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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 BAKER ADAM B TW CHARITABLE (PF)		A Employer identification number 25-6335855	
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 or province, country, and ZIP or foreign postal code BUFFALO, NY 14221		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 649,076		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	11,793	11,753		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	18,236			
	b Gross sales price for all assets on line 6a 158,220				
	7 Capital gain net income (from Part IV , line 2) . . .		18,236		
	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)				
	11 Other income (attach schedule)	721	721		
	12 Total. Add lines 1 through 11	30,750	30,710		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,515	9,515		
	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)	580	244		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)	203	203		
	24 Total operating and administrative expenses. Add lines 13 through 23	10,298	9,962	0	0
	25 Contributions, gifts, grants paid	31,155			31,155
	26 Total expenses and disbursements. Add lines 24 and 25	41,453	9,962	0	31,155
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-10,703			
	b Net investment income (if negative, enter -0-)		20,748		
	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	6,466	20,918	20,918
	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)	48,333	54,207	80,230
	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)	508,987	477,954	547,928
	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)	563,786	553,079	649,076	
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	563,786	553,079	
	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)	563,786	553,079	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	563,786	553,079	

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	563,786
2	Enter amount from Part I, line 27a	2	-10,703
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	553,083
5	Decreases not included in line 2 (itemize) ▶ _____	5	4
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	553,079

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	18,236
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	33,280	595,400	0 055895
2011	39,543	625,175	0 063251
2010	30,105	600,055	0 05017
2009	25,375	531,344	0 047756
2008	47,378	638,831	0 074164

2	Total of line 1, column (d).	2	0 291236
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 058247
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	620,235
5	Multiply line 4 by line 3.	5	36,127
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	207
7	Add lines 5 and 6.	7	36,334
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	31,155

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		1	415
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			
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	415
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	415
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	220	
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	220
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	195
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	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)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	M AND T TRUST COMPANY The books are in care of DIANE M RIMER Telephone no (716) 842-5506 Located at 1100 WEHRLE DR 2ND FL 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.			
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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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	TRUSTEE	9,515		
1100 WEHRLE DR 2ND FL	1			
BUFFALO, NY 14221				
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	613,582
b	Average of monthly cash balances.	1b	16,098
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	629,680
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	629,680
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,445
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	620,235
6	Minimum investment return. Enter 5% of line 5.	6	31,012

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	31,012
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	415
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	415
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	30,597
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	30,597
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	30,597

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	31,155
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	31,155
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	31,155
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				30,597
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.				1,544
b From 2009.				0
c From 2010.				459
d From 2011.				8,488
e From 2012.				3,730
f Total of lines 3a through e.	14,221			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 31,155				
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.				30,597
e Remaining amount distributed out of corpus	558			
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	14,779			
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). . .	1,544			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	13,235			
10 Analysis of line 9				
a Excess from 2009. . . .				0
b Excess from 2010. . . .				459
c Excess from 2011. . . .				8,488
d Excess from 2012. . . .				3,730
e Excess from 2013. . . .				558

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	31,155
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 **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)
10 ALEXION PHARMACEUTICALS INC		2010-12-20	2013-03-20
6 ALLERGAN INC COMMON		2009-12-03	2013-03-20
130 ALPINE GLBL PREMIER PROPERTIES FUND		2011-11-28	2013-03-20
4 AMAZON COM INCORPORATED		2009-12-03	2013-03-20
611 574 ABERDEEN GLBL HIGH INC CL I		2011-12-28	2013-03-20
1862 061 ABERDEEN GLBL HIGH INC CL I		2012-06-04	2013-03-20
10 BAIDU INC-SPON ADR		2012-02-09	2013-03-20
4 BIOGEN IDEC INC		2011-08-30	2013-03-20
32 BROADCOM CORPORATION CLASS A		2012-06-01	2013-03-20
12 CAMERON INTERNATIONAL CORP		2010-10-15	2013-03-20
10 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2009-12-03	2013-03-20
4 DOLLAR TREE INC		2012-06-01	2013-03-20
36 DOLLAR TREE INC		2011-09-16	2013-03-20
2 EMC CORPORATION COMMON		2011-03-29	2013-03-20
28 EXPRESS SCRIPTS HOLDING C		2010-07-30	2013-03-20
229 246 FEDERATED ULTRA SHORT BOND CL I		2011-07-07	2013-03-20
165 947 GUINNESS ATKINSON CHINA HONG KONG FD		2010-02-19	2013-03-20
147 117 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-11-28	2013-03-20
205 278 T ROWE PRICE LRG CAP GROWTH FD INST		2007-12-20	2013-03-20
192 ISHARES HIGH DIVIDEND ETF		2012-06-01	2013-03-20
4 LULULEMON ATHLETICA INC-W/I		2011-06-09	2013-03-20
383 596 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2012-06-01	2013-03-20
398 182 MAINSTAY EPOCH GLBL EQTY YD FD CL-I		2011-07-07	2013-03-20
12 MEAD JOHNSON NUTRITION CO		2012-02-09	2013-03-20
2 MEAD JOHNSON NUTRITION CO		2012-06-01	2013-03-20
95 991 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-07-07	2013-03-20
18 OCCIDENTAL PETROLEUM CORP		2011-02-08	2013-03-20
292 051 PIMCO FDS TOTAL RETURN FUND		2008-04-04	2013-03-20
20 PERRIGO COMPANY		2011-07-07	2013-03-20
2 PRICELINE COM INCORPORATED		2010-09-30	2013-03-20

