



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 10-01-2012 , and ending 09-30-2013

Name of foundation ALPIN J & ALPIN W CAMERON MEMORIAL		A Employer identification number 23-6213225	
Number and street (or P O box number if mail is not delivered to street address) C/O PNC BANK 620 LIBERTY AVENUE NO 10THFL		Room/suite	B Telephone number (see instructions) (412) 762-3787
City or town, state, and ZIP code PITTSBURGH, PA 152222705		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 4,404,508		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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19	19		
	4 Dividends and interest from securities.	102,241	102,241		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	354,866			
	b Gross sales price for all assets on line 6a <u>3,256,291</u>				
	7 Capital gain net income (from Part IV , line 2)		355,856		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	388	0		
	12 Total. Add lines 1 through 11	457,514	458,116		
	13 Compensation of officers, directors, trustees, etc	26,926	19,944		6,982
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	30,317	55		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	361	0		361
	24 Total operating and administrative expenses. Add lines 13 through 23	57,604	19,999		7,343
	25 Contributions, gifts, grants paid	192,000			192,000
	26 Total expenses and disbursements. Add lines 24 and 25	249,604	19,999		199,343
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	207,910			
	b Net investment income (if negative, enter -0-)		438,117		
	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
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	37,590	70,239	70,239
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,115,723	1,602,876	1,889,381
	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)	1,701,200	2,389,308	2,444,888
	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)	3,854,513	4,062,423	4,404,508	
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.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,845,481	4,055,006	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	9,032	7,417	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,854,513	4,062,423	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,854,513	4,062,423	

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)	13,854,513
2	Enter amount from Part I, line 27a	207,910
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	4,062,423
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	4,062,423

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)
1 a	SALES OF PUBLICLY TRADED SECURITIES			
b	PROCEEDS CLASS ACTION SETTLEMENTS		P	
c	CAPITAL GAINS DIVIDENDS		P	
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 3,234,222		2,900,823	333,399
b 438		50	388
c 22,069			22,069
d			
e			

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

(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			333,399
b			388
c			22,069
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	355,856
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	200,887	4,065,698	0 049410
2010	178,719	4,007,624	0 044595
2009	167,133	3,615,046	0 046233
2008	232,628	3,262,506	0 071303
2007	216,885	4,312,453	0 050293

2 Total of line 1, column (d).	2	0 261834
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 052367
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,263,017
5 Multiply line 4 by line 3.	5	223,241
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,381
7 Add lines 5 and 6.	7	227,622
8 Enter qualifying distributions from Part XII, line 4.	8	199,343

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	8,762
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	8,762
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,762
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,640	
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	16,640
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	7,878
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 4,400	Refunded ☐	11	3,478

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-3787 Located at ▶620 LIBERTY AVENUE 10THFL PITTSBURGH PA ZIP +4 ▶15222705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ 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		
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?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

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)?

5b

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?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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	0
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	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
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	4,327,936
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,327,936
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,327,936
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,919
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,263,017
6	Minimum investment return. Enter 5% of line 5.	6	213,151

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	213,151
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,762
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,762
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	204,389
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	204,389
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	204,389

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	199,343
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	199,343
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	199,343
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				204,389
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			179,537	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 199,343				
a Applied to 2011, but not more than line 2a			179,537	
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.				19,806
e Remaining amount distributed out of corpus	0			
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	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.		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.				184,583
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.	0			
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 XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

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

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

AMY REES
620 LIBERTY AVENUE
PITTSBURGH, PA 15222
(412) 768-8192

b

The form in which applications should be submitted and information and materials they should include

IN WRITING - CONTACT THE ABOVE NAMED INDIVIDUAL

c

Any submission deadlines

CONTACT THE ABOVE NAMED INDIVIDUAL

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

CONTACT THE ABOVE NAMED INDIVIDUAL

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	192,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
STOP PAYMENT OF PRIOR YEARS						
a CONTRIBUTION						
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	19	
4 Dividends and interest from securities.				14	102,241	
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	354,866	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a CLASS ACTION PROCEEDS				14	388	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).			0		457,514	0
13 Total. Add line 12, columns (b), (d), and (e).				13	457,514	457,514

