

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation SARAH SCAIFE FOUNDATION INCORPORATED		A Employer identification number 25-1113452
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (412) 392-2900
301 GRANT ST., ONE OXFORD CENTRE PITTSBURGH, PA 15219		
City or town, state, and ZIP code		
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 ☐ D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 272,650,661.		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	8,549,098.	8,549,098.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,796,688.			
	b Gross sales price for all assets on line 6a	58,692,426.			
	7 Capital gain net income (from Part IV, line 2)		9,796,688.		ATCH 23
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	-803,904.	-803,882.			
12 Total Add lines 1 through 11	17,541,882.	17,541,904.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc. **	596,333.	100,201.		496,132.
	14 Other employee salaries and wages **	218,317.			218,317.
	15 Pension plans, employee benefits	310,759.	38,223.		272,536.
	16a Legal fees (attach schedule) ATCH 3	2,765.			2,765.
	b Accounting fees (attach schedule) ATCH 4	65,070.	32,535.		32,535.
	c Other professional fees (attach schedule) *	319,631.	242,831.		76,800.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	303,000.			
	19 Depreciation (attach schedule) and depletion	1,999.			
	20 Occupancy	232,206.	28,561.		203,645.
	21 Travel, conferences, and meetings	68,469.			68,469.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	49,704.	5,393.		44,311.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,168,253.	447,744.		1,415,510.
	25 Contributions, gifts, grants paid	12,481,500.			13,474,000.
26 Total expenses and disbursements Add lines 24 and 25	14,649,753.	447,744.	0	14,889,510.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,892,129.				
b Net investment income (if negative, enter -0-)		17,094,160.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,204.	20,670.	20,670.
	2 Savings and temporary cash investments	4,865,295.	2,570,488.	2,570,488.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 8	7,909.	8,016.	8,016.
	10 a Investments - U S and state government obligations (attach schedule). **	19,821,936.	17,357,635.	17,492,466.
	b Investments - corporate stock (attach schedule) ATCH 10	130,759,007.	136,106,108.	227,660,439.
	c Investments - corporate bonds (attach schedule) ATCH 11	8,069,010.	7,756,719.	8,203,836.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 12	14,611,219.	16,227,569.	16,689,456.
	14 Land, buildings, and equipment basis ▶ ATCH 17 757,548.			
	Less accumulated depreciation ▶ ATCH 17 752,258.	7,289.	5,290.	5,290.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	178,168,869.	180,052,495.	272,650,661.
	17 Accounts payable and accrued expenses			
	18 Grants payable	5,487,500.	4,495,000.	
Net Assets or Fund Balances	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)	5,487,500.	4,495,000.	
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	172,681,369.	175,557,495.	
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions).	172,681,369.	175,557,495.	
	31 Total liabilities and net assets/fund balances (see instructions).	178,168,869.	180,052,495.	

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	172,681,369.
2 Enter amount from Part I, line 27a	2	2,892,129.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	175,573,498.
5 Decreases not included in line 2 (itemize) ▶ ATCH 13	5	16,003.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	175,557,495.

**ATCH 9

Form **990-PF** (2012)

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 PART IV SCHEDULE AND ATTACHMENT 23					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	9,796,688.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	17,095,730.	258,236,025.	0.066202
2010	15,801,171.	238,028,993.	0.066383
2009	15,829,884.	222,911,082.	0.071014
2008	17,907,507.	273,355,399.	0.065510
2007	18,576,842.	308,584,077.	0.060200
2 Total of line 1, column (d)			2 0.329309
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 0.065862
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 270,806,352.
5 Multiply line 4 by line 3			5 17,835,848.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 170,942.
7 Add lines 5 and 6			7 18,006,790.
8 Enter qualifying distributions from Part XII, line 4			8 14,889,510.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	341,883.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	341,883.
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	341,883.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	308,848.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	343,848.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,965.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,965. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of SARAH SCAIFE FOUNDATION INC. Telephone no 412-392-2900 Located at 301 GRANT STREET, SUITE 3900, PITTSBURGH, PA ZIP+4 15219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
and enter the amount of tax-exempt interest received or accrued during the year		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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
ATCH 14		596,333.	93,117.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		115,800.	25,225.	0

Total number of other employees paid over \$50,000 ☐

Form 990-PF (2012)

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
ATCH 16		306,095.
Total number of others receiving over \$50,000 for professional services ▶		

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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2012)

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	274,909,174.
b	Average of monthly cash balances	1b	21,133.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	274,930,307.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	274,930,307.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	4,123,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	270,806,352.
6	Minimum investment return. Enter 5% of line 5	6	13,540,318.

