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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

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 12/01, 2012, and ending 11/30, 2013

Name of foundation ALICE A PAXTON CHARITABLE TRUST		A Employer identification number 01-6180869
Number and street (or P.O. box number if mail is not delivered to street address) 1100 WEHRLE DRIVE, 2ND FLOOR		B Telephone number (see instructions) 716- 842-5506
City or town, state, and ZIP code BUFFALO, NY 14221		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,711,080.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, 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)		308,488.			
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		59,952.	59,408.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		232,885.			
b Gross sales price for all assets on line 6a 1,653,801.			232,885.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		3,945.	3,113.		STMT 2
12 Total. Add lines 1 through 11		605,270.	295,406.		
13 Compensation of officers, directors, trustees, etc		35,311.	35,311.		
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		2,745.	2,001.		
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		4,853.	2,332.		
24 Total operating and administrative expenses. Add lines 13 through 23		42,909.	39,644.	NONE	
25 Contributions, gifts, grants paid		155,000.			155,000.
26 Total expenses and disbursements. Add lines 24 and 25		197,909.	39,644.	NONE	155,000.
27 Subtract line 26 from line 12.		407,361.			
a Excess of revenue over expenses and disbursements			255,762.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		-5,197.	67,651.	67,651.
	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)				
	b	Investments - corporate stock (attach schedule)	STMT 5	2,817,196.	2,876,358.	3,418,429.
	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)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ 19614 MEADOWBROOK ROAD)			275,000.	225,000.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,811,999.	3,219,009.	3,711,080.	
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	2,811,999.	3,219,009.		
	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)	2,811,999.	3,219,009.			
31	Total liabilities and net assets/fund balances (see instructions)	2,811,999.	3,219,009.			

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	2,811,999.
2	Enter amount from Part I, line 27a	2	407,361.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,219,360.
5	Decreases not included in line 2 (itemize) ▶	5	351.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,219,009.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 1,653,801.		1,420,916.	232,885.		
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			232,885.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	232,885.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	150,000.	3,049,780.	0.049184
2010	144,000.	3,119,195.	0.046166
2009	120,500.	2,836,810.	0.042477
2008	148,899.	2,457,161.	0.060598
2007	193,711.	3,237,167.	0.059840
2 Total of line 1, column (d)			2 0.258265
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 0.051653
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,320,457.
5 Multiply line 4 by line 3			5 171,512.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,558.
7 Add lines 5 and 6			7 174,070.
8 Enter qualifying distributions from Part XII, line 4			8 155,000.

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)		1	5,115.
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.			
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	5,115.
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	5,115.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012. . . .	6a 1,488.		
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	1,488.	
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	3,627.	
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.	11	NONE/Refunded	

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ (2) On foundation managers ► \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> SEE STATEMENT 11 Telephone no. <input type="text"/>			
Located at <input type="text"/> ZIP+4 <input type="text"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <input type="text"/>	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="text"/>	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="text"/>		
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) <input type="checkbox"/>	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. <input type="text"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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 AND T 1100 WEHRLE DRIVE, 2ND FLOOR, AMHERST, NY 14221	TRUSTEE 1	35,311.	- 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**

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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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,303,503.
b	Average of monthly cash balances	1b	67,519.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,371,022.
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	3,371,022.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,565.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,320,457.
6	Minimum investment return. Enter 5% of line 5	6	166,023.

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	166,023.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,115.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,115.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,908.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	160,908.
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	160,908.

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	155,000.
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	155,000.
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	155,000.

