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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation: **GEORGE B RUDY JR T/W FIVE CHARITIES**

Number and street (or P.O. box number if mail is not delivered to street address): **1100 WEHRLE DRIVE, 2ND FLOOR**

Room/suite: _____

City or town, state, and ZIP code: **BUFFALO, NY 14221**

A Employer identification number: **23-6708045**

B Telephone number (see instructions): **716- 842-5506**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 7,215,364.**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	178,551.	177,813.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	370,290.			
b	Gross sales price for all assets on line 6a 2,517,459.				
7	Capital gain net income (from Part IV, line 2)		370,290.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	97.			STMT 2
12	Total. Add lines 1 through 11	548,938.	548,103.		
13	Compensation of officers, directors, trustees, etc.	43,660.	43,660.		
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	8,007.	2,123.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	6,134.	6,134.		
24	Total operating and administrative expenses. Add lines 13 through 23	57,801.	51,917.	NONE	
25	Contributions, gifts, grants paid	327,865.			327,865.
26	Total expenses and disbursements. Add lines 24 and 25	385,666.	51,917.	NONE	327,865.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	163,272.			
b	Net investment income (if negative, enter -0-)		496,186.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	29,507.	58,619.	58,619.
	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 ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	117,588.	136,403.	126,792.
	b	Investments - corporate stock (attach schedule)	1,410,085.	1,596,039.	2,415,003.
	c	Investments - corporate bonds (attach schedule)	504,506.		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	3,519,234.	3,968,002.	4,614,950.
	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)	5,580,920.	5,759,063.	7,215,364.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,580,920.	5,759,063.	
	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)	5,580,920.	5,759,063.		
31	Total liabilities and net assets/fund balances (see instructions)	5,580,920.	5,759,063.		

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 5,580,920.
2	Enter amount from Part I, line 27a	2 163,272.
3	Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT TO TIP BONDS	3 16,514.
4	Add lines 1, 2, and 3	4 5,760,706.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5 1,643.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,759,063.

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.)

(a)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,517,459.		2,147,169.	370,290.
b			
c			
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			370,290.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } 2 370,290.

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 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	316,485.	6,665,553.	0.047481
2010	397,843.	6,875,353.	0.057865
2009	380,329.	6,384,606.	0.059570
2008	251,700.	5,617,420.	0.044807
2007	365,835.	7,269,179.	0.050327

2 Total of line 1, column (d) 2 0.260050

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 0.052010

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 6,877,095.

5 Multiply line 4 by line 3 5 357,678.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,962.

7 Add lines 5 and 6 7 362,640.

8 Enter qualifying distributions from Part XII, line 4 8 327,865.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	}			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1		9,924.
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			
3 Add lines 1 and 2	3		9,924.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4		NONE	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		9,924.	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		5,416.	
b Exempt foreign organizations - tax withheld at source	6b		NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c		NONE	
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d	7		5,416.	
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		4,508.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> NONE <input type="checkbox"/> Refunded <input type="checkbox"/>	11			

Part VII-A Statements Regarding Activities

	Yes	No
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?		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
4a 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?		
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	
8a 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? 13 X
Website address N/A
14 The books are in care of MANUFACTURERS & TRADERS TRUST Telephone no. (716) 842-5506
Located at 1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY ZIP+4 14221
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No X
See the 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? 1b
Organizations relying on a current notice regarding disaster assistance check here
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? Yes No X
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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
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)? **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** X

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
M & T TRUST CO 1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY 14221	TRUSTEE 40	43,660.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	6,703,765.
b	Average of monthly cash balances	1b	278,057.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,981,822.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,981,822.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,727.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,877,095.
6	Minimum investment return. Enter 5% of line 5	6	343,855.

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	343,855.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,924.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,924.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	333,931.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	333,931.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	333,931.

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	327,865.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	327,865.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	327,865.

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				333,931.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			19,407.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>327,865.</u>				
a Applied to 2011, but not more than line 2a . . .			19,407.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				308,458.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				25,473.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation 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).)