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	13,540,318.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	341,883.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	341,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,198,435.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,198,435.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,198,435.

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	14,889,510.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,889,510.
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	14,889,510.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				13,198,435.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 3,733,910.				
b From 2008 4,389,989.				
c From 2009 4,827,740.				
d From 2010 4,187,129.				
e From 2011 4,395,233.				
f Total of lines 3a through e	21,534,001.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 14,889,510.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				13,198,435.
e Remaining amount distributed out of corpus	1,691,075.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,225,076.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,733,910.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	19,491,166.			
10 Analysis of line 9				
a Excess from 2008 4,389,989.				
b Excess from 2009 4,827,740.				
c Excess from 2010 4,187,129.				
d Excess from 2011 4,395,233.				
e Excess from 2012 1,691,075.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 18

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

ATTACHMENT 18

c Any submission deadlines

ATTACHMENT 18

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

ATTACHMENT 18

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 <i>Paid during the year</i> SEE ATCH 22 & ATCH 19 VARIOUS			GENERAL	13,474,000.
Total			▶ 3a	13,474,000.
b <i>Approved for future payment</i> SEE ATCH 22 & ATCH 19				4,495,000.
Total			▶ 3b	4,495,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	8,549,098.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	9,796,688.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a VENTURE FUND INC.		900099	-22.	14	-804,159.	
b OTHER INCOME				14	255.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			-22.		17,541,882.	
13 Total. Add line 12, columns (b), (d), and (e)						17,541,860.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
58692426.		SEE ATTACHMENT 23 PROPERTY TYPE: SECURITIES 48895738.				P	9,796,688.	
TOTAL GAIN (LOSS)							<u>9,796,688.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	7,400,755.	7,400,755.
DIVIDEND INCOME	1,148,343.	1,148,343.
TOTAL	<u>8,549,098.</u>	<u>8,549,098.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VENTURE INCOME	-804,159.	-804,137.
OTHER INCOME	255.	255.
TOTALS	<u>-803,904.</u>	<u>-803,882.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,765.			2,765.
TOTALS	<u>2,765.</u>			<u>2,765.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT, COMPLIANCE, AND TAX SRV	65,070.	32,535.		32,535.
TOTALS	<u>65,070.</u>	<u>32,535.</u>		<u>32,535.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FISCAL AGENT FEES	242,831.	242,831.	
CONSULTING	76,800.		76,800.
TOTALS	<u>319,631.</u>	<u>242,831.</u>	<u>76,800.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	303,000.
TOTALS	<u>303,000.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMPUTER MAINTENANCE	331.		331.
INSURANCE	15,656.	1,926.	13,730.
DUES & SUBSCRIPTIONS	5,530.		5,530.
OFFICE EXPENSES	24,917.	3,065.	21,852.
TELEPHONE	3,270.	402.	2,868.
TOTALS	49,704.	5,393.	44,311.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	8,016.	8,016.
TOTALS	<u>8,016.</u>	<u>8,016.</u>

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOVERNMENT SECURITIES SEE ATTACHMENT 21	17,357,635.	17,492,466.
US OBLIGATIONS TOTAL	<u>17,357,635.</u>	<u>17,492,466.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
------------------------------	-----------------------

COMMON STOCK INVESTMENTS
SEE ATTACHMENT 21

136,106,108.	227,660,439.
--------------	--------------

TOTALS

<u>136,106,108.</u>	<u>227,660,439.</u>
---------------------	---------------------

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BOND INVESTMENTS SEE ATTACHMENT 21	7,756,719.	8,203,836.
TOTALS	<u>7,756,719.</u>	<u>8,203,836.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VENTURE FUNDS (ATCH 21)	2,236,308.	2,450,176.
MUTUAL FUNDS (ATCH 21)		
BOND FUND (ATCH 21)	13,991,261.	14,239,280.
TOTALS	<u>16,227,569.</u>	<u>16,689,456.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CHANGE IN ACCURED EXPENSES

16,003.