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				160,908.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			150,904.	
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>155,000.</u>				
a Applied to 2011, but not more than line 2a			150,904.	
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				4,096.
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				156,812.
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

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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PROMISE ANIMAL LEAGUE STAR SILVA, DIRECTOR PO BOX 268 FALLING WATERS WV 25419	NONE	HUMANE	GENERAL OPERATING	15,000.
LITTLE WONDERS ANIMAL RESCUE PO BOX 137 CLEAR SPRING MD 21722	NONE	HUMANE	GENERAL OPERATING EXPENSES	40,000.
EAST COAST EXOTIC ANIMAL RESCUE INC RESCUE IN 320 ZOO ROAD FAIRFIELD PA 17320	NONE	HUMANE	GENERAL OPERATING EXPENSES	50,000.
CHESAPEAKE WILDLIFE HERITAGE 46 PENNSYLVANIA AVE Easton MD 21601	NONE	HUMANE	OPERATING EXPENSES	40,000.
HUMANE SOCIETY OF WASHINGTON COUNTY 13011 MAUGHANSVILLE ROAD HAGERSTOWN MD 21740	NONE	HUMANE	OPERATING EXPENSES	5,000.
ALLEGANY COUNTY ANIMAL SHELTER MGMT FDN INC PO BOX 566 CUMBERLAND MD 21501-0566	NONE	HUMANE	GENERAL OPERATING EXPENSES	5,000.
Total			3a	155,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	59,952.		
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	232,885.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____			14	3,945.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				296,782.		
13 Total. Add line 12, columns (b), (d), and (e)				296,782.		

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

17

Schedule of Contributors

OMB No. 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

Employer identification number

ALICE A PAXTON CHARITABLE TRUST

01-6180869

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B LANNIN T/A-IRREV C/O M AND T AMHERST, NY 14221	\$ 308,488.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

01-6180869

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
___ 1 ___	SECURITIES \$33,488 PROPERTY \$275,000.00 ----- -----	\$ _____ 308,488.	_10/15/2013_
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	59,952.	59,408.
	-----	-----
TOTAL	59,952.	59,408.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	3,945.	3,113.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17.	17.
FEDERAL ESTIMATES - PRINCIPAL	744.	
FOREIGN TAXES ON QUALIFIED FOR	1,241.	1,241.
FOREIGN TAXES ON NONQUALIFIED	743.	743.
	-----	-----
TOTALS	2,745.	2,001.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	2,461.	
OTHER NON-ALLOCABLE EXPENSE -	60.	
OTHER ALLOCABLE EXPENSES - 2%	2,332.	2,332.
TOTALS	----- 4,853. =====	----- 2,332. =====

ALICE A PAXTON CHARITABLE TRUST

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WALMART	6,097.	10,045.
COCA COLA	5,567.	9,646.
ECOLAB	9,064.	9,860.
CHEVRON CORP	4,437.	13,468.
VERIZON COMMUNICATIONS	8,312.	8,237.
WELLS FARGO	9,743.	15,319.
PFIZER	5,277.	9,233.
INTEL	8,609.	8,773.
IBM	3,713.	7,547.
MICROSOFT	4,893.	6,825.
HARBOR INTERNATIONAL	555,024.	601,245.
APACHE CORP	8,833.	9,149.
PHILLIPS 66		
QUALCOMM	8,645.	16,776.
GENERAL DYNAMICS	8,763.	10,816.
ENERGIZER HLDGS	8,258.	12,139.
LAZARD EMERGING		
EATON VANCE	8,151.	13,714.
RIDGEWORTH SEIX	70,411.	71,790.
FEDERATED ULTRA SHORT	140,672.	140,538.
AFFILIATED MANAGERS	8,081.	15,620.
CANADIAN PACIFIC RAILWAY	11,729.	14,772.
MFS EMERGING MARKETS DEBT FUND	71,871.	72,248.
PIMCO TOTAL RETURN	199,388.	198,066.
ALBEMARLE CORP	6,600.	13,330.
CERNER	11,222.	13,448.
MONSANTO	15,624.	21,986.
NEWMARKET CORP	6,627.	19,437.
GILEAD	15,259.	17,805.