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)
2 QUALCOMM INCORPORATED		2009-12-03	2013-03-20
126 088 RS GLOBAL NATURAL RESOURCES FUND		2010-02-19	2013-03-20
36 STARWOOD HOTELS & RESORTS WORLDWIDE		2011-11-28	2013-03-20
18 UNION PACIFIC CORP COMMON ~		2010-09-30	2013-03-20
2 UNION PACIFIC CORP COMMON ~		2012-06-01	2013-03-20
4 VERTEX PHARMACEUTICALS INC		2012-03-19	2013-03-20
429 317 WILMINGTON SHORT-TERM CORP BOND -I		2003-11-25	2013-03-20
258 207 WILMINGTON SMALL CAP GROWTH FUND -I		2008-07-03	2013-03-20
360 205 WILMINGTON MID CAP GROWTH FUND -I		2009-12-03	2013-03-20
90 732 WILMINGTON LARGE CAP VALUE FUND -I		2006-08-22	2013-03-20
2 BIOGEN IDEC INC		2011-08-30	2013-06-20
20 CATERPILLAR INC COMMON		2012-06-01	2013-06-20
2 CHIPOTLE MEXICAN GRILL-CL A		2011-02-08	2013-06-20
32 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2011-09-16	2013-06-20
2 EMC CORPORATION COMMON		2011-03-29	2013-06-20
18 LULULEMON ATHLETICA INC-W/I		2011-11-28	2013-06-20
32 SCHLUMBERGER LTD COMMON ~		2011-03-09	2013-06-20
14 TERADATA CORP		2013-03-20	2013-06-20
14 TERADATA CORP		2012-06-01	2013-06-20
22 VERTEX PHARMACEUTICALS INC		2012-06-01	2013-06-20
2 VISA INC		2011-12-14	2013-06-20
114 118 GUINNESS ATKINSON CHINA HONG KONG FD		2012-06-04	2013-09-05
416 667 LAZARD EMRG MARKETS EQUITY FD CL-I		2009-12-03	2013-09-05
1 045 RS GLOBAL NATURAL RESOURCES FUND		2012-12-13	2013-09-05
222 741 RS GLOBAL NATURAL RESOURCES FUND		2011-12-15	2013-09-05
555 556 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2009-12-03	2013-09-05
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)
939		405	534
660		355	305
1,062		666	396
1,029		578	451
6,201		6,209	-8
18,881		17,434	1,447
860		1,317	-457
710		372	338
1,120		1,017	103
767		511	256
776		453	323
183		205	-22
1,643		1,369	274
50		55	-5
1,663		1,284	379
2,114		2,114	
4,743		6,128	-1,385
4,106		4,619	-513
4,173		3,330	843
12,449		10,854	1,595
253		169	84
6,690		5,647	1,043
6,944		6,379	565
888		900	-12
148		161	-13
4,002		3,791	211
1,430		1,646	-216
3,277		3,201	76
2,345		1,189	1,156
1,375		703	672

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)
131		90	41
4,934		3,818	1,116
2,243		1,885	358
2,513		1,234	1,279
279		219	60
209		167	42
4,431		4,263	168
4,898		3,938	960
5,857		4,207	1,650
1,034		1,143	-109
400		186	214
1,664		1,993	-329
727		492	235
2,015		1,606	409
50		55	-5
1,146		802	344
2,313		2,185	128
755		798	-43
755		909	-154
1,673		990	683
362		192	170
3,345		3,348	-3
7,500		9,373	-1,873
39		38	1
8,310		8,270	40
5,000		4,722	278
			4,156

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	
			534
			305
			396
			451
			-8
			1,447
			-457
			338
			103
			256
			323
			-22
			274
			-5
			379
			-1,385
			-513
			843
			1,595
			84
			1,043
			565
			-12
			-13
			211
			-216
			76
			1,156
			672

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	
			41
			1,116
			358
			1,279
			60
			42
			168
			960
			1,650
			-109
			214
			-329
			235
			409
			-5
			344
			128
			-43
			-154
			683
			170
			-3
			-1,873
			1
			40
			278