TOTAL

16,003.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD M. SCAIFE 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	CHAIRMAN/TRUSTEE 3.00	0	0	0
MICHAEL W. GLEBA 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401 MICHAEL W. GLEBA BEGAN SERVING AS TREASURER AS OF 11/22/12 AND ALSO CONTINUED TO SERVE AS PRESIDENT AND TRUSTEE FOR THE CALENDAR YEAR ENDED 12/31/12.	PRESIDENT/TREASURER/TRUSTEE 32.00	300,667.	39,400.	0
BARBARA L. SLANEY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401 BARBARA L. SLANEY SERVED AS TREASURER UNTIL 11/22/12 AND CONTINUED TO SERVE AS VICE PRESIDENT FOR THE YEAR ENDED 12/31/12.	VP/TREASURER 32.00	193,466.	38,567.	0
R. DANIEL MCMICHAEL 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401 R. DANIEL MCMICHAEL SERVED AS SECRETARY UNTIL 11/22/12 AND BEGAN SERVING AS SENIOR FELLOW AND ASSISTANT SECRETARY AS OF 11/22/12 FOR THE CALENDAR YEAR ENDED 12/31/12.	SEC./SR FELLOW/ASSIT SECRETARY 3.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
YVONNE MARIE BLY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	ASST. TREASURER/SECRETARY 32.00	66,200.	15,150.	0
YVONNE MARIE BLY BEGAN SERVING AS SECRETARY AS OF 11/22/12 AND CONTINUED TO SERVE AS ASSISTANT TREASURER FOR THE YEAR ENDED 12/31/12.				
T. KENNETH CRIBB, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	6,000.	0	0
EDWIN J. FEULNER, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	6,000.	0	0
ALLAN H. MELTZER 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	1,500.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
E. VAN R. MILBURY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	3,000.	0	0
ROGER W. ROBINSON, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	6,000.	0	0
JAMES C. RODDEY 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	6,000.	0	0
JAMES M. WALTON 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 1.00	1,500.	0	0
ARTHUR P. ZIEGLER, JR. 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219-6401	TRUSTEE 3.00	6,000.	0	0
GRAND TOTALS		596,333.	93,117.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15			
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
COLLEN XENAKIS 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219	EMPLOYEE 22.00	58,300.	12,925. 0
MATTHEW GROLL 301 GRANT STREET ONE OXFORD CENTRE, SUITE 3900 PITTSBURGH, PA 15219	EMPLOYEE 8.00	57,500.	12,300. 0
TOTAL COMPENSATION		115,800.	25,225. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OXFORD DEVELOPMENT COMPANY/GRANT ST. ONE OXFORD CTR-PLAZA LEVEL, 301 GRANT ST PITTSBURGH, PA 15219	FACILITY RENTAL	216,040.
R. DANIEL MCMICHAEL 825 MOREWOOD AVE., STE. H-1 PITTSBURGH, PA 15213	CONSULTING	90,055.
TOTAL COMPENSATION		<u>306,095.</u>

FEDERAL FOOTNOTES

ATTACHMENT 17

PART I, LINE 19 - DEPRECIATION EXPENSE
PART II, LINE 14 - LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 14 - ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	318,107
OFFICE EQUIPMENT	439,441

SUBTOTAL FIXED ASSETS	757,548
LESS: ACCUMULATED DEPRECIATION	(752,258)

NET FIXED ASSETS	5,290

DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/12 WAS \$1,999.

FEDERAL FOOTNOTES

ATTACHMENT 18

SARAH SCAIFE FOUNDATION INCORPORATED
ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900
412-392-2900

ANNUAL REPORT

THE SARAH SCAIFE FOUNDATION'S GRANT PROGRAM IS PRIMARILY DIRECTED TOWARD PUBLIC POLICY PROGRAMS THAT ADDRESS MAJOR DOMESTIC AND INTERNATIONAL ISSUES. THERE ARE NO GEOGRAPHICAL RESTRICTIONS. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS FOR ANY PURPOSE OR TO NATIONALLY-ORGANIZED FUNDRAISING GROUPS. PROPOSALS FOR THE FOLLOWING ARE USUALLY DECLINED: EVENT SPONSORSHIPS, ENDOWMENTS, CAPITAL CAMPAIGNS, RENOVATIONS, OR GOVERNMENT AGENCIES.