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MFS INTL NEW DISCOVERY	168,288.	171,077.
ALEX & BALDWIN INC		
ARTIO GLOBAL HIGH INCOME		
CATAMARAN CORP	15,774.	13,141.
FEDEX	4,095.	6,935.
UNION PACIFIC		
AMAZON COM	7,709.	22,830.
LOWES CO INC	5,196.	10,493.
J B HUNT TRANSPORT	12,081.	13,083.
LINKEDIN	8,101.	9,409.
ALTRIA GROUP	5,952.	10,798.
BROWN-FORMAN	2,235.	4,726.
PHILIP MORRIS INTL	3,565.	5,646.
CONOCOPHILLIPS	7,074.	10,920.
KINDER MORGAN LLC	2,658.	4,747.
SCHLUMBERGER		
BERKSHIRE HATHAWAY	9,712.	17,013.
MATSON		
HERTZ GLOBAL		
WHITE MOUNTAINS INS	8,819.	8,054.
ALLERGAN INC	7,557.	13,262.
ACCO BRANDS		
BRISTOL-MYERS SQUIBB	6,465.	13,256.
CATERPILLAR		
DOLLAR TREE		
CUMMINS		
MEADWESTVACO	11,441.	14,560.
ALLIANCE DATA	4,512.	5,758.
APPLE INC	12,242.	14,051.
	10,204.	27,804.

ALICE A PAXTON CHARITABLE TRUST

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COGNIZANT TECH SOLUTIONS		
DELL INC		
EMC CORP	7,613.	9,922.
CELGENE	11,722.	16,177.
GOOGLE	12,729.	21,192.
FASTENAL	10,721.	10,330.
LULULEMON		
DUKE ENERGY		
CARMAX	9,179.	15,609.
HATTERAS FINANCIAL		
UDR INC		
CRM MID CAP		
CME GROUP	9,168.	10,326.
BAIDU		
T ROWE PRICE LARGE CAP		
GUINNESS ATKINSON GLOBAL		
MEAD JOHNSON NUTRITION		
CARNIVAL CORP	10,562.	10,111.
CHIPOTLE	5,501.	11,525.
FACEBOOK	10,128.	10,436.
PRICELINE	11,115.	28,616.
STARWOOD HOTELS		
THE HERSHEY CO	2,039.	3,682.
CAMERON INTERNATIONAL	12,381.	11,521.
ALEXION PHARMACEUTICALS	4,796.	11,952.
OCCIDENTAL PETE		
PERRIGO CO		
BLACKROCK	11,577.	13,321.
VISA	11,503.	31,740.

ALICE A PAXTON CHARITABLE TRUST

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
LSV VALUE EQUITY		
MORGAN STANLEY FOCUS GROWTH	69,843.	97,757.
RS GLOBAL NAT RES		
GUINNESS ATKINSON CHINA		
LITMAN GREGORY MASTERS	259,164.	336,867.
MAINSTAY EPCOH GLOBAL		
EXPRESS SCRIPTS		
CITRIX SYSTEMS	15,716.	13,050.
STARBUCKS	13,266.	19,062.
TRACTOR SUPPLY	10,612.	16,399.
BIOGEN IDEC	7,048.	15,712.
VERTEX		
BROADCOM		
CISCO SYSTEMS	6,495.	8,415.
CORNING	8,176.	10,795.
TERADATA		
DOMINION RESOURCES		
TIAA-CREF MID CAP		
WILMINGTON MID CAP GROWTH	193,736.	263,896.
WILMINGTON SMALL CAP GROWTH	96,027.	125,199.
ALPINE GLOBAL PREMIER		
MICHAEL KORS	10,951.	14,353.
SCHWAB CHARLES CORP NEW	12,704.	14,737.
STERLING CAPITAL MID-CAP VALUE	255,939.	272,373.
WILMINGTON MULTI-MGR REAL	157,638.	145,781.
ABERDEEN GLBL HIGH INC	68,672.	73,430.
WILMINGTON BROAD MARKET	10,881.	10,488.
WILMINGTON SHORT-TERM CORP	4,206.	4,260.

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

TOTALS

2,876,358.
=====

3,418,429.
=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
ADJ FOR ROC	349.

