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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation JOSEPH T AND HELEN M SIMPSON FOUNDATION		A Employer identification number 23-6242538	
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 or province, country, and ZIP or foreign postal code BUFFALO, NY 14221		B Telephone number (see instructions) (716) 842-5506	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,609,342		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	109,567	109,035		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	325,747			
	b Gross sales price for all assets on line 6a 708,871				
	7 Capital gain net income (from Part IV, line 2) . . .		325,747		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	435,314	434,782		
	13 Compensation of officers, directors, trustees, etc	43,589	43,589		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	3,378	399		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	88,184	88,184		
	24 Total operating and administrative expenses. Add lines 13 through 23	135,151	132,172	0	0
	25 Contributions, gifts, grants paid	286,625			286,625
	26 Total expenses and disbursements. Add lines 24 and 25	421,776	132,172	0	286,625
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	13,538			
	b Net investment income (if negative, enter -0-)		302,610		
	c Adjusted net income (if negative, enter -0-)			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	29,083	226,599	226,599
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,325,203	2,141,224	4,382,743
	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)			0
	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)	2,354,286	2,367,823	4,609,342	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,354,286	2,367,823	
	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 page 17 of the instructions)	2,354,286	2,367,823	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,354,286	2,367,823		

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	2,354,286
2	Enter amount from Part I, line 27a	2	13,538
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,367,824
5	Decreases not included in line 2 (itemize) ▶ _____	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,367,823

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a	See Additional Data Table		
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	325,747
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	262,475	4,241,252	0 061886
2011	250,550	4,508,405	0 055574
2010	340,900	4,349,430	0 078378
2009	431,900	4,402,733	0 098098
2008	507,825	6,405,134	0 079284

2	Total of line 1, column (d).	2	0 37322
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 074644
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,432,275
5	Multiply line 4 by line 3.	5	330,843
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,026
7	Add lines 5 and 6.	7	333,869
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	286,625

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	6,052
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	6,052
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,052
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,740
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	2,740
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,312
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 2014 estimated tax ☐ 0 Refunded ☐	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of M AND T BANK 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 and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T TRUST CO 1100 WEHRLE DRIVE 2ND FLOOR BUFFALO, NY 14221	TRUSTEE 10	17,589		
HUGH J T SIMPSON 76 EMLYN LANE MECHANICSBURG, PA 17015	EXECUTIVE DIRECTOR 10	26,000		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	4,248,869
b	Average of monthly cash balances.	1b	250,903
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,499,772
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,499,772
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	67,497
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,432,275
6	Minimum investment return. Enter 5% of line 5.	6	221,614

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	221,614
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	6,052
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,052
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	215,562
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	215,562
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	215,562

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	286,625
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	286,625
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	286,625
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				215,562
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	187,618			
b From 2009.	211,763			
c From 2010.	123,428			
d From 2011.	27,627			
e From 2012.	53,151			
f Total of lines 3a through e.	603,587			
4 Qualifying distributions for 2013 from Part XII, line 4 \$ 286,625				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				215,562
e Remaining amount distributed out of corpus	71,063			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	674,650			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	187,618			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	487,032			
10 Analysis of line 9				
a Excess from 2009. . . .	211,763			
b Excess from 2010. . . .	123,428			
c Excess from 2011. . . .	27,627			
d Excess from 2012. . . .	53,151			
e Excess from 2013. . . .	71,063			