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

**Paid
Preparer
Use Only**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	***** 2013-10-30 Signature of officer or trustee	***** Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☒ No	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Firm's name ☐			Firm's EIN ☐	
	Firm's address ☐			Phone no	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK N A	TRUSTEE 5 00	25,926	0	0
620 LIBERTY AVENUE PITTSBURGH,PA 152222705				
MARGARET ANNE VAN DENBERGH	MEMBER BOARD OF OVERSEERS 1 00	250	0	0
620 LIBERTY AVENUE PITTSBURGH,PA 152222705				
ROSS VAN DENBERGH	MEMBER BOARD OF OVERSEERS 1 00	250	0	0
620 LIBERTY AVENUE PITTSBURGH,PA 152222705				
JONATHAN H SPROGELL	MEMBER BOARD OF OVERSEERS 1 00	250	0	0
620 LIBERTY AVENUE PITTSBURGH,PA 152222705				
MARGARET WALTON-RALPH	MEMBER BOARD OF OVERSEERS 1 00	250	0	0
620 LIBERTY AVENUE PITTSBURGH,PA 152222705				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADIRONDACK PARK INSTITUTE PO BOX 249 PAUL SMITHS,NY 12970	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000
ALASKA WILDERNESS LEAGUE 122 C ST NW STE 240 WASHINGTON,DC 20001	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
AMERICAN BIRD CONSERVANCY 4249 LOUDOUN AVE THE PLAINS,VA 20198	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
ASSOCIATION OF INDEPENDENT COLLEGES AND UNIVERSITIES OF PENNSYLVANIA 101 NORTH FRONT STREET HARRISBURG,PA 17101	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
ASTRAL ARTISTIC SERVICES 230 S BROAD STREET - 3RD FLOOR PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
BETHESDA MISSION - PHILADELPHIA PA 2101 N FRONT STREET HARRISBURG,PA 17110	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
BOYS AND GIRLS CLUBS OF METROPOLITAN PHILADELPHIA INC - PHILADELPHIA PA 1518 WALNUT STREET SUITE 712 PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
BREAKTHROUGH OF GREATER PHILADELPHIA 34 W COULTER ST PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000
BRYN MAWR HOSPITAL FOUNDATION 130 S BRYN MAWR AVE BRYN MAWR,PA 19010	N/A	PUBLIC CHARITY	GENERAL USE OF BRYN MAWR HOSPITAL FOUNDATION	2,000
BRYN MAWR THEATER FILM INSTITUTE PO BOX 1058 BRYN MAWR,PA 19010	N/A	PUBLIC CHARITY	GENERAL USE OF THE LAW SCHOOL	3,500
CARSON VALLEY SCHOOL 1419 BETHLEHEM PIKE FLOURTOWN,PA 19031	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,500
CHAMPS GYM INC 1679 FILMORE ST PHILADELPHIA,PA 19124	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,500
CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCONSIN,ME 04578	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000
CHOICE CONCERN FOR HEALTH OPTIONS INFORMATION CARE & EDUCATION 1500 WALNUT ST PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,000
CLEAN AIR COUNCIL 135 SOUTH 19TH STREET PHILADELPHIA,PA 19103	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COVENANT HOUSE INC PO BOX 731 NEW YORK,NY 10011	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
CROSSING INC 485 CHEWONKI NECK ROAD WISCASSET,ME 04578	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000
ENDOMETRIOSIS ASSOCIATION INC 8585 N 76TH PLACE MILWAUKEE,WI 53223	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
RED BALOON 560 RIVERSIDE DRIVE NEW YORK,NY 10027	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
POLICE ATHLETIC LEAGUE OF PHILADELPHIA 2524 E CLEARFIELD ST PHILADELPHIA,PA 19107	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
FIRST BOOK - PHILADELPHIA PO BOX 166 GLADWYNE,PA 19035	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000
FOREST SERVICE EMPLOYEES FOR PO BOX 11615 EUGENE,OR 97440	N/A	PUBLIC CHARITY	GENERAL USE OF THE LIBRARY	1,000
FOULKEWAYS AT GWYNEDD 1120 MEETINGHOUSE ROAD GWYNEDD,PA 19436	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	500
GALAPAGOS CONSERVANCY 3 11150 FAIRFAX BOULEVARD SUITE 408 FAIRFAX,VA 22030	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000
