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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 8/1/2012 , and ending 7/31/2013

Name of foundation <b>GRAHAM MUSIC FUND</b>		A Employer identification number <b>25-6620864</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>		B Telephone number (see instructions) <b>(888) 730-4933</b>
Room/suite		
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		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 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) <b>\$ 1,193,621</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
<b>Revenue</b>	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	34,353	34,353		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	44,751			
	b Gross sales price for all assets on line 6a	309,085			
	7 Capital gain net income (from Part IV, line 2)		44,751		
	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	79,104	79,104	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	16,841	12,631		4,210
	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)	380			
	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	17,221	12,631	0	4,210
	25 Contributions, gifts, grants paid	40,000			40,000
26 Total expenses and disbursements. Add lines 24 and 25	57,221	12,631	0	44,210	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	21,883				
b Net investment income (if negative, enter -0-)		66,473			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

10M

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	66,243	47,177	47,177	
	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)				
	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)	929,688	970,554	1,146,444		
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)	995,931	1,017,731	1,193,621		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	995,931	1,017,731		
	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 instructions)	995,931	1,017,731			
31	Total liabilities and net assets/fund balances (see instructions)	995,931	1,017,731			

## 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	995,931
2	Enter amount from Part I, line 27a	2	21,883
3	Other increases not included in line 2 (itemize) ▶ Cost Basis Adjustment	3	122
4	Add lines 1, 2, and 3	4	1,017,936
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	205
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,017,731

**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

  

(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	(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	44,751
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.

(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	59,849	1,114,456	0.053702
2010	62,537	1,178,445	0.053067
2009	69,363	1,080,074	0.064221
2008	51,314	957,015	0.053619
2007	75,000	1,372,845	0.054631

  

2 Total of line 1, column (d)	2	0.279240
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	0.055848
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,161,249
5 Multiply line 4 by line 3	5	64,853
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	665
7 Add lines 5 and 6	7	65,518
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	44,210

**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	1,329	
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	1,329	
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	1,329	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	444		
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	444	
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	885	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded		11	0	

**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)? <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 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"/> \$ _____		
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? <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 Form 990-T 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, col (c), and Part XV</i>	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? <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

**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			
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

**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**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 8,274		
CHARLES T. NOONAN, ESQ 526 WALNUT STREET ALLENTOWN, PA 181C	CO-TRUSTEE	5.00 8,567		

**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	
<b>Total. Add lines 1 through 3</b>	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,115,399
<b>b</b>	Average of monthly cash balances	<b>1b</b>	63,534
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,178,933
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,178,933
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	17,684
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,161,249
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	58,062

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	58,062
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,329
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,329
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	56,733
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	56,733
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	56,733

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	44,210
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	44,210
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	44,210

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				56,733
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012.				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010			1,179	
<b>e</b> From 2011			4,570	
<b>f</b> Total of lines 3a through e	5,749			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 44,210				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				44,210
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	5,749			5,749
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				6,774
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	40,000
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	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.)
<b>1</b>	Program service revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	34,353	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	44,751	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		79,104	0
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				13	79,104

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

[illegible]