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

a The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	286,625
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 BOEING CO COMMON ~		1997-10-23	2013-01-17
1000 CISCO SYS INC COMMON		2003-01-02	2013-04-01
400 DUPONT E I DE NEMOURS & CO		2011-02-16	2013-04-01
2940 987 FEDERATED TOTAL RETURN BOND CLI		2012-05-31	2013-04-01
357 166 FEDERATED TOTAL RETURN BOND CLI		2012-12-28	2013-04-01
400 FREEPORT MCMORAN COPPER/GOLD		2011-02-16	2013-04-01
400 GILEAD SCIENCES INCORPORATED		2005-11-17	2013-04-01
2722 856 PIMCO FDS TOTAL RETURN FUND		2012-05-31	2013-04-01
610 477 PIMCO FDS TOTAL RETURN FUND		2012-12-12	2013-04-01
100 ABBOTT LABORATORIES COMMON ~		2003-11-25	2013-06-26
100 ABBVIE INC		2003-11-25	2013-06-26
100 AMGEN INC COMMON		2003-11-25	2013-06-26
200 CVS CORP COMMON		2005-11-17	2013-06-26
100 COLGATE PALMOLIVE CO COMMON ~		2004-02-23	2013-06-26
100 CONOCOPHILLIPS		2003-11-25	2013-06-26
50 EOG RESOURCES INCORPORATED		2006-07-27	2013-06-26
200 EMERSON ELEC CO COMMON ~		2003-01-02	2013-06-26
200 EXPRESS SCRIPTS HOLDING C		2003-11-25	2013-06-26
100 EXXON MOBIL CORPORATION		2003-11-25	2013-06-26
200 GILEAD SCIENCES INCORPORATED		2005-11-17	2013-06-26
50 GOLDMAN SACHS GROUP INCORPORATED		2006-04-17	2013-06-26
1500 HARSCO CORP COMMON		1994-12-27	2013-06-26
400 JP MORGAN CHASE & COMPANY		2000-10-17	2013-06-26
1000 MICROSOFT CORP COMMON		2003-08-11	2013-06-26
100 PEPSICO INC COMMON ~		2003-11-25	2013-06-26
100 PHILIP MORRIS INTL INC		2005-11-17	2013-06-26
200 PROCTER & GAMBLE CO COMMON ~		2007-04-05	2013-06-26
800 TEVA PHARMACEUTICAL INDS LTD		2003-11-26	2013-06-26
3500 HARSCO CORP COMMON		1969-12-31	2013-10-11
6500 HARSCO CORP COMMON		1994-12-27	2013-10-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
36,789		24,886	11,903
20,967		13,391	7,576
19,539		21,912	-2,373
33,439		33,645	-206
4,061		4,090	-29
13,183		21,840	-8,657
19,647		5,585	14,062
30,632		30,714	-82
6,868		6,935	-67
3,547		1,995	1,552
4,337		2,164	2,173
9,942		5,940	4,002
11,461		5,354	6,107
5,670		2,797	2,873
6,000		2,654	3,346
6,526		3,610	2,916
11,033		5,169	5,864
12,323		1,585	10,738
8,887		3,557	5,330
10,277		2,793	7,484
7,575		8,124	-549
33,551		15,445	18,106
20,951		15,490	5,461
34,337		26,864	7,473
8,120		4,802	3,318
8,745		3,831	4,914
15,495		12,644	2,851
30,774		23,436	7,338
87,994		4,942	83,052
163,417		66,930	96,487

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			22,784

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			11,903
			7,576
			-2,373
			-206
			-29
			-8,657
			14,062
			-82
			-67
			1,552
			2,173
			4,002
			6,107
			2,873
			3,346
			2,916
			5,864
			10,738
			5,330
			7,484
			-549
			18,106
			5,461
			7,473
			3,318
			4,914
			2,851
			7,338
			83,052
			96,487