N/A

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.

N/A

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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
a Paid during the year				
THE SALVATION ARMY C/O RICHARD D. ALLEN, ASST 440 WEST NYACK ROAD WEST NYACK NY 10994	N/A	PUBLIC	GENERAL FUNDING	65,573.
ST MARKS LUTHERAN CHURCH 700 E. MARKET ST. YORK PA 17402	N/A	PUBLIC	GENERAL FUNDING	65,573.
YOUNG MENS CHRISTIAN ASSOCIATION ATTN: JOHN ATTN: JOHN CAMPBELL YORK PA 17401-1008	N/A	PUBLIC	GENERAL FUNDING	65,573.
YORK COLLEGE OF PA COUNTRY CLUB RD YORK PA 17403-3426	N/A	PUBLIC	GENERAL FUNDING	65,573.
VISITING NURSE ASSOC OF YORK COUNTY ATTN: JOE 3350 WHITEFORD ROAD YORK PA 17402	N/A	PUBLIC	GENERAL FUNDING	65,573.
Total				3a 327,865.
b Approved for future payment				
Total				3b

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	178,551.	177,813.
TOTAL	178,551.	177,813.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	97.

=====

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FEDERAL TAXES PRIOR YEAR BALAN	468.	
FEDERAL ESTIMATED TAX DEPOSITS	5,416.	
FOREIGN TAXES ON QUALIFIED FOR	1,215.	1,215.
FOREIGN TAXES ON NONQUALIFIED	896.	896.
TOTALS	8,007.	2,123.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	6,134.	6,134.
TOTALS	----- 6,134. =====	----- 6,134. =====

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

TREAS INFLTION SERIES IX 1.875

136,403.

136,403.

126,792.

TOTALS

136,403.

126,792.

=====

GEORGE B RUDY JR T/W FIVE CHARITIES
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6708045

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO & COMPANY	26,459.	60,699.
CHEVRON CORP	24,102.	59,171.
SCHLUMBERGER LIMITED	18,273.	34,629.
INTERNATIONAL BUSINESS MACHINC	17,354.	24,028.
MICROSOFT CORP	20,389.	33,139.
VERIZON COMMUNICATIONS	7,352.	14,430.
THE HERSHEY CO		
MEAD JOHNSON		
LOWES COMPANIES INC	26,779.	44,039.
PFIZER INC W/RTS	22,250.	35,648.
MONSANTO CO	27,776.	40,287.
CHIPOTLE MIXICAN GRILL	12,982.	20,583.
OCCIDENTAL PETE CORP		
APPLE COMPUTER INC	6,397.	52,443.
ALBEMARLE CORP	27,232.	50,604.
EATON VANCE	32,460.	53,197.
NEWMARKET CORP	23,019.	74,569.
ALEX & BALDWIN INC		
FEDEX CORP	12,126.	24,990.
UNION PACIFIC		
AMAZON.COM INC	10,750.	42,206.
CAMERON INT'L CORP	29,748.	28,134.
TRACTOR SUPPLY	21,616.	33,048.
ALTRIA GROUP	27,267.	43,831.
BROWN-FORMAN CORP	10,933.	18,599.
COCA COLA	26,098.	38,865.
PHILIP MORRIS INTL	13,854.	25,198.
WALMART STORES	30,217.	39,643.
CONOCO PHILLIPS	31,406.	45,529.