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

Recipient(s) paid during the year

**Name**

ALLENTOWN ART MUSEUM

**Street**

31 NORTH FIFTH STREET

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18101

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

750

**Name**

ALLENTOWN BAND

**Street**

P O. BOX 1141

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105-1142

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

8,600

**Name**

ALLENTOWN MUSIC FESTIVAL

**Street**

824 WALNUT STREET SUITE 1

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18102

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

900

**Name**

CAMERATA SINGERS

**Street**

P O. BOX 4518

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18105

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

2,000

**Name**

CEDAR CREST COLLEGE

**Street**

100 COLLEGE DRIVE

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18104

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

3,000

**Name**

COMMUNITY MUSIC SCHOOL

**Street**

23 NORTH SIXTH ST, 2ND FLOOR

**City**

ALLENTOWN

**State**

PA

**Zip Code**

18101

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

20,000

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

Recipient(s) paid during the year

Name

GOOD SHEPHERD

Street

850 SOUTH FIFTH ST

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

500

Name

MUHLENBERG COLLEGE

Street

2400 WEST CHEW ST

City

ALLENTOWN

State

PA

Zip Code

18104

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

PIONEER BAND OF ALLENTOWN, INC

Street

519 E PAOLI ST

City

ALLENTOWN

State

PA

Zip Code

18103-5231

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Name

SATORI - MUSIC EDUCATION

Street

2985 FAIRFIELD DR NORTH

City

ALLENTOWN

State

PA

Zip Code

18103

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

250

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				Cost, Other Basis and Expenses				Net Gain or Loss													
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		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
1	X		DELAWARE POOLED TR INTL		246248306					10/22/2008				5/23/2013		12,725	12,135											0	
2	X		DELAWARE POOLED TR INTL		246248306					12/15/2008				5/23/2013		8,089	6,186											0	1
3	X		DELAWARE POOLED TR INTL		246248306					7/28/2005				5/23/2013		20,013	28,501											0	-8
4	X		ARTIO INTERNATIONAL EQ F		04315J837					10/22/2008				11/27/2012		10,311	9,378											0	
5	X		ARTIO INTERNATIONAL EQ F		04315J837					7/23/2008				11/27/2012		16,417	23,348											0	-6
6	X		CENTURYLINK, INC		158700106					12/13/2011				4/17/2013		5,146	5,040											0	
7	X		DODGE & COX INTL STOCK F		256206103					7/23/2008				11/27/2012		10,793	13,303											0	-2
8	X		DODGE & COX INTL STOCK F		256206103					10/22/2008				11/27/2012		9,220	6,585											0	2
9	X		DODGE & COX INTL STOCK F		256206103					1/22/2008				11/27/2012		30,893	38,021											0	-7
10	X		GILEAD SCIENCES INC		375558103					12/13/2011				4/17/2013		2,594	968											0	1
11	X		HEWLETT PACKARD CO		428236103					1/19/2005				8/30/2012		3,351	4,120											0	1
12	X		KRAFT FOODS GROUP INC		50076Q106					10/22/2009				10/17/2012		15	10											0	
13	X		KRAFT FOODS GROUP INC		50076Q106					10/22/2008				11/27/2012		2,672	1,520											0	1
14	X		PFIZER INC		717081103					7/30/2009				8/30/2012		3,578	2,442											0	1
15	X		PHILLIPS 66		718546104					10/3/2002				8/30/2012		531	140											0	
16	X		PRAXAIR INC COM		718546104					12/17/2001				8/30/2012		2,101	651											0	1
17	X		T ROWE PRICE INST EM MKT		74005P104					1/16/2008				4/17/2013		8,266	6,127											0	2
18	X		T ROWE PRICE INST EM MKT		74144Q203					1/22/2008				8/30/2012		4,000	4,814											0	
19	X		T ROWE PRICE INST EM MKT		74144Q203					1/22/2008				11/27/2012		2,000	2,256											0	
20	X		T ROWE PRICE REAL ESTATE		778919109					6/30/2008				11/27/2012		2,000	1,714											0	
21	X		T ROWE PRICE REAL ESTATE		778919109					6/30/2008				5/23/2013		6,000	4,455											0	1
22	X		UNUM GROUP		81528Y106					12/13/2011				4/17/2013		4,955	3,973											0	
23	X		CRM MID CAP VALUE FD-INST		92934R769					1/22/2008				8/30/2012		5,000	4,499											0	
24	X		CRM MID CAP VALUE FD-INST		92934R769					10/22/2008				5/23/2013		9,996	5,386											0	4
25	X		CRM MID CAP VALUE FD-INST		92934R769					10/22/2008				5/23/2013		23,874	17,687											0	6
26	X		WELLS FARGO ADV SP S/C V		94975P447					2/28/2003				5/23/2013		33,272	19,891											0	13
27	X		WELLS FARGO ADV SP S/C V		94975P447					11/19/2008				5/23/2013		6	3											0	
28	X		WELLS FARGO ADV SP S/C V		94975P447					12/7/2012				5/23/2013		0	0											0	
29	X		WELLS FARGO ADV SM CP V		94984B397					2/28/2003				8/30/2012		5,000	3,602											0	1
30	X		WF ADV TRAD S/C GRWTH F		94985D244					11/16/2007				8/30/2012		1,534	1,374											0	
31	X		WF ADV TRAD S/C GRWTH F		94985D244					8/2/2002				8/30/2012		3,466	2,247											0	1
32	X		WF ADV TRAD S/C GRWTH F		94985D244					10/22/2008				11/27/2012		3,031	1,646											0	1
33	X		WF ADV TRAD S/C GRWTH F		94985D244					11/19/2008				11/27/2012		100	49											0	7
34	X		WF ADV TRAD S/C GRWTH F		94985D244					8/2/2002				11/27/2012		23,505	15,753											0	
35	X		WELLS FARGO ADV ENTERPR		949915367					10/22/2008				5/23/2013		22,206	9,884											0	12
36	X		WELLS FARGO ADV ENTERPR		949915367					1/22/2008				5/23/2013		9,857	6,626											0	3
Capital Gains/Losses																309,085		0		284,334		44							
Other sales																0		0											