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BETHESDA MISSION 611 REILY ST HARRISBURG,PA 17102	NONE	PC	GENERAL OPERATING	4,000
HOSPICE OF CENTRAL PENNSYLVANIA 1320 LINGLESTOWN ROAD HARRISBURG,PA 17110	NONE	PC	PUBLIC SUPPORT	1,500
DAUPHIN COUNTY LIBRARY SYSTEMS 101 WALNUT ST HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	500
HUMANE SOCIETY OF HARRISBURG 7790 GRAYSON ROAD HARRISBURG,PA 17111	NONE	PC	PUBLIC SUPPORT	500
MESSIAH COLLEGE PO BOX 3010 GRANTHAM,PA 17027	NONE	PC	PUBLIC SUPPORT	1,000
YOUNG WOMEN'S CHRISTIAN ASSOC OF GRTR HARRISBURG JOHN CRAIN KUNKEL CENTER HARRISBURG,PA 17103	NONE	PC	PUBLIC SUPPORT	2,000
SALVATION ARMY INC OF HBG PO BOX 2205 HARRISBURG,PA 171052205	NONE	PC	PUBLIC SUPPORT	3,500
HARRISBURG ACADEMY ATTN DAVID ZETT LEMOYNE,PA 17043	NONE	PC	PUBLIC SUPPORT	200
LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET ARLINGTON,VA 22201	NONE	PC	PUBLIC SUPPORT	2,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	NONE	PC	GENERAL OPERATING	2,500
SUSQUEHANNA ART MUSEUM 301 MARKET STREET HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	5,250
THEATRE HARRISBURG 513 HURLOCK STREET HARRISBURG,PA 171101489	NONE	PC	PUBLIC SUPPORT	2,500
FOUNDATION ENDOWMENT 611 CAMERON STREET ALEXANDRIA,VA 22314	NONE	PC	EDUCATIONAL	1,000
CUMB-PERRY ASSN RET CIT CTR IND 262 SILVER SPRING ROAD MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	1,000
CONCERTANTE 1000 NORTH FRONT STREET SUITE 503 WORMLEYSBURG,PA 17043	NONE	PC	PUBLIC SUPPORT	300
Total  3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HUMMELSTOWN HISTORICAL SOCIETY N ROSANNA NORTH ALLEY HUMMELSTOWN,PA 17036	NONE	PC	PUBLIC SUPPORT	250
LEUK & LYMP SOC CENT PA CHAP 800 CORPORATE CIRCLE SUITE 100 HARRISBURG,PA 171109346	NONE	PC	PUBLIC SUPPORT	200
ST LABRE INDIAN SCHOOL MAJOR AND PLANNED GIVING DEPARTMENT ASHLAND,MT 59003	NONE	PC	PUBLIC SUPPORT	700
TEEN CHALLENGE-HARRISBURG PO BOX 3143 HARRISBURG,PA 17105	NONE	PC	PUBLIC SUPPORT	400
VERMONT ACADEMY 20 PLEASANT ST SAXTONS RIVER,VT 05154	NONE	PC	PUBLIC SUPPORT	1,000
WCNY PO BOX 2400 SYRACUSE,NY 13220	NONE	SO-DP	PUBLIC SUPPORT	200
WASHINGTON LEGAL FDN 2009 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PC	PUBLIC SUPPORT	500
CITIZENS AGAINST GOVT WASTE PO BOX 96564 WASHINGTON,DC 20077	NONE	PC	PUBLIC SUPPORT	350
LINCOLN INSTITUTE 1101 CONNECTICUT AVENUE NW WASHINGTON,DC 20036	NONE	PC	GENERAL OPERATING	250
SOUTHWEST INDIAN FOUNDATION PO BOX 86 GALLUP,NM 87302	NONE	PC	PUBLIC SUPPORT	200
BOYS & GIRLS CLUB OF CENTRAL PA BERRYHILL HUMMEL STREETS HARRISBURG,PA 171041799	NONE	PC	GENERAL OPERATING	5,000
HARRISBURG SYMPHONY ORCHESTRA 800 CORPORATE CIRCLE STE 101 HARRISBURG,PA 17110	NONE	PC	GENERAL OPERATING	7,500
ALZHEIMER'S DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG,MD 20871	NONE	PC	GENERAL OPERATING	300
WORLD YOUTH CRUSADE FOR FREEDOM 710 PINE ST SUITE 100 HERNDON,VA 22070	NONE	PC	PUBLIC SUPPORT	500
MENTAL HEALTH ASSN OF CAPITAL RGN 200 NORTH THIRD STREET HARRISBURG,PA 17101	NONE	PC	MENTAL HEALTH EDUCATION AND	450
Total 3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GOODWILL KEYSTONE AREA 1150 GOODWILL DR HARRISBURG,PA 171012400	NONE	PC	GENERAL OPERATING	1,500
AMERICAN CANCER SOCIETY ALLENBURY PO BOX 7 BOILING SPRINGS,PA 17007	NONE	PC	PUBLIC SUPPORT	1,000
AMERICAN HEART ASSOCIATIO N CAPITAL REGION DIVISIO 1019 MUMMA RD WORMLEYSBURG,PA 17043	NONE	PC	PUBLIC SUPPORT	250
AMERICAN RED CROSS OF SUSQUEHANNA VALLEY 1804 N SIXTH ST HARRISBURG,PA 17110	NONE	PC	PUBLIC SUPPORT	2,000
ARTHRITIS FOUNDATION CENTRAL PA CHAPTER 3544 N PROGRESS AVE HARRISBURG,PA 17110	NONE	PC	PUBLIC SUPPORT	500
CARE PO BOX 13677 PHILADELPHIA,PA 19101	NONE	PC	PUBLIC SUPPORT	1,000
FRIENDS OF THE STATE MUSEUM KEYSTONE BUILDING HARRISBURG,PA 17120	NONE	PC	PUBLIC SUPPORT	200
HARRISBURG AREA RIVERBOAT SOCIETY PO BOX 910 HARRISBURG,PA 17108	NONE	PC	PUBLIC SUPPORT	300
HARRISBURG CHORAL SOCIETY PO BOX 450 HARRISBURG,PA 17108	NONE	PC	PUBLIC SUPPORT	200
JOSEPH T SIMPSON PUBLIC LIBRARY 16 N CHESTNUT ST MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	1,000
MARKET SQUARE CONCERTS 525 W WINDING HILL RD MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	4,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER,MD 21157	NONE	PC	PUBLIC SUPPORT	1,500
METROPOLITAN OPERA GUILD LINCOLN CENTER NEWYORK,NY 10023	NONE	PC	PUBLIC SUPPORT	1,000
NATL RIGHT TO WORK LEGAL DEFENSE FDTN 8001 BRADDOCK ROAD SPRINGFIELD,VA 22160	NONE	PC	PUBLIC SUPPORT	200