TOTAL	351.
	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: M & T
ATTN: DIANE RIMER
ADDRESS: 1100 WEHRLE DRIVE 2ND FL
AMHERST, NY 14221

TELEPHONE NUMBER: (716)842-5506

STATEMENT 11

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	3,206,716.	16,782.	
FEBRUARY	3,212,985.	16,564.	
MARCH	3,263,563.	18,442.	
APRIL	3,305,553.	18,613.	
MAY	3,220,035.	117,854.	
JUNE	3,124,063.	119,579.	
JULY	3,261,288.	118,779.	
AUGUST	3,201,904.	118,261.	
SEPTEMBER	3,376,439.	92,169.	
OCTOBER	3,726,624.	88,682.	
NOVEMBER	3,643,426.	67,651.	
DECEMBER	3,099,435.	16,849.	
	-----	-----	-----
TOTAL	39,642,031.	810,225.	
	=====	=====	=====
AVERAGE FMV	3,303,503.	67,519.	
	=====	=====	=====

**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

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

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					3,970.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	47,507.
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	51,477.

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					18,401.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	162,996.
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	11.
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	181,408.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		51,477.
14 Net long-term gain or (loss):			
a Total for year	14a		181,408.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		11.
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		232,885.

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:	16	()
a The loss on line 15, column (3) or		
b \$3,000		

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 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ 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

OMB No. 1545-0092

2012

Name of estate or trust ALICE A PAXTON CHARITABLE TRUST	Employer identification number 01-6180869
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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 338. ACCO BRANDS CORP	05/31/2012	05/01/2013	2,183.00	3,137.00	-954.00
10. AFFILIATED MANAGERS GR	05/31/2012	05/01/2013	1,512.00	1,036.00	476.00
92. ALBEMARLE CORPORATION	05/31/2012	05/01/2013	5,465.00	5,609.00	-144.00
991. ALPINE GLBL PREMIER P FUND	05/31/2012	05/01/2013	8,510.00	5,982.00	2,528.00
12. AMAZON.COM INCORPORATE	05/31/2012	05/01/2013	2,981.00	2,514.00	467.00
64. BAIDU INC-SPON ADR	05/31/2012	05/01/2013	5,443.00	7,571.00	-2,128.00
32. BIOGEN IDEC INC	05/31/2012	05/01/2013	6,908.00	4,176.00	2,732.00
80. BRISTOL MYERS SQUIBB C	05/31/2012	05/01/2013	3,176.00	2,679.00	497.00
216. BROADCOM CORPORATION	05/31/2012	05/01/2013	7,669.00	6,982.00	687.00
154. CARMAX INC	05/31/2012	05/01/2013	6,997.00	4,328.00	2,669.00
126. CATERPILLAR INCORPORA	05/31/2012	05/01/2013	10,437.00	11,129.00	-692.00
468. CISCO SYSTEMS INCORPO	05/31/2012	05/01/2013	9,569.00	7,676.00	1,893.00
354. CORNING INCORPORATED	05/31/2012	05/01/2013	5,068.00	4,564.00	504.00
108. DELL INC	05/31/2012	05/01/2013	1,437.00	1,357.00	80.00
264. DOLLAR TREE INC	05/31/2012	05/01/2013	12,687.00	13,536.00	-849.00
56. DOMINION RESOURCES INC NEW	05/31/2012	05/01/2013	3,440.00	2,897.00	543.00
216. E M C CORPORATION MAS	05/31/2012	05/01/2013	4,844.00	5,180.00	-336.00
202. EATON VANCE CORPORATI VOTING	05/31/2012	05/01/2013	7,878.00	4,897.00	2,981.00
70. ENERGIZER HOLDINGS INC	05/31/2012	05/01/2013	6,790.00	5,142.00	1,648.00
2314.03 FEDERATED ULTRA SH I	05/31/2012	05/01/2013	21,382.00	21,220.00	162.00
11.963 GUINNESS ATKINSON G FUND	05/31/2012	05/01/2013	322.00	279.00	43.00
16. LULULEMON ATHLETICA IN	05/31/2012	05/01/2013	1,211.00	1,170.00	41.00
82. MEAD JOHNSON NUTRITION	05/31/2012	05/01/2013	6,632.00	6,688.00	-56.00
62. MEADWESTVACO CORPORATI	05/31/2012	05/01/2013	2,089.00	1,706.00	383.00

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ 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

