(520) 624-8886
- B) THE FOUNDATION DOES NOT USE A PRE-PRINTED FORM FOR INITIAL APPLICATIONS. HOWEVER, IF THE REQUEST IS APPROVED FOR FURTHER REVIEW BY THE DIRECTORS, THE FOUNDATION REQUIRES THAT THE APPLICANT EITHER SUBMIT IN WRITING OR PRESENT ORALLY TO THE DIRECTORS' THE FOLLOWING INFORMATION:
- 1) A STATEMENT DESCRIBING THE EXEMPT STATUS OF THE APPLICANT AND ITS CHARITABLE PURPOSE.
  - 2) A DESCRIPTION OF THE ORGANIZATION'S ACTIVITIES.
  - 3) THE AMOUNT OF THE CONTRIBUTION OR GRANT REQUESTED.
  - 4) THE INTENDED USE OF THE CONTRIBUTION OR GRANT.
  - 5) A COPY OF THE LAST FINANCIAL STATEMENT ISSUED BY THE ORGANIZATION OR EQUIVALENT FINANCIAL INFORMATION.
  - 6) THE IDENTITY OF THE INDIVIDUAL TRUSTEES OR OFFICERS REQUESTING THE FUNDS.
  - 7) A COPY OF THE REQUESTING ORGANIZATION'S MOST CURRENT BUDGET. IF THE ORGANIZATION IS A PUBLIC FOUNDATION, THE DIRECTORS WILL WAIVE THIS REQUIREMENT.
- C) THE ORGANIZATION MUST SUBMIT WRITTEN REQUESTS BY THE DATE OF THE ANNUAL FOUNDATION MEETING, OR MAKE ITS ORAL PRESENTATION AT THE ANNUAL MEETING.
- D) THERE ARE NO LIMITATIONS OR RESTRICTIONS OTHER THAN THAT THE REQUESTING ORGANIZATION MUST HAVE TAX EXEMPT STATUS.