OPEN STAGE OF HARRISBURG 223 WALNUT ST HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	750
Total  3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PINNACLE HEALTH FDN PO BOX 8700 HARRISBURG,PA 17105	NONE	PC	PUBLIC SUPPORT	120,500
SAVE THE CHILDREN PO BOX 9160 CHELSEA,MA 02150	NONE	PC	PUBLIC SUPPORT	500
SILVER SPRING PRES CHURCH SILVER SPRING RD MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	5,000
SPECIAL OLYMPICS PA 4076 MARKET STREET CAMP HILL,PA 17011	NONE	PC	PUBLIC SUPPORT	450
UNITED WAY OF THE CAPITAL REGION 2235 MILLENIUM WAY ENOLA,PA 17025	NONE	PC	PUBLIC SUPPORT	35,000
WXPN 3025 WALNUT ST PHILADELPHIA,PA 19104	NONE	PC	PUBLIC SUPPORT	200
ASSOC OF SMALL FOUNDATION 4905 DEL RAY AVENUE BETHESDA,MD 20814	NONE	PC	PUBLIC SUPPORT	1,225
WEST SHORE E M S 503 N 21 STREET CAMP HILL,PA 17011	NONE	PC	PUBLIC SUPPORT	200
COMMUNITY LIFE TEAM 1119 S CAMERON STREET HARRISBURG,PA 17104	NONE	PC	PUBLIC SUPPORT	200
CYSTIC FIBROSIS FOUNDATION 3805 PAXTON ST HARRISBURG,PA 17111	NONE	PC	PUBLIC SUPPORT	500
GUIDING EYES FOR THE BLIND 611 GRANITE SPRING ROAD YORKTOWN HEIGHTS,NY 10598	NONE	PC	PUBLIC SUPPORT	400
HARRISBURG SHAKESPEARE FESTIVAL 605 STRAWBERRY SQUARE HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	500
HELP HOSPITALIZED VETERANS PO BOX 96928 WASHINGTON,DC 20077	NONE	PC	PUBLIC SUPPORT	200
HEMLOCK GIRL SCOUT COUNCIL INC 350 HALE AVE HARRISBURG,PA 17104	NONE	PC	PUBLIC SUPPORT	200
HISTORICAL SOCIETY OF DAUPHIN COUNTY 219 S FRONT STREET HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	250
Total  3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MECHANICSBURG AREA MEALS ON WHEELS INC PO BOX 1093 MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	500
NATIONAL CIVIL WAR MUSEUM PO BOX 1861 HARRISBURG,PA 17105	NONE	PC	PUBLIC SUPPORT	400
NATIONAL MS SOCIETY OF CENTRAL PA PO BOX 2067 HARRISBURG,PA 17105	NONE	PC	PUBLIC SUPPORT	200
NEW HOPE MINISTRIES 5228 E TRINDLE RD MECHANICSBURG,PA 17050	NONE	PC	PUBLIC SUPPORT	3,000
PA RIGHT TO WORK DEFENSE AND EDUCATION FDN 225 STATE ST HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	200
PROJECT HOPE PO BOX 96005 WASHINGTON,DC 20077	NONE	PC	PUBLIC SUPPORT	200
SONSHINE MINISTRIES PO BOX 3006 HARRISBURG,PA 17105	NONE	PC	PUBLIC SUPPORT	3,500
ST JUDE CHILDRENS RESEARCH HOSPITAL PO BOX 1818 MEMPHIS,TN 38101	NONE	PC	PUBLIC SUPPORT	300
US SKI TEAM FOUNDATION PO BOX 97254 WASHINGTON,DC 20077	NONE	PC	PUBLIC SUPPORT	200
UCP CENTRAL PA 925 KUBDA KABE CAMP HILL,PA 17011	NONE	PC	PUBLIC SUPPORT	400
UPPER ALLEN TOWNSHIP FIRE COMPANY 104 GETTYSBURG PIKE MECHANICSBURG,PA 17055	NONE	PC	PUBLIC SUPPORT	200
USO PO BOX 1445 MERRIFIELD,VA 22116	NONE	PC	PUBLIC SUPPORT	200
WEDNESDAY CLUB SCHOLARSHIP FUND 301 MARKET STREET HARRISBURG,PA 17101	NONE	PC	PUBLIC SUPPORT	500
WETA 2775 S QUINCY ST ARLINGTON,VA 22206	NONE	PC	PUBLIC SUPPORT	250
CENTRAL PA FOOD BANK 3908 COREY HARRISBURG,PA 17109	NONE	PC	PUBLIC SUPPORT	1,000
Total  3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FOUNDATION FOR ENHANCING COMMUNITIES 200 NORTH THIRD ST HARRISBURG,VA 17108	NONE	PC	PUBLIC SUPPORT	200
YMCA-GREATER HARRISBURG 1101 MARKET ST HARRISBURG,PA 17103	NONE	PC	PUBLIC SUPPORT	4,000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE RD SUITE 1050 ARLINGTON,VA 22203	NONE	PC	PUBLIC SUPPORT	300
COMMONWEALTH FOUNDATION 225 STATE STREET SUITE 302 HARRISBURG,PA 17101	NONE	PC	PUBLIC AWARENESS	1,000
FUND FOR AMERICAN STUDIES 1706 NE HAMPSHIRE AVENUE WASHINGTON,DC 20009	NONE	PC	EDUCATIONAL	1,000
STATE STREET ACADEMY OF MUSIC 110 STATE STREET HARRISBURG,PA 17101	NONE	PC	EDUCATION	500
YMCA - WEST SHORE 410 FALLOWFIELD ROAD CAMP HILL,PA 17011	NONE	PC	PUBLIC SUPPORT	1,000
WORLD SURGICAL FOUNDATION C/O NANCY COHEN 2600 N THIRD ST HARRISBURG,PA 17110	NONE	PC	CHARITABLE	1,000
CAPITAL AREA SCHOOL FOR THE ARTS 223 WALNUT ST HARRISBURG,PA 17101	NONE	PC	EDUCATION	1,000
CENTRAL PA YOUTH BALLET 5 NORTH ORANGE ST SUITE 3 CARLISLE,PA 17013	NONE	PC	PUBLIC SUPPORT	500
CUMBERLAND COUNTY HISTORICAL SOCIETY 21 N PITT ST CARLISLE,PA 17013	NONE	PC	PUBLIC SUPPORT	1,000
CULTURAL ENRICHMENT FUND 301 MARKET ST HARRISBURG,PA 17108	NONE	PC	PUBLIC SUPPORT	4,000
RONALD MCDONALD HOUSE 745 W GOVERNOR RAOD HERSHEY,PA 17033	NONE	PC	PUBLIC SUPPORT	800
TAX FOUNDATION 2001 L STREET NW WASHINGTON,DC 20077	NONE	PC	PUBLIC INTEREST	200
CHILDRENS MIRACLE NETWORK-PENN STATE CHILDRENS HOSPITAL 500 UNIVERSITY DRIVE HERSHEY,PA 17033	NONE	PC	PROVIDE MEDICAL CARE FOR	300
Total  3a				286,625