INITIAL INQUIRIES TO THE FOUNDATION SHOULD BE IN LETTER FORM SIGNED BY THE ORGANIZATION'S PRESIDENT, OR AUTHORIZED REPRESENTATIVE, AND HAVE THE APPROVAL OF THE ORGANIZATION'S BOARD OF DIRECTORS. THE LETTER SHOULD INCLUDE A CONCISE DESCRIPTION OF THE SPECIFIC PROGRAM FOR WHICH FUNDS ARE REQUESTED, AND A PROGRAM BUDGET AND TIMETABLE. ACCOMPANYING INFORMATION SHOULD INCLUDE A COPY OF THE LATEST AUDITED FINANCIAL STATEMENTS (OR FORM 990); ANNUAL REPORT; CURRENT BUDGET; LIST OF OFFICERS AND DIRECTORS AND THEIR MAJOR AFFILIATIONS; AND A COPY OF THE CURRENT DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE EVIDENCING TAX-EXEMPT STATUS UNDER SECTIONS 501 (C) (3) OF THE IRS CODE. ADDITIONAL INFORMATION MAY BE REQUESTED, IF NEEDED, FOR FURTHER EVALUATION.

THE FOUNDATION MEETS IN FEBRUARY, MAY, SEPTEMBER, AND NOVEMBER TO CONSIDER GRANTS. HOWEVER, REQUESTS MAY BE SUBMITTED AT ANY TIME AND WILL BE ACTED UPON AS EXPEDITIOUSLY AS POSSIBLE.

REQUESTS SHOULD BE ADDRESSED TO:

MICHAEL W. GLEBA
PRESIDENT
SARAH SCAIFE FOUNDATION INCORPORATED
ONE OXFORD CENTRE 301 GRANT STREET, SUITE 3900
PITTSBURGH, PA 15219-6401

FEDERAL FOOTNOTES

ATTACHMENT 19

GRANTS PAID & APPROVED: ALL OF THE GRANTEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER THE INTERNAL REVENUE CODE (IRC) SECTION 501(C) (3), AND HAVE THE STATUS OF PUBLIC CHARITIES WITHIN THE MEANING OF IRC SECTION 509(A) (1) OR (2).

FEDERAL FOOTNOTES

ATTACHMENT 20

ALLOCATION OF EXPENSES IN PART I:

COMPENSATION OF OFFICERS, TRUSTEES, AND OTHER EMPLOYEES, AS WELL AS THE RELATED EMPLOYEE BENEFITS ARE ALLOCATED BASED ON TIME SPENT IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE VERSUS TIME SPENT IN THE PRODUCTION OF INCOME. PROFESSIONAL FEES ARE ALLOCATED BASED ON THE NATURE OF SERVICES PERFORMED FOR THE FOUNDATION. ALL OTHER EXPENSES ARE PRO-RATED BASED ON THE SALARY EXPENSE AND THE FOUNDATION'S ESTIMATES, WITH THE EXCEPTION OF INVESTMENT EXPENSES, WHICH ARE DIRECTLY RELATED TO PRODUCING INCOME.