GEORGE B RUDY JR T/W FIVE CHARITIES
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6708045

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
KINDER MORGAN MGMT	8,091.	17,541.
BERKSHIRE HATHAWAY	46,526.	70,603.
LULULEMON ATHLETICA		
STARBUCKS	28,966.	40,794.
WHITE MOUNTAINS INSURANCE	27,356.	53,356.
ALLERGAN INC		
BIOMEN IDEC		
BRISTOL MYERS SQUIBB	11,361.	29,373.
STARWOOD HOTELS	26,489.	53,777.
DOMINION RESOURCES		
COGNIZANT TECHNOLOGY SOLUTIONS		
DELL INC		
EMC CORP MASS	34,036.	45,037.
GOOGLE INC	24,926.	40,292.
INTEL CORP	29,473.	37,224.
QUALCOMM INC	21,552.	34,804.
DUKE ENERGY		
ALEXION PHARMACEUTICAL	10,733.	24,394.
HATTERAS FINANCIAL CORP		
UDR INC		
CARMAX		
ENERGIZER HLDS	38,515.	64,659.
DOLLAR TREE INC	32,930.	40,288.
EXPRESS SCRIPTS INC		
PERRIGO COMPANY		
CITRIX SYSTEMS INC	34,730.	35,164.
ACCO BRANDS		
MATSON		
PRICELINE.COM INC	14,573.	54,591.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
MEADWESTVACO CORP	21,340.	27,250.
VISA	49,742.	100,519.
PHILLIPS 66		
AFFILIATED MNGRS GROUP	25,457.	40,181.
VERTEX PHARM		
BAIDU INC		
BROADCOM		
CISCO	30,216.	39,880.
CORNING INC	38,037.	38,693.
TERADATA CORP		
ECOLAB INC	13,752.	14,814.
CANADINA PACIFIC RAILWAY LTD	26,708.	27,373.
CUMMINS INC	27,343.	32,420.
FASTENAL CO	24,298.	25,034.
GENERAL DYNAMICS CORP	35,610.	45,160.
HERTZ GLOBAL HLDS	18,080.	16,044.
J B HUNT TRANSPORT SERVICE INC	27,675.	27,713.
ALLIANCE DATA SYSTEMS CORP	23,919.	27,914.
CARNIVAL CORP	42,726.	37,862.
MICHAEL KORS HLDS LTD	26,745.	34,279.
APACHE CORP	35,545.	38,654.
BLACKROCK INC	45,886.	50,877.
CME GROUP INC	15,186.	15,663.
SCHWAB CHARLES CORP	25,825.	27,017.
CATAMARAN CORP	32,296.	27,662.
CELGENE CORP	25,468.	33,294.
CERNER CORP	23,887.	27,326.
GILEAD SCIENCES INC COM	27,573.	32,818.
FACEBOOK IN - A	19,853.	24,512.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LINKEDIN CORP A	15,776.	22,638.
TOTALS	1,596,039.	2,415,003.

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

GENERAL ELECTRIC CAP CORP	5%	
INTERNATIONAL BUS MACH	4.75%	
CONOCOPHILLIPA	4.75%	10/15/1
MCDONALDS CORP		
JP MORGAN CHASE	4.75%	5/1/13
GENERAL DYNAMICS	4.25%	5/15/13

TOTALS

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
HARBOR INTERNATIONAL FUND	C	298,356.	637,920.
LITMAN GREGORY MASTERS	C	183,849.	229,714.
PIMCO TOTAL RETURN	C	1,292,118.	1,265,753.
RIDGEWORTH SEIX FLOATING	C	415,795.	428,546.
LAZARD EMERGING MKTS PORT	C	48,136.	73,350.
MFS EMERGING MARKETS	C	296,344.	291,305.
ALPINE GLOBAL PREMIER	C		
GUINNESS ATKINSON CHINA & HK	C		
ARTIO GLOBAL HIGH INCOME FUNDD	C		
ISHARES MSCI EAFE INDEX FD	C		
MAINSTAY EPOCH	C	112,505.	146,279.
RS GLOBAL NATURAL RESOURCES FD	C		
DREYFUS INT'L BD FD	C	140,340.	143,765.
GUINNESS ATKINSON GLOBAL ENER	C		
WILMINGTON SHORT TERM CORP	C		
TIAA CREF	C	210,293.	211,925.
WILMINGTON MID CAP GRWTH	C	149,657.	190,786.
WILMINGTON MULTI MNGR RE ASSET	C	121,134.	224,915.
WILMINGTON SMALL CAP GRWTH	C	377,659.	367,954.
WILMINGTON MULTI MNGR INT'L	C	143,089.	211,804.
MFS INTL NEW DISCOVERY FD	C	107,236.	113,815.
WELLS FARGO ADVTG EMERG MKTS	C	71,491.	77,119.