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRINITY HIGH SCHOOL 3601 SIMPSON FERRY ROAD CAMP HILL, PA 17011	NONE	PC	EDUCATION	2,000
WYOMING SEMINARY 201 NORTH SPRAGUE AVE KINGSTON, PA 18704	NONE	PC	EDUCATION	1,000
NATIVITY SCHOOL OF HARRISBURG 2135 NORTH 6TH ST HARRISBURG, PA 17110	NONE	PC	EDUCATION	500
SIDNEY KIMMEL CANCER CENTER JOHNS HOPKINS MEDICAL CENTER 401 N BROADWAY BALTIMORE, MD 21231	NONE	PC	CANCER CARE AND RESEARCH	1,000
UNICEF 333 E 38TH ST NEW YORK, NY 10016	NONE	PC	GENERAL OPERATING	500
ST MARGARET'S DAY SCHOOL 1605 PLEASANT PLAINS RD ANNAPOLIS, MD 21409	NONE	PC	GENERAL OPERATING	200
PRESSLEY RIDGE 121 LOCUST ST HARRISBURG, PA 17101	NONE	PC	GENERAL OPERATING	400
NATIONAL PARKINSON FDN 1501 NW 9TH AVE/BOB HOPE RD MIAMI, FL 33136	NONE	PC	GENERAL OPERATING	200
GAUDENZIA 1910 N SECOND ST HARRISBURG, PA 17102	NONE	PC	GENERAL OPERATING	300
BIG BROTHERSBIG SISTERS 1500 N SECOND ST HARRISBURG, PA 17102	NONE	PC	GENERAL OPERATING	200
HOMELAND CENTER 1901 N FIFTH STREET HARRISBURG, PA 17102	NONE	PC	GENERAL OPERATING	11,900
WRTI-FM 1509 CECIL B MOORE AVE 3RD FL PHILADELPHIA, PA 19121	NONE	PC	GENERAL OPERATING	2,300
GAMUT THEATRE GROUP 605 STRAWBERRY SQUARE HARRISBURG, PA 17101	NONE	PC	PUBLIC SUPPORT	6,250
HAMILTON HEALTH CENTER 110 S 17TH ST HARRISBURG, PA 17104	NONE	PC	PUBLIC SUPPORT	5,000
UNITED METHODIST HOME FOR CHILDREN 5120 SIMPSON FERRY RD MECHANICSBURG, PA 17055	NONE	PC	PUBLIC SUPPORT	750
Total  3a				286,625