OMB No 1545-0092

2012

Name of estate or trust

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

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 552.184 PIMCO FDS TOTAL RE	12/12/2012	05/01/2013	6,267.00	6,273.00	-6.00
18. PHILLIPS 66	05/31/2012	05/01/2013	1,088.00	543.00	545.00
324.618 RS GLOBAL NATURAL FUND	12/13/2012	05/01/2013	12,280.00	10,753.00	1,527.00
22. STARWOOD HOTELS & RESO WORLDWIDE	05/31/2012	05/01/2013	1,407.00	1,180.00	227.00
112. VERTEX PHARMACEUTICAL	05/31/2012	05/01/2013	8,647.00	6,691.00	1,956.00
38. VISA INC	05/31/2012	05/01/2013	6,335.00	4,475.00	1,860.00
74.41 CRM MID-CAP VALUE CL	05/31/2012	05/01/2013	2,493.00	2,091.00	402.00
1089.008 WILMINGTON MID CA FUND -I	12/04/2012	05/01/2013	17,675.00	15,550.00	2,125.00
84.548 ABERDEEN GLBL HIGH	05/01/2013	09/19/2013	851.00	865.00	-14.00
10. CANADIAN PACIFIC RAILW	05/01/2013	09/19/2013	1,289.00	1,222.00	67.00
8. CELGENE CORPORATION	05/01/2013	09/19/2013	1,183.00	938.00	245.00
70. CERNER CORPORATION	05/01/2013	09/19/2013	3,488.00	3,357.00	131.00
16. CONOCOPHILLIPS	05/01/2013	09/19/2013	1,130.00	963.00	167.00
10. CUMMINS ENGINE INCORPO	05/01/2013	09/19/2013	1,349.00	1,040.00	309.00
252. EBAY INCORPORATED	05/01/2013	09/19/2013	13,650.00	13,185.00	465.00
18. FASTENAL COMPANY	05/01/2013	09/19/2013	919.00	869.00	50.00
18. GENERAL DYNAMICS CORPO	05/01/2013	09/19/2013	1,613.00	1,337.00	276.00
10. HUNT J B TRANSPORT SER	05/01/2013	09/19/2013	742.00	694.00	48.00
262.06 LAZARD EMRG MARKETS CL-I	12/24/2012	09/19/2013	5,186.00	5,013.00	173.00
40. LOWES COMPANIES INCORP	05/01/2013	09/19/2013	1,945.00	1,533.00	412.00
150.84 MFS EMERGING MARKET - I	05/01/2013	09/19/2013	2,234.00	2,449.00	-215.00
18. STARBUCKS CORPORATION	05/01/2013	09/19/2013	1,375.00	1,086.00	289.00
9624.814 TIAA-CREF MID-CAP RETAIL CL	05/01/2013	09/19/2013	217,040.00	196,266.00	20,774.00
84. TERADATA CORP	05/01/2013	09/19/2013	4,999.00	4,319.00	680.00