GERMANTOWN FRIENDS SCHOOL 31 W COULTER STREET PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,000
GESU CATHOLIC SCHOOL - PHILADELPHIA PA 700 WEST THOMPSON STREET PHILADELPHIA,PA 19121	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	2,500
GETTING THE WORD OUT INC - ADIRONDACK EXPLORER - SARANAC NY 36 CHURCH STREET SARANAC LAKE,NY 12983	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
GLAUCOMA SERVICE FOUNDATION TO PREVENT BLINDNESS 840 WALNUT ST STE 1130 PHILADELPHIA,PA 19107	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
GREATER PHILADELPHIA WOMEN'S-RESOURCES FOR HUMAN DEVELOPMENT INC 4700 WISSAHICKON AVENUE PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	MEDICAL FUND	4,000
GWYNEDD FRIENDS MEETING GWYNEDD PA PO BOX 142 GWYNEDD,PA 19436	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY PHILADELPHIA 829 N 19TH STREET PHILADELPHIA,PA 19121	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500
HAVERFORD COLLEGE 370 LANCASTER AVE HAVERFORD,PA 19041	N/A	PUBLIC CHARITY	GENERAL USE OF THE COLLEGE	1,000
HOMELESS ADVOCACY PROJECT 1424 CHESTNUT ST PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
HOPE PARTNERSHIP FOR EDUCATION 1701 N 8TH ST PHILADELPHIA,PA 19122	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
INDIAN LAKE THEATER PO BOX 517 INDIAN LAKE,NY 12842	N/A	PUBLIC CHARITY	GENERAL USE OF INDIAN LAKE THEATER	750
INTERNATIONAL HOUSE 3701 CHESTNUT ST PHILADELPHIA,PA 19104	N/A	PUBLIC CHARITY	GENERAL USE OF INTERNATIONAL HOUSE	2,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW WASHINGTON,DC 20036	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	5,000
LONG LAKE RESCUE SQUARD INC P O BOX 415 LONG LAKE,NY 12847	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
LONG LAKE VOLUNTEER FIRE DEPT 2160 W WAYZATA BLVD LONG LAKE,MN 55356	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,500
MAIN LINE MEALS ON WHEELS 235 LANCASTER AVE DEVON,PA 19333	N/A	PUBLIC CHARITY	GENERAL USE OF MAIN LINE MEALS ON WHEELS	1,000
MANNA - METROPOLITAN AIDS NEIGHBORHOOD NUTRITION ALLIANCE INC P O BOX 30181 PHILADELPHIA,PA 19103	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000
MEDIA - PROVIDENCE FRIENDS SCHOOL 125 WEST THIRD STREET MEDIA,PA 19063	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000
NATIONAL AUDUBON SOCIETY INC OF AUDUBORN PENNSYLVANIA 225 VARICK STREET 7TH FL NEW YORK,NY 10014	N/A	PUBLIC CHARITY	ENVIRONMENTAL EDUCATION	3,000
NATIONAL PARK FOUNDATION 1201 EYE ST NW WASHINGTON,DC 20005	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,000
NATURAL HISTORY MUSEUM OF THE ADIRONDACKS - TUPPER LAKE NY 12986 45 MUSEUM DRIVE TUPPER LAKE,NY 12986	N/A	PUBLIC CHARITY	GENERAL USE OF THE MUSEUM	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATURAL LANDS TRUST INC 1031 PALMERS MILL RD MEDIA,PA 19063	N/A	PUBLIC CHARITY	GENERAL USE OF NATURAL LANDS TRUST INC	1,000
NEW DIRECTIONS FOR WOMEN INC 4807 GERMANTOWN STREET PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
NORTH COUNTRY LIFE FLIGHT INC PO BOX 994 SARANAC LAKE,NY 12983	N/A	PUBLIC CHARITY	GENERAL PURPOSE	750
NORTH PHILADELPHIA HEALTH SYSTEM 1524 W GIRARD AVE PHILADELPHIA,PA 19130	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
OPERA COMPANY OF PHILADELPHIA 1420 LOCUST STREET - ROOM 210 PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	10,000
PARTNERS IN MINISTRY AT SWARTHMORE COLLEGE P O BOX 415 SWARTHMORE,PA 19081	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,500
PENN ENVIRONMENT RESEARCH & POLICY CENTER INC 1420 WALNUT ST ROOM 650 PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	4,000
PHILABUNDANCE 3616 S GALLOWAY STREET PHILADELPHIA,PA 19148	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	3,000
PLANNED PARENTHOOD OF SOUTHERN PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