TY 2013 Investments Corporate
Stock Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION
EIN: 23-6242538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLGATE PALMOLIVE COMPANY	32,868	84,773
PEPSICO INC	29,681	58,058
JOHNSON & JOHNSON	65,721	109,908
WELLS FARGO & COMPANY	44,788	90,800
CHEVRON CORP	55,082	187,365
BOEING COMPANY		
HARSCO CORP	26,124	518,555
TEVA PHARMACEUTICALS		
MICROSOFT CORP		
AMGEN INC	35,640	68,448
EXPRESS SCRIPTS INC	22,196	196,672
J P MORGAN CHASE & CO		
CISCO SYSTEMS INC	26,782	44,860
INTERNATIONAL BUSINESS MACHINE	49,833	93,785
HARBOR INT'L FUND #11	159,146	280,861
EMERSON ELECTRIC	59,438	161,414
VERIZON COMMUNICATIONS	43,760	73,710
EXXON MOBIL	24,899	70,840
CONOCOPHILLIPS	56,251	169,560
ABBOTT LABORATORIES	15,962	30,664
UNITED TECHNOLOGIES	42,872	91,040
CVS	35,350	128,826
PROCTOR AND GAMBLE	44,203	65,128
BAXTER INTERNATIONAL	30,576	55,640
GILEAD SCIENCES	25,133	135,180
EOG RESOURCES	32,486	75,528
SCHLUMBERGER LTD	54,330	63,077
GOLDMAN SACHS GROUP	73,116	79,767
APPLE COMPUTER INC	36,616	224,408
QUALCOMM INC	30,200	59,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CRM MID CAP VALUE FUND	129,539	171,544
FEDERATED STRAT VAL FUND	52,380	45,801
PHILIP MORRIS INTERNATIONAL	26,816	60,991
INTUITIVE SURGICAL INC	21,535	76,816
DUPONT E I DE NE MOURS		
FREEPORT MCMORAN COPPER & GOLD		
GOOGLE INC	31,164	56,036
VANGUARD SM CAP VALUE #860	35,000	49,190
FEDERATED TOTAL RETURN	254,900	243,823
PIMCO TOTAL RETURN	258,436	248,649
GENERAL ELECTRIC	31,094	33,636
PRECISION CASTPARTS CORP	50,903	53,860
LOWES COMPANIES	40,178	39,640
ABBVIE INC	17,310	42,248
CELGENE CORP	38,916	42,242

TY 2013 Other Decreases Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Amount
ROUNDING	1

TY 2013 Other Expenses Schedule

Name: JOSEPH T AND HELEN M SIMPSON FOUNDATION

EIN: 23-6242538

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	87,839	87,839		0
OTHER NON-ALLOCABLE EXPENSE -	345	345		0

TY 2013 Taxes Schedule**Name:** JOSEPH T AND HELEN M SIMPSON FOUNDATION**EIN:** 23-6242538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	76	76		0
FEDERAL TAXES PRIOR YEAR BALAN	239	0		0
FEDERAL ESTIMATED TAX DEPOSITS	2,740	0		0
FOREIGN TAXES ON NONQUALIFIED	323	323		0