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

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

OMB No. 1545-0092

2012

Employer Identification number

01-6180869

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1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	47,507.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 .1822 KINDER MORGAN MANAGE	11/24/2009	02/21/2013	15.00	7.00	8.00
196. ALEXANDER & BALDWIN I	11/24/2009	05/01/2013	6,601.00	3,026.00	3,575.00
66. ALEXION PHARMACEUTICAL	03/08/2011	05/01/2013	6,388.00	3,297.00	3,091.00
58. ALLERGAN INCORPORATED	11/24/2009	05/01/2013	5,766.00	3,435.00	2,331.00
116. ALTRIA GROUP INC	11/24/2009	05/01/2013	4,236.00	2,247.00	1,989.00
10. AMAZON.COM INCORPORATE	11/24/2009	05/01/2013	2,485.00	1,329.00	1,156.00
6. BERKSHIRE HATHAWAY INC	11/24/2009	05/01/2013	639.00	410.00	229.00
58. BRISTOL MYERS SQUIBB C	03/08/2011	05/01/2013	2,302.00	1,497.00	805.00
8. BROWN-FORMAN CORP CL B	11/24/2009	05/01/2013	562.00	274.00	288.00
100. CAMERON INTERNATIONAL	03/08/2011	05/01/2013	6,055.00	6,094.00	-39.00
64. CHEVRONTXACO CORPORAT	12/28/2009	05/01/2013	7,719.00	2,558.00	5,161.00
4. CHIPOTLE MEXICAN GRILL-	03/08/2011	05/01/2013	1,451.00	1,000.00	451.00
84. COCA COLA COMPANY	04/03/2006	05/01/2013	3,550.00	1,770.00	1,780.00
138. COGNIZANT TECHNOLOGY CORP	11/24/2009	05/01/2013	8,801.00	6,133.00	2,668.00
588. DELL INC	03/08/2011	05/01/2013	7,825.00	8,538.00	-713.00
38. DUKE ENERGY HOLDING CO	11/24/2009	05/01/2013	2,860.00	1,890.00	970.00
188. EXPRESS SCRIPTS HOLDI	03/08/2011	05/01/2013	11,178.00	10,300.00	878.00
20. FEDEX CORPORATION	11/24/2009	05/01/2013	1,847.00	1,638.00	209.00
1035.919 GUINNESS ATKINSON KONG FD	03/08/2011	05/01/2013	28,902.00	37,153.00	-8,251.00
1258.118 GUINNESS ATKINSON ENERGY FUND	03/08/2011	05/01/2013	33,818.00	41,996.00	-8,178.00
236. HATTERAS FINANCIAL CO	12/28/2009	05/01/2013	6,350.00	7,133.00	-783.00
22. HERSHEY FOODS CORPORAT	03/08/2011	05/01/2013	1,951.00	1,181.00	770.00
1683.204 T ROWE PRICE LRG FD INST	11/24/2009	05/01/2013	34,405.00	23,060.00	11,345.00
178. INTEL CORPORATION	05/27/2004	05/01/2013	4,264.00	5,066.00	-802.00
16. INTERNATIONAL BUSINESS CORP	05/27/2004	05/01/2013	3,202.00	1,415.00	1,787.00

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

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 156. KINDER MORGAN MANAGEM	11/24/2009	05/01/2013	13,540.00	6,136.00	7,404.00
115.757 LAZARD EMRG MARKET CL-I	05/14/2008	05/01/2013	2,250.00	2,762.00	-512.00
1989.279 MAINSTAY EPOCH GL FD CL-I	03/08/2011	05/01/2013	36,205.00	30,754.00	5,451.00
196. MATSON INC	11/24/2009	05/01/2013	4,525.00	2,992.00	1,533.00
326. MICROSOFT CORPORATION	10/24/2003	05/01/2013	10,679.00	8,819.00	1,860.00
793.806 MORGAN STANLEY FOC CL-I	03/08/2011	05/01/2013	34,054.00	30,300.00	3,754.00
34. NEWMARKET CORPORATION	11/24/2009	05/01/2013	8,981.00	3,755.00	5,226.00
122. OCCIDENTAL PETROLEUM	03/08/2011	05/01/2013	10,698.00	12,496.00	-1,798.00
2860.431 PIMCO FDS TOTAL R	11/24/2009	05/01/2013	32,466.00	31,522.00	944.00
130. PERRIGO COMPANY	03/08/2011	05/01/2013	15,466.00	9,951.00	5,515.00
104. PFIZER INCORPORATED	10/16/2009	05/01/2013	3,027.00	1,822.00	1,205.00
24. PHILIP MORRIS INTL INC	11/24/2009	05/01/2013	2,306.00	1,212.00	1,094.00
86. PHILLIPS 66	12/28/2009	05/01/2013	5,197.00	2,163.00	3,034.00
2. PRICELINE.COM INCORPORA	03/08/2011	05/01/2013	1,398.00	926.00	472.00
16. QUALCOMM INCORPORATED	10/23/2006	05/01/2013	991.00	607.00	384.00
3138.515 RS GLOBAL NATURAL FUND	12/15/2011	05/01/2013	118,730.00	125,075.00	-6,345.00
20. SCHLUMBERGER LIMITED	11/24/2009	05/01/2013	1,475.00	1,300.00	175.00
224. STARWOOD HOTELS & RES WORLDWIDE	03/08/2011	05/01/2013	14,322.00	13,088.00	1,234.00
322. UDR INC COM	11/24/2009	05/01/2013	7,856.00	4,711.00	3,145.00
142. UNION PACIFIC CORPORA	11/24/2009	05/01/2013	20,752.00	9,171.00	11,581.00
92. VERIZON COMMUNICATIONS	11/14/2000	05/01/2013	4,864.00	4,628.00	236.00
8. VISA INC	03/08/2011	05/01/2013	1,334.00	590.00	744.00
1400.742 CRM MID-CAP VALUE	11/24/2009	05/01/2013	46,925.00	33,184.00	13,741.00
30. WAL MART STORES INCORP	04/03/2006	05/01/2013	2,346.00	1,420.00	926.00
164. WELLS FARGO & COMPANY	03/08/2011	05/01/2013	6,140.00	4,777.00	1,363.00