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARCH OF DIMES BIRTH DEFECTS FDN C/O RICHARD MULLIGAN 1275 MAMARONECK AVE WHITE PLAINS,NY 10605	NONE	PC	CHARITABLE	6,231
EASTER SEAL SOCIETY OF CENTRAL PENNSYLVANIA 501 LAKE VIEW BLVD ALTOONA,PA 16603	NONE	PC	CHARITABLE	6,231
ALTOONA SYMPHONY PO BOX 483 ALTOONA,PA 16603	NONE	PC	CHARITABLE	6,231
SALVATION ARMY P O BOX 510 ALTOONA,PA 166030510	NONE	PC	CHARITABLE	6,231
CRESSON LAKE PLAYHOUSE INC % MS ELAINE MASTALSKI 526 WEST OGLE STREET EBENSBURG,PA 15931	NONE	PC	CHARITABLE	6,231
Total  3a				31,155

TY 2013 Investments Corporate
Stock Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)
EIN: 25-6335855

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROADCOM		
VERTEX		
UNION PACIFIC CORP		
AMAZON.COM INC	1,865	3,988
TRACTOR SUPPLY	1,882	3,103
SCHLUMBERGER LTD		
STARBUCKS	2,191	3,136
ALLERGAN INC	1,230	2,222
AFFILIATED MANAGERS	1,485	3,036
INTUITIVE SURGICAL INC		
APPLE INC	2,086	4,488
COGNIZANT TECH SOLUTIONS CORP		
GOOGLE INC	1,178	2,241
MEAD JOHNSON		
QUALCOMM INC	1,800	2,822
DOLLAR TREE INC		
TERADATA		
PRICELINE.COM INC	2,352	4,650
STARWOOD HOTELS & RESORTS		
CAMERON INTERNATIONAL CORP	1,884	2,143
OCCIDENTAL PETE CORP COM		
ALEXION PHARMACEUTICALS INC	798	2,126
EXPRESS SCRIPTS INC		
PERRIGO COMPANY		
CITRIX SYSTEMS INC COM	2,374	2,404
BAIDU		
MONSANTO	2,304	3,497
CATERPILLAR INC		
CHIPOTLE MIXICAN GRILLE	492	1,066
LULULEMON ATHLETICA		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BIOGEN	1,144	2,796
EMC CORP MASS	2,008	1,861
VISA INC	2,045	4,008
CANADIAN PACIFIC RAILWAY	2,035	2,421
CUMMINS INC COM	2,084	2,537
FASTENAL CO	1,942	1,805
HERTZ GLOBAL HOLDINGS	1,283	1,488
JB HUNT TRANSPORT	2,071	2,164
ALLIANCE DATA SYSTEMS	1,398	2,103
MICHAEL KORS HOLDINGS	1,720	2,436
SCHWAB CHARLES CORP NEW	1,474	1,872
CATAMARAN CORP	1,746	1,614
CELGENE CORP	1,802	2,703
CERNER CORP	2,187	2,676
GILEAD SCIENCES INC	1,991	3,004
EBAY INC	1,955	2,085
LINKEDIN CORP	1,401	1,735

TY 2013 Investments - Other Schedule**Name:** BAKER ADAM B TW CHARITABLE (PF)**EIN:** 25-6335855

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
T ROWE PRICE INSTIT LARGE CAP			
LAZARD EMERGING MKTS PORT	AT COST	16,645	16,936
PIMCO TOTAL RETURN	AT COST	77,916	77,624
HARBOR INTL	AT COST	59,485	69,474
DREYFUS INTL BD FD	AT COST	12,195	12,076
MFS EMERGING MKTS FD	AT COST	34,726	34,252
RIDGEWORTH SEIX FD	AT COST	31,685	32,432
LSV VALUE EQUITY FD	AT COST	32,968	49,620
ALPINE GLOBAL PREMIER PROP FD			
TIAA-CREF MID CAP	AT COST	29,506	35,125
GUINNESS ATKINSON CHINA & HK			
WILMINGTON SHORT-TERM CORP	AT COST	46,417	46,658
WILMINGTON LARGE CAP VALUE	AT COST	25,916	29,642
ARTIO GLOBAL HIGH INCOME FUND			
MORGAN STANLEY FOCUS GROWTH FD			
RS GLOBAL NATURAL RESOUCES			
DWS FLOATING RATE PLUS			
FEDERATED ULTRA SHORT GOVT	AT COST	12,426	12,380
LITMAN GREGORY MASTERS	AT COST	35,558	47,486
MAINSTAY EPOCH			
WILMINGTON MID CAP GROWTH	AT COST	23,585	36,609
WILMINGTON MULTI-MGR REAL	AT COST	29,648	30,086
WILMINGTON SMALL CAP GROWTH	AT COST	9,278	17,528
GUINNESS ATKINSON GLOBAL			
ISHARES HIGH DIV			

TY 2013 Other Decreases Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Amount
ROUNDING	4

TY 2013 Other Expenses Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	203	203		0

TY 2013 Other Income Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
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TY 2013 Taxes Schedule**Name:** BAKER ADAM B TW CHARITABLE (PF)**EIN:** 25-6335855

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4	4		0
FEDERAL TAXES PRIOR YEAR BALAN	116	0		0
FEDERAL ESTIMATED TAX DEPOSITS	220	0		0
FOREIGN TAXES ON QUALIFIED FOR	123	123		0
FOREIGN TAXES ON NONQUALIFIED	117	117		0