TOTALS

3,968,002.	4,614,950.
------------	------------

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
BASIS ADJUSTED FOR ROC ALPINE GLOBAL	1,444.
BASIS ADJUSTED FOR ROC ARTIO GLOBAL	190.
ROUNDING OF SALES & MUTUAL FDS	9.

TOTAL	1,643.
	=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	6,560,061.	509,279.	
FEBRUARY	6,583,633.	505,860.	
MARCH	6,594,094.	530,470.	
APRIL	7,030,371.	184,968.	
MAY	5,926,034.	287,031.	
JUNE	6,874,822.	88,658.	
JULY	7,105,364.	88,408.	
AUGUST	6,934,321.	132,094.	
SEPTEMBER	7,156,739.	58,619.	
OCTOBER	6,661,809.	154,428.	
NOVEMBER	6,634,286.	267,207.	
DECEMBER	6,383,641.	529,667.	
TOTAL	80,445,175.	3,336,689.	
AVERAGE FMV	6,703,765.	278,057.	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number

23-6708045

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					17,538.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,700.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	33,238.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					29,080.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	307,827.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	145.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	337,052.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		33,238.
14	Net long-term gain or (loss):			
a	Total for year	14a		337,052.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		145.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		370,290.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust
GEORGE B RUDY JR T/W FIVE CHARITIES