POLICE ATHLETIC LEAGUE OF PHILADELPHIA - PHILADELPHIA PA 5720 MEDIA ST PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
PROJECT RENEWAL 200 VARICK ST NEWYORK,NY 10014	N/A	PUBLIC CHARITY	GENERAL USE OF PROJECT RENEWAL	1,000
PROVIDENCE CENTER 528 NORTH MAIN STREET PROVIDENCE,RI 02904	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
QUINTESSENCE THEATER GROUP INC 7137 GERMANTOWN AVE PHILADELPHIA,PA 19119	N/A	PUBLIC CHARITY	GENERAL USE OF THE THEATER GROUP	2,000
SMILE TRAIN INC 41 MADISON AVE NEWYORK,NY 10010	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SWARTHMORE COLLEGE 500 COLLEGE AVE SWARTHMORE,PA 19081	N/A	PUBLIC CHARITY	GENERAL USE OF THE COLLEGE	1,000
TABOR CHILDREN SERVICES 601 NEW BRITIAN ROAD DOYLESTOWN,PA 08901	N/A	PUBLIC CHARITY	GENERAL PURPOSE	1,500
THE ADIRONDACK COUNCIL INC PO BOX D-2 103 HAND AVE - SUITE 3 ELIZABETHTOWN,NY 12932	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
THE ADIRONDACK MUSEUM ROUTE 28 BLUE MOUNTAIN LAKE,NY 12812	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
THE BALDWIN SCHOOL 701 MONTGOMERY AVE BRYN MAWR,PA 19010	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	6,500
THE BIG BROTHERSBIG SISTERS ASSOCIATION OF PHILADELPHIA INC 230 NORTH 13TH STREET PHILADELPHIA,PA 19106	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
THE DOMESTIC ABUSE PROJECT OF DELAWARE COUNTY INC 14 WEST SECOND STREET MEDIA,PA 19063	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
THE PENNSYLVANIA ACADEMY OF FINE ARTS NORTH BROAD STREET PHILADELPHIA,PA 19123	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
THE PENNSYLVANIA SCHOOL FOR THE DEAF 100 W SCHOOL HOUSE LANE PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000
THE PENNSYLVANIA STATE UNIVERSITY - STATE COLLEGE PA 105 OLD MAIN UNIVERSITY PARK,PA 16802	N/A	PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	3,500
THE PETRA FOUNDATION - BOSTON MA 02110 ONE INTERNATIONAL PL 21ST FL BOSTON,MA 021102600	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500
THE SALVATION ARMY - PHILADELPHIA PA 701 NORTH BROAD STREET PHILADELPHIA,PA 19123	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE STREET PHILADELPHIA,PA 19102	N/A	PUBLIC CHARITY	GENERAL USE OF THE UNIVERSITY	2,500
WELCOMING THE STRANGER PO BOX 1156 LANGHORNE,PA 19047	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHITE WILLIAMS SCHOLARS (PHILADELPHIA FUTURES) 215 SOUTH BROAD STREET PHILADELPHIA,PA 19104	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	2,000
WILLIAM PENN CHARTER SCHOOL OVERSEERS OF THE PUBLIC SCHOOL 3000 W SCHOOL HOUSE LN PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	1,000
WOODMERE ART MUSEUM INC 9201 GERMANTOWN AVE PHILADELPHIA,PA 19118	N/A	PUBLIC CHARITY	GENERAL USE OF THE MUSEUM	2,500
YOUNG AUDIENCES OF EASTERN PA 1616 WALNUT ST PHILADELPHIA,PA 19103	N/A	PUBLIC CHARITY	GENERAL USE OF THE ORGANIZATION	1,000
YOUNG SCHOLARS CHARTER SCHOOL 1530 WESTERLY PARKWAY STATE COLLEGE,PA 16801	N/A	PUBLIC CHARITY	GENERAL USE OF THE SCHOOL	3,500
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST PHILADELPHIA,PA 19104	N/A	PUBLIC CHARITY	GENERAL USE	1,000
BREWSTER LADIES LIBRARY 1822 MAIN ST BRUSTER,MA 02631	N/A	PUBLIC CHARITY	GENERAL USE	500
THE FRIENDS CENTRAL SCHOOL CORP MAIN STREET BRUSTER,MA 02631	N/A	PUBLIC CHARITY	GENERAL USE	500
MIGHTY WRITERS 641 SOUTH ST PHILADELPHIA,PA 19146	N/A	PUBLIC CHARITY	GENERAL USE	2,000
CAPE COD MUSEUM OF NATRUAL HISTORY 869 MAIN ST BREWSTER,MA 02631	N/A	PUBLIC CHARITY	GENERAL USE	500
THE LEAGUE OF WOMENS VOTERS OF PA 226 FOSTER ST HARRISBURG,PA 17102	N/A	PUBLIC CHARITY	GENERAL USE	2,000
FRIENDS JOURNAL (PUBLISHING CORP) 1216 ARCH ST PHILADELPHIA,PA 19107	N/A	PUBLIC CHARITY	GENERAL USE	2,000
HEALTHY NEWS WORKS P O BOX 431 PHILADELPHIA,PA 19144	N/A	PUBLIC CHARITY	GENERAL USE	3,500
SETTLEMENT MUSIC SCHOOL 416 QUEEN ST PHILADELPHIA,PA 19147	N/A	PUBLIC CHARITY	GENERAL USE	500
Total  3a				192,000