Sarah Scaife Foundation Incorporated
Schedule of Investments
December 31, 2012

<u>Investments</u>	<u>Shares/or Par Value</u>	<u>Cost</u>	<u>Market Value</u>
Savings and Temporary Cash Investments			
Money Market	351,476	351,476	351,476
Cash Equivalents Investment Fund Money Market	1,711,202	1,711,202	1,711,202
Venture Fund Money Market	318,352	318,352	318,352
Bond Funds Money Market	100,586	100,586	100,586
U S Treasury Fund Money market	88,872	88,872	88,872
Total Savings and Temporary Cash Investments:		2,570,488	2,570,488
U.S. Obligations - Government Securities			
Federal Home Loan Mortgage Corp	480,914	498,622	511,835
Federal Home Loan Bank	2,850,000	3,024,334	3,135,462
Federal Farm Credit	750,000	780,008	766,950
Freddie Mac	6,030,000	6,059,090	6,143,131
Fannie Mae	3,505,000	3,525,121	3,544,946
U S Treasury Notes	3,295,000	3,470,460	3,390,142
Total U.S. Obligations - Government Securities		17,357,635	17,492,466
Common Stocks			
Abbott Labs	61,000	2,917,587	3,995,500
Accenture PLC	25,000	1,651,833	1,662,500
Altria Group, Inc	307,000	2,315,173	9,652,080
Ameriprise Financial, Inc	39,000	2,273,872	2,442,570
Amgen, Inc	53,750	4,450,684	4,633,250
Analog Devices, Inc	68,500	1,879,256	2,881,110
AT&T, Inc	176,000	4,803,021	5,932,960
Automatic Data Processing, Inc.	83,600	3,589,143	4,759,348
Berkshire Hathaway, Inc	45,000	2,028,491	4,036,500
Blackrock Inc	16,400	3,385,747	3,390,044
Bristol Myers Squibb Co	67,000	2,201,024	2,183,530
Chevron Corporation	63,700	4,162,480	6,888,518
Costco Wholesale Corp	31,900	1,828,843	3,149,487
Covidien PLC	61,100	3,321,630	3,527,914
Eaton Corp PLC	60,500	3,140,289	3,277,890
Ecolab Inc	48,000	1,317,900	3,451,200
Emerson Electric Co	40,600	1,868,356	2,150,176
Exxon Mobil Corp	225,000	1,881,660	19,473,750
Home Depot, Inc	47,000	2,228,425	2,906,950
Honeywell International, Inc.	93,250	5,218,915	5,918,577
Intel Corp	231,600	4,918,904	4,775,592
International Business Machines Corp	45,550	1,183,237	8,725,103
JP Morgan Chase & Co	103,500	4,523,539	4,550,802
Johnson & Johnson	37,500	2,093,590	2,628,750
Lockheed Martin Corp	52,500	3,310,068	4,845,225
McDonald's Corp	85,000	4,229,766	7,497,850
Microsoft Corp	107,750	2,940,254	2,877,970
Nextera Energy, Inc	88,350	2,340,471	6,112,937
Oneok, Inc	52,000	1,770,475	2,223,000
Pfizer, Inc	288,750	5,156,466	7,241,648
Philip Morris International Inc	281,000	4,580,668	23,502,840
Praxair, Inc.	29,000	1,392,849	3,174,050
Proctor & Gamble Co.	70,200	3,187,200	4,765,878
Schlumberger Ltd	51,750	4,313,792	3,586,203
Stanley Black & Decker, Inc	28,500	2,167,981	2,108,145

Sarah Scaife Foundation Incorporated
Schedule of Investments
December 31, 2012

<u>Investments</u>	<u>Shares/or Par Value</u>	<u>Cost</u>	<u>Market Value</u>
Tiffany & Co	25,000	1,888,750	1,433,500
Time Warner, Inc	103,800	3,146,475	4,964,754
U S Bancorp	168,500	4,137,839	5,381,890
Union Pacific Corp	20,250	2,374,657	2,545,830
United Parcel Service, Inc	72,700	4,368,229	5,360,171
United Technologies Corp	57,200	778,885	4,690,972
VF Corp	16,084	1,233,329	2,428,201
Wal-Mart Stores, Inc	54,800	3,062,327	3,739,004
Wells Fargo & Company	103,000	3,181,463	3,520,540
Williams Cos, Inc	142,000	4,901,627	4,649,080
Wisconsin Energy Corp	109,000	2,458,938	4,016,650
Total Common Stock:		136,106,108	227,660,439