Employer identification number
23-6708045

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 108. DOLLAR TREE INC	11/21/2011	10/23/2012	4,210.00	4,063.00	147.00
.1235 KINDER MORGAN MANAGE	03/27/2012	11/21/2012	9.00	9.00	
693.178 GUINNESS ATKINSON KONG FD	06/08/2012	12/18/2012	20,712.00	19,836.00	876.00
236.95 GUINNESS ATKINSON G FUND	06/08/2012	12/18/2012	6,346.00	5,561.00	785.00
.9352 KINDER MORGAN MANAGE	03/27/2012	02/21/2013	77.00	67.00	10.00
580. ACCO BRANDS COR	06/08/2012	04/05/2013	3,583.00	5,436.00	-1,853.00
565.731 ABERDEEN GLBL HIGH	09/27/2012	04/05/2013	5,737.00	5,431.00	306.00
572.108 ABERDEEN GLBL HIGH	03/27/2013	04/05/2013	5,801.00	5,700.00	101.00
54. BIOGEN IDEC INC	06/08/2012	04/05/2013	10,392.00	7,168.00	3,224.00
486. DELL INC	06/08/2012	04/05/2013	6,890.00	5,911.00	979.00
285.397 DREYFUS INTERNATIO I	12/27/2012	04/05/2013	4,863.00	4,955.00	-92.00
66.852 DREYFUS INTERNATION	08/01/2012	04/05/2013	1,139.00	1,126.00	13.00
80. EATON VANCE CORP COM N	06/08/2012	04/05/2013	3,093.00	1,979.00	1,114.00
8.3858 KINDER MORGAN MANAG	06/08/2012	04/05/2013	716.00	566.00	150.00
60.336 MAINSTAY EPOCH GLBL CL-I	09/27/2012	04/05/2013	1,049.00	987.00	62.00
141.482 MAINSTAY EPOCH GLB CL-I	03/28/2013	04/05/2013	2,459.00	2,403.00	56.00
92. MICROSOFT CORP COMMON	06/08/2012	04/05/2013	2,610.00	2,690.00	-80.00
272. PHILLIPS 66	06/08/2012	04/05/2013	16,923.00	8,604.00	8,319.00
142.656 RS GLOBAL NATURAL FUND	06/08/2012	04/05/2013	5,447.00	4,800.00	647.00
14.777 RS GLOBAL NATURAL R FUND	12/13/2012	04/05/2013	564.00	541.00	23.00
8. VERTEX PHARMACEUTICALS	06/08/2012	04/05/2013	421.00	457.00	-36.00
14. WELLS FARGO & COMPANY	06/08/2012	04/05/2013	514.00	437.00	77.00
21.515 WILMINGTON MULTI-MG INTERNATIONAL-I	03/20/2013	04/05/2013	150.00	153.00	-3.00
1558.487 WILMINGTON MULTI-INTERNATIONAL-I	09/20/2012	04/05/2013	10,894.00	9,485.00	1,409.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust: **GEORGE B RUDY JR T/W FIVE CHARITIES**
Employer identification number: **23-6708045**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. BERKSHIRE HATHAWAY INC	04/05/2013	06/12/2013	1,142.00	1,037.00	105.00
8. BLACKROCK INCORPORATED	04/05/2013	06/12/2013	2,227.00	1,949.00	278.00
80. CARMAX INC	04/05/2013	06/12/2013	3,754.00	3,303.00	451.00
10. CHIPOTLE MEXICAN GRILL	04/05/2013	06/12/2013	3,686.00	3,243.00	443.00
12. FASTENAL CO COMMON	04/05/2013	06/12/2013	586.00	586.00	
48. GENERAL DYNAMICS CORP	04/05/2013	06/12/2013	3,774.00	3,313.00	461.00
48. INTEL CORP COMMON~	04/05/2013	06/12/2013	1,197.00	999.00	198.00
886.324 PIMCO FDS TOTAL RE	11/30/2012	06/12/2013	9,688.00	10,261.00	-573.00
224. TERADATA CORP	04/05/2013	06/12/2013	12,763.00	11,821.00	942.00
18. VISA INC	04/05/2013	06/12/2013	3,246.00	2,961.00	285.00
58.427 WILMINGTON SHORT-TE -I	11/30/2012	06/12/2013	601.00	604.00	-3.00
44.256 WILMINGTON SHORT-TE -I	04/30/2013	06/12/2013	455.00	457.00	-2.00
.6904 KINDER MORGAN MANAGE	06/12/2013	08/20/2013	55.00	55.00	
8. AFFILIATED MANAGERS GRO	06/12/2013	08/27/2013	1,395.00	1,344.00	51.00
68. ALBEMARLE CORPORATION	06/12/2013	08/27/2013	4,238.00	4,247.00	-9.00
18. ALEXION PHARMACEUTICAL	06/12/2013	08/27/2013	1,910.00	1,690.00	220.00
12. ALLERGAN INC COMMON	06/12/2013	08/27/2013	1,058.00	1,213.00	-155.00
6. APPLE COMPUTER INC COMM	06/12/2013	08/27/2013	2,988.00	2,570.00	418.00
4. BERKSHIRE HATHAWAY INC	04/05/2013	08/27/2013	453.00	415.00	38.00
28. CAMERON INTERNATIONAL	06/12/2013	08/27/2013	1,561.00	1,732.00	-171.00
12. CANADIAN PACIFIC RAILW	06/12/2013	08/27/2013	1,420.00	1,501.00	-81.00
20. CELGENE CORPORATION	06/12/2013	08/27/2013	2,787.00	2,449.00	338.00
152. CERNER CORPORATION	04/05/2013	08/27/2013	7,139.00	6,982.00	157.00
50. CONOCOPHILLIPS	06/12/2013	08/27/2013	3,299.00	2,966.00	333.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust: **GEORGE B RUDY JR T/W FIVE CHARITIES**
Employer identification number: **23-6708045**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. CUMMINS ENGINE INC COM	06/12/2013	08/27/2013	1,472.00	1,397.00	75.00
90. DOMINION RESOURCES INC NEW	06/12/2013	08/27/2013	5,210.00	5,107.00	103.00
98. DUKE ENERGY HOLDING CO	06/12/2013	08/27/2013	6,406.00	6,827.00	-421.00
212. EMC CORPORATION COMMO	06/12/2013	08/27/2013	5,503.00	4,962.00	541.00
8. EATON VANCE CORP COM NO	06/12/2013	08/27/2013	316.00	322.00	-6.00
542. EBAY INCORPORATED	06/12/2013	08/27/2013	27,754.00	29,816.00	-2,062.00
20. FASTENAL CO COMMON	04/05/2013	08/27/2013	886.00	976.00	-90.00
24. FEDEX CORPORATION	06/12/2013	08/27/2013	2,654.00	2,322.00	332.00
42. GENERAL DYNAMICS CORP	04/05/2013	08/27/2013	3,537.00	2,899.00	638.00
32. GILEAD SCIENCES INCORP	06/12/2013	08/27/2013	1,913.00	1,690.00	223.00
8. HERSHEY FOODS CORP COMM	06/12/2013	08/27/2013	742.00	707.00	35.00
24. J B HUNT TRANSPORT SER	04/05/2013	08/27/2013	1,768.00	1,748.00	20.00
18. INTL BUSINESS MACHINES	06/12/2013	08/27/2013	3,307.00	3,747.00	-440.00
4. KINDER MORGAN MANAGEMEN	06/12/2013	08/27/2013	320.00	321.00	-1.00
1532.793 LAZARD EMRG MARKE CL-I	04/05/2013	08/27/2013	26,594.00	29,077.00	-2,483.00
6. LINKEDIN CORP A	04/05/2013	08/27/2013	1,431.00	1,029.00	402.00
124.709 LITMAN GREGORY MST CL-INST	06/12/2013	08/27/2013	2,054.00	2,032.00	22.00
140. LOWES COS INC COMMON	06/12/2013	08/27/2013	6,490.00	5,339.00	1,151.00
97.644 MAINSTAY EPOCH GLBL CL-I	06/27/2013	08/27/2013	1,749.00	1,705.00	44.00
188. MEADWESTVACO CORP COM	06/12/2013	08/27/2013	6,846.00	6,756.00	90.00
14. MONSANTO COMPANY NEW	04/05/2013	08/27/2013	1,372.00	1,469.00	-97.00
2. NEWMARKET CORPORATION	06/12/2013	08/27/2013	550.00	560.00	-10.00
2419.573 PIMCO FDS TOTAL R	04/30/2013	08/27/2013	25,889.00	27,354.00	-1,465.00
2175.201 PIMCO FDS TOTAL R	12/12/2012	08/27/2013	23,275.00	24,714.00	-1,439.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.

Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. CONOCOPHILLIPS 10/15/12	03/26/2008	10/15/2012	100,000.00	103,545.00	-3,545.00
448. DOLLAR TREE INC	09/16/2011	10/23/2012	17,462.00	17,042.00	420.00
100000. IBM CORP 11/29/12	10/26/2007	11/29/2012	100,000.00	99,894.00	106.00
100000. GENERAL DYNAMICS 5/15/13	01/10/2008	12/07/2012	101,691.00	99,010.00	2,681.00
7490. ALPINE GLBL PREMIER FUND	02/25/2010	12/18/2012	53,823.00	33,189.00	20,634.00
2533.991 GUINNESS ATKINSON KONG FD	11/22/2011	12/18/2012	75,716.00	65,669.00	10,047.00
1455.733 GUINNESS ATKINSON ENERGY FUND	11/22/2011	12/18/2012	38,985.00	45,026.00	-6,041.00
100000. MCDONALD'S CORP MT 3/01/13	03/10/2008	03/01/2013	100,000.00	102,103.00	-2,103.00
339. ACCO BRANDS COR	05/03/2011	04/05/2013	2,094.00	3,843.00	-1,749.00
4. AFFILIATED MANAGERS GRO	03/27/2012	04/05/2013	586.00	452.00	134.00
536. ALEXANDER & BALDWIN I	02/25/2010	04/05/2013	18,192.00	7,735.00	10,457.00
158. ALEXION PHARMACEUTICA	03/09/2011	04/05/2013	15,697.00	7,877.00	7,820.00
126. ALLERGAN INC COMMON	09/18/2009	04/05/2013	14,203.00	7,235.00	6,968.00
38. AMAZON.COM INCORPORATE	11/21/2011	04/05/2013	9,669.00	5,181.00	4,488.00
13896.977 ABERDEEN GLBL HI	03/29/2012	04/05/2013	140,915.00	137,556.00	3,359.00
130. BAIDU INC-SPON ADR	03/27/2012	04/05/2013	10,869.00	19,992.00	-9,123.00
10. BIOGEN IDEC INC	08/30/2011	04/05/2013	1,924.00	931.00	993.00
2. BRISTOL MYERS SQUIBB CO	11/21/2011	04/05/2013	81.00	61.00	20.00
452. BROADCOM CORPORATION	03/27/2012	04/05/2013	14,851.00	17,851.00	-3,000.00
160. CAMERON INTERNATIONAL	03/09/2011	04/05/2013	9,777.00	9,871.00	-94.00
676. CISCO SYS INC COMMON	03/27/2012	04/05/2013	13,843.00	13,014.00	829.00
124. COGNIZANT TECHNOLOGY CORP	09/18/2009	04/05/2013	9,087.00	4,765.00	4,322.00
1502. DELL INC	03/27/2012	04/05/2013	21,294.00	19,742.00	1,552.00
2712.928 DREYFUS INTERNATI I	12/28/2011	04/05/2013	46,228.00	44,492.00	1,736.00
48. ENERGIZER HOLDINGS INC	03/27/2012	04/05/2013	4,566.00	3,526.00	1,040.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