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

Schedule D-1 (Form 1041) 2012

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

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 1769.468 WILMINGTON SMALL FUND -I	05/07/2007	05/01/2013	32,594.00	35,814.00	-3,220.00
8. WHITE MOUNTAINS INSURAN	11/24/2009	05/01/2013	4,608.00	2,560.00	2,048.00
.0426 KINDER MORGAN MANAGE	11/24/2009	05/23/2013	4.00	2.00	2.00
.8323 KINDER MORGAN MANAGE	11/24/2009	08/20/2013	66.00	32.00	34.00
10. AFFILIATED MANAGERS GR	05/31/2012	09/19/2013	1,878.00	1,036.00	842.00
22. ALBEMARLE CORPORATION	05/31/2012	09/19/2013	1,398.00	1,233.00	165.00
8. ALEXION PHARMACEUTICALS	03/08/2011	09/19/2013	911.00	400.00	511.00
126. ALLERGAN INCORPORATED	11/24/2009	09/19/2013	11,399.00	7,462.00	3,937.00
6. AMAZON.COM INCORPORATED	11/24/2009	09/19/2013	1,869.00	798.00	1,071.00
1690.535 ABERDEEN GLBL HIG	03/08/2011	09/19/2013	17,024.00	17,742.00	-718.00
6. BERKSHIRE HATHAWAY INC	11/24/2009	09/19/2013	703.00	410.00	293.00
16. BIOGEN IDEC INC	05/31/2012	09/19/2013	3,946.00	2,088.00	1,858.00
28. BRISTOL MYERS SQUIBB C	11/24/2009	09/19/2013	1,326.00	702.00	624.00
50. CISCO SYSTEMS INCORPOR	05/31/2012	09/19/2013	1,230.00	820.00	410.00
16. CITRIX SYSTEMS INCORPO	03/08/2011	09/19/2013	1,220.00	1,161.00	59.00
132. COGNIZANT TECHNOLOGY CORP	11/24/2009	09/19/2013	10,937.00	5,866.00	5,071.00
106. DOMINION RESOURCES IN NEW	05/31/2012	09/19/2013	6,677.00	5,484.00	1,193.00
89. DUKE ENERGY HOLDING CO	11/24/2009	09/19/2013	6,036.00	4,427.00	1,609.00
612. E M C CORPORATION MAS	05/31/2012	09/19/2013	16,504.00	14,677.00	1,827.00
10. FEDEX CORPORATION	11/24/2009	09/19/2013	1,164.00	819.00	345.00
945.135 GUINNESS ATKINSON KONG FD	05/31/2012	09/19/2013	28,959.00	27,643.00	1,316.00
4. INTERNATIONAL BUSINESS CORP	05/27/2004	09/19/2013	774.00	354.00	420.00
7729.381 LAZARD EMRG MARKE CL-I	05/31/2012	09/19/2013	152,964.00	115,514.00	37,450.00
130. LULULEMON ATHLETICA I	05/31/2012	09/19/2013	9,535.00	9,505.00	30.00
1813.97 MFS EMERGING MARKE - I	05/31/2012	09/19/2013	26,865.00	26,847.00	18.00

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

Schedule D-1 (Form 1041) 2012

Employer identification number

01-6180869

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