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

		380	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE PAYMENTS	380	0		

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

Description of Property Sold	CUSIP #	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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adj Basis or Losses
Long Term CG Distributions	2,567												
Short Term CG Distributions	0												
1 DELAWARE POOLED TR INTL EQUITY #	248248306		10/22/2008	5/23/2013	12,725		0	12,135	590			0	42
2 DELAWARE POOLED TR INTL EQUITY #	248248306		12/15/2008	5/23/2013	8,069		0	6,186	1,903			0	1
3 DELAWARE POOLED TR INTL EQUITY #	248248306		7/28/2005	5/23/2013	20,013		0	28,501	-8,488			0	-8
4 ARTIO INTERNATIONAL EQ FD II #1529	043151837		10/22/2008	11/27/2012	10,311		0	9,378	933			0	-8
5 ARTIO INTERNATIONAL EQ FD II #1529	043151837		7/23/2008	11/27/2012	16,417		0	23,348	-6,931			0	-6
6 CENTURYLINK INC	158700106		12/13/2011	4/17/2013	5,148		0	5,040	108			0	-2
7 DODGE & COX INTL STOCK FD #1048	256206103		7/23/2008	11/27/2012	10,783		0	13,303	-2,510			0	2
8 DODGE & COX INTL STOCK FD #1048	256206103		10/22/2008	11/27/2012	9,220		0	6,585	2,635			0	2
9 DODGE & COX INTL STOCK FD #1048	256206103		12/22/2008	11/27/2012	30,883		0	38,021	-7,128			0	1
10 GILEAD SCIENCES INC	375558103		12/13/2011	4/17/2013	2,584		0	968	1,628			0	1
11 HEWLETT PACKARD CO	428238103		1/19/2005	8/30/2012	3,351		0	4,120	-769			0	1
12 KRAFT FOODS GROUP INC	500760106		10/22/2009	10/11/2012	15		0	10	5			0	1
13 KRAFT FOODS GROUP INC	500760106		10/22/2009	4/17/2013	2,672		0	1,520	1,152			0	1
14 PRIZER INC	717081103		7/30/2009	8/30/2012	3,578		0	2,442	1,137			0	1
15 PHILLIPS 66	718546104		10/32/2002	8/30/2012	531		0	140	391			0	1
16 PHILLIPS 66	718546104		12/17/2001	8/30/2012	2,101		0	651	1,450			0	2
17 PRAXAIR INC COM	740059104		1/19/2008	4/17/2013	8,268		0	6,127	2,139			0	1
18 T ROWE PRICE INST EM MKT EQ #146	741440203		1/22/2008	8/30/2012	4,000		0	4,814	-814			0	1
19 T ROWE PRICE INST EM MKT EQ #146	741440203		1/22/2008	11/27/2012	2,000		0	2,268	-268			0	1
20 T ROWE PRICE REAL ESTATE FD #122	779919109		6/30/2008	11/27/2012	2,000		0	1,714	286			0	1
21 T ROWE PRICE REAL ESTATE FD #122	779919109		6/30/2008	5/23/2013	6,000		0	4,455	1,545			0	1
22 UNUM GROUP	815287108		12/13/2011	4/17/2013	4,855		0	3,973	882			0	4
23 CRM MID CAP VALUE FD-INSTL #32	929347869		1/22/2008	8/30/2012	5,000		0	4,499	501			0	4
24 CRM MID CAP VALUE FD-INSTL #32	929347869		10/22/2008	5/23/2013	8,986		0	5,386	4,610			0	6
25 CRM MID CAP VALUE FD-INSTL #32	929347869		1/22/2008	5/23/2013	23,874		0	17,697	6,187			0	13
26 WELLS FARGO ADV SP S/C VA-IS #4143	948759447		7/28/2003	5/23/2013	33,272		0	19,891	13,381			0	13
27 WELLS FARGO ADV SP S/C VA-IS #4143	948759447		11/19/2008	5/23/2013	6		0	3	3			0	3
28 WELLS FARGO ADV SP S/C VA-IS #4143	948759447		12/7/2012	5/23/2013	0		0	0	0			0	0
29 WELLS FARGO ADV SM CP VL FD-ADM	948845397		2/28/2003	8/30/2012	5,000		0	3,602	1,398			0	1
30 WF ADV TRAD S/C GRWTH FD INST #4	948850244		11/18/2007	8/30/2012	1,534		0	1,374	160			0	1
31 WF ADV TRAD S/C GRWTH FD INST #4	948850244		8/2/2002	8/30/2012	3,468		0	2,277	1,219			0	1
32 WF ADV TRAD S/C GRWTH FD INST #4	948850244		10/22/2008	11/27/2012	3,031		0	1,848	1,385			0	1
33 WF ADV TRAD S/C GRWTH FD INST #4	948850244		11/19/2008	11/27/2012	100		0	48	51			0	7
34 WF ADV TRAD S/C GRWTH FD INST #4	948850244		8/2/2002	11/27/2012	23,505		0	15,753	7,752			0	12
35 WELLS FARGO ADV ENTERPR CL I #31	948915367		10/22/2008	5/23/2013	22,206		0	9,884	12,322			0	3
36 WELLS FARGO ADV ENTERPR CL I #31	948915367		1/22/2008	5/23/2013	9,857		0	6,628	3,231			0	3

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	8,274	0	0
1	CHARLES T NOONAN, ESQ	X	526 WALNUT STREET	ALLEN TOWN	PA	18101		CO-TRUSTEE	5 00	8,567		
2												

16,841

0

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

	Date	Amount
1 Credit from prior year return . . . . .	1	64
2 First quarter estimated tax payment . . . . .	2	380
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	444