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Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 394. EXPRESS SCRIPTS HOLDI	09/27/2010	04/05/2013	22,370.00	19,037.00	3,333.00
6. GOOGLE INC CL A	05/01/2009	04/05/2013	4,666.00	2,379.00	2,287.00
638. HATTERAS FINANCIAL CO	02/25/2010	04/05/2013	17,569.00	15,203.00	2,366.00
14. HERSHEY FOODS CORP COM	05/20/2010	04/05/2013	1,196.00	660.00	536.00
2196. ISHARES HIGH DIVIDEN	03/27/2012	04/05/2013	143,588.00	126,126.00	17,462.00
361.6142 KINDER MORGAN MAN	03/27/2012	04/05/2013	30,863.00	13,355.00	17,508.00
86. LULULEMON ATHLETICA IN	06/09/2011	04/05/2013	5,481.00	3,641.00	1,840.00
780.326 MAINSTAY EPOCH GLB CL-I	03/27/2012	04/05/2013	13,562.00	12,563.00	999.00
536. MATSON INC	02/25/2010	04/05/2013	12,359.00	7,648.00	4,711.00
174. MEAD JOHNSON NUTRITIO	03/27/2012	04/05/2013	13,138.00	14,373.00	-1,235.00
472. MICROSOFT CORP COMMON	11/02/2009	04/05/2013	13,389.00	12,074.00	1,315.00
12. NEWMARKET CORPORATION	11/02/2009	04/05/2013	3,159.00	1,134.00	2,025.00
246. OCCIDENTAL PETROLEUM	03/30/2011	04/05/2013	20,036.00	25,363.00	-5,327.00
278. PERRIGO COMPANY	06/11/2010	04/05/2013	32,686.00	16,624.00	16,062.00
2. PRICELINE.COM INCORPORA	03/27/2012	04/05/2013	1,384.00	1,468.00	-84.00
16. QUALCOMM INCORPORATED	05/01/2009	04/05/2013	1,038.00	667.00	371.00
3319.857 RS GLOBAL NATURAL FUND	02/25/2010	04/05/2013	126,752.00	97,770.00	28,982.00
18. SCHLUMBERGER LTD COMMO	03/09/2011	04/05/2013	1,334.00	1,616.00	-282.00
512. STARWOOD HOTELS & RES WORLDWIDE	11/21/2011	04/05/2013	30,672.00	28,819.00	1,853.00
893. UDR INC COM	05/01/2009	04/05/2013	21,983.00	8,945.00	13,038.00
301. UNION PACIFIC CORP CO	11/21/2011	04/05/2013	41,516.00	16,258.00	25,258.00
26. VERTEX PHARMACEUTICALS	03/27/2012	04/05/2013	1,369.00	1,074.00	295.00
1960.161 WILMINGTON SMALL FUND -I	03/30/2011	04/05/2013	36,008.00	35,695.00	313.00
1.617 WILMINGTON MID CAP G -I	12/04/2006	04/05/2013	26.00	23.00	3.00
15173.091 WILMINGTON MULTI INTERNATIONAL-I	12/20/2011	04/05/2013	106,060.00	95,012.00	11,048.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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Employer identification number