**TY 2012 All Other Program
Related Investments Schedule**

Name: ALPIN J & ALPIN W CAMERON MEMORIAL

EIN: 23-6213225

Category	Amount
N/A	0

**TY 2012 Investments Corporate
Stock Schedule****Name:** ALPIN J & ALPIN W CAMERON MEMORIAL**EIN:** 23-6213225

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	1,602,876	1,889,381

TY 2012 Investments - Other Schedule

Name: ALPIN J & ALPIN W CAMERON MEMORIAL

EIN: 23-6213225

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITY	AT COST	1,028,253	1,100,097
MUTUAL FUNDS - FIXED	AT COST	1,361,055	1,344,791

TY 2012 Other Expenses Schedule

Name: ALPIN J & ALPIN W CAMERON MEMORIAL

EIN: 23-6213225

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD OF OVERSEERS EXPENSES REIMBURSEMENT	361	0		361

TY 2012 Other Income Schedule

Name: ALPIN J & ALPIN W CAMERON MEMORIAL

EIN: 23-6213225

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	388		388

TY 2012 Taxes Schedule**Name:** ALPIN J & ALPIN W CAMERON MEMORIAL**EIN:** 23-6213225

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990PF BAL DUE FED EXCISE TAX PMT FOR 9/30/10	13,622	0		0
FED ESTIMATED EXCISE TAX PMT	16,640	0		0
FOREIGN TAX WITHHELD	55	55		0