GEORGE B RUDY JR T/W FIVE CHARITIES

23-6708045

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. JPMORGAN CHASE & C 5/01/13	05/05/2008	05/01/2013	100,000.00	99,954.00	46.00
.0722 KINDER MORGAN MANAGE	05/01/2009	05/23/2013	6.00	2.00	4.00
22. BIOGEN IDEC INC	08/30/2011	06/12/2013	4,789.00	2,049.00	2,740.00
94. BRISTOL MYERS SQUIBB C	11/21/2011	06/12/2013	4,468.00	2,866.00	1,602.00
6. CHIPOTLE MEXICAN GRILL-	03/30/2011	06/12/2013	2,211.00	1,623.00	588.00
126. CISCO SYS INC COMMON	11/21/2011	06/12/2013	3,041.00	2,282.00	759.00
438. COGNIZANT TECHNOLOGY CORP	09/18/2009	06/12/2013	28,337.00	11,871.00	16,466.00
148. CORNING INC COMMON ~	03/27/2012	06/12/2013	2,230.00	2,145.00	85.00
98. INTEL CORP COMMON~	06/08/2012	06/12/2013	2,443.00	2,623.00	-180.00
6. LULULEMON ATHLETICA INC	06/09/2011	06/12/2013	412.00	254.00	158.00
115.745 MAINSTAY EPOCH GLB CL-I	03/27/2012	06/12/2013	2,059.00	1,863.00	196.00
100. MICROSOFT CORP COMMON	09/18/2009	06/12/2013	3,509.00	2,532.00	977.00
420. SCHLUMBERGER LTD COMM	03/09/2011	06/12/2013	30,234.00	10,746.00	19,488.00
188. TERADATA CORP	06/08/2012	06/12/2013	10,712.00	12,824.00	-2,112.00
320. VERTEX PHARMACEUTICAL	03/27/2012	06/12/2013	26,255.00	13,223.00	13,032.00
10. VISA INC	03/27/2012	06/12/2013	1,803.00	1,199.00	604.00
28. WELLS FARGO & COMPANY	06/08/2012	06/12/2013	1,141.00	873.00	268.00
264. LULULEMON ATHLETICA I	06/09/2011	06/18/2013	17,307.00	11,176.00	6,131.00
50. ALBEMARLE CORPORATION	06/08/2012	08/27/2013	3,116.00	2,687.00	429.00
267. ALLERGAN INC COMMON	10/27/2009	08/27/2013	23,535.00	12,867.00	10,668.00
4. AMAZON.COM INCORPORATED	11/02/2009	08/27/2013	1,135.00	406.00	729.00
2. APPLE COMPUTER INC COMM	06/21/2006	08/27/2013	996.00	116.00	880.00
8. BIOGEN IDEC INC	08/30/2011	08/27/2013	1,680.00	745.00	935.00
2. CHIPOTLE MEXICAN GRILL-	03/30/2011	08/27/2013	799.00	541.00	258.00
24. CITRIX SYSTEMS INCORPO	09/27/2010	08/27/2013	1,713.00	1,682.00	31.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