Corporate Bonds

AT&T	225,000	224,840	226,055
BB&T Corporation	155,000	154,718	156,862
Bank of America	225,000	227,216	261,774
Bank of New York Mellon	160,000	159,893	174,330
Berkshire Hathaway Inc	140,000	146,817	146,075
BNP Paribas/BNP Paribas US	230,000	231,066	258,325
Caterpillar Financial Services Group	260,000	283,621	271,224
Chevron Corporation	150,000	150,000	150,246
Cisco Systems, Inc	200,000	209,218	236,764
Citigroup Inc	230,000	255,006	273,737
CNH Equipment Trust	250,953	255,962	253,520
Costco Wholesale Corp	220,000	219,507	221,498
CR Bard, Inc.	115,000	116,620	130,938
Credit Suisse USA, Inc	215,000	235,472	231,723
CSFB 2003-CK2 A4	44,789	47,337	44,752
John Deere Cap Corp	140,000	139,905	139,996
Deutsche Bk of AG Global Medium	250,000	249,770	264,550
Ebay, Inc	130,000	118,941	140,215
General Electric Cap Corp	280,000	285,211	325,018
Goldman Sachs Group, Inc	230,000	238,014	263,587
Google, Inc	140,000	139,236	146,188
JP Morgan Chase & Co	250,000	250,877	299,298
JPMCC 2005-LDP5 A4	215,000	230,772	239,633
Medtronic, Inc	200,000	201,614	210,154
Microsoft Corp	75,000	74,567	74,605
Morgan Stanley	215,000	230,284	216,174
Ontario Prov, Canada	270,000	269,676	278,591
PNC Funding Corp	80,000	79,903	84,522
PepsiCo, Inc	240,000	248,175	277,546
Procter & Gamble Co	160,000	158,714	163,032
Public Service Colorado	160,000	173,998	192,654
Rio Tinto Fin USA Acct	260,000	258,575	263,247
Simon Property Group LP	175,000	184,902	185,588
Total Capital GTD Note	105,000	104,946	109,601
Toyota Motor Credit Corp	240,000	239,172	248,820
Wachovia Bank Coml Mtg TK	245,000	276,333	277,075
Wal-Mart Stores, Inc	250,000	241,160	284,460
Wells Fargo & Co	200,000	214,134	238,540
Westpac Bkg Corp	230,000	230,547	242,919
Total Corporate Bonds:		7,756,719	8,203,836

Sarah Scaife Foundation Incorporated
Schedule of Investments
December 31, 2012

<u>Investments</u>	<u>Shares/or Par Value</u>	<u>Cost</u>	<u>Market Value</u>
Other Investments			
Venture Fund			
Venture Capital	318,352	2,236,308	2,450,176
Total Venture Funds:		2,236,308	2,450,176
Bond Fund			
Vanguard GNMA Fund	1,305,159	13,991,261	14,239,280
Total Bond Fund		13,991,261	14,239,280
Total Other Investments		16,227,569	16,689,456
Total of all Investments		180,018,519	272,616,685

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/12</u>
Acton Institute for the Study of Religion and Liberty, Troy, Michigan Project support	\$ -	\$ 40,000	\$ 40,000	\$ -
Allegheny Institute for Public Policy, Pittsburgh, Pennsylvania General operating support	-	115,000	115,000	-
American Bar Association Fund for Justice and Education, Chicago, Illinois Standing Committee on Law and National Security	115,000	115,000	230,000	-
American Civil Rights Institute, Sacramento, California General operating support	-	150,000	75,000	75,000
American Enterprise Institute for Public Policy Research, Washington, D C Program support	-	175,000	175,000	-
Project support	200,000	300,000	400,000	100,000
Shadow Financial Regulatory Committee	-	25,000	25,000	-
American Foreign Policy Council, Washington, D.C. General operating support	-	125,000	125,000	-
America's Future Foundation, Washington, D.C. General operating support	-	40,000	40,000	-
Atlantic Legal Foundation, Larchmont, New York General operating support	-	75,000	75,000	-
Atlas Economic Research Foundation, Washington, D C. General operating and program support	75,000	75,000	150,000	-
Capital Research Center, Washington, D.C. General operating support	-	200,000	200,000	-

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u>		<u>Payable,</u> <u>12/31/12</u>
		<u>Approved</u>	<u>Paid</u>	
Carnegie Mellon University, Pittsburgh, Pennsylvania				
Center for the Study of Public Policy	\$ -	\$ 125,000	\$ 125,000	\$ -
Gailliot Center for Public Policy	62,500	-	62,500	-
Project support	-	75,000	75,000	-
Cato Institute, Washington, D.C.				
Domestic Policy Studies Programs	-	40,000	40,000	-
Center for Equal Opportunity, Falls Church, Virginia				
General operating support	-	50,000	50,000	-
Center for Immigration Studies, Inc., Washington, D.C.				
General operating support	-	125,000	125,000	-
Center for Individual Rights, Washington, D.C.				
General operating support	-	110,000	110,000	-
Center for Media and Public Affairs, Washington, D C				
General operating support	-	75,000	75,000	-
Center for Security Policy, Inc , Washington, D.C.				
General operating support	-	175,000	175,000	-
Center for Strategic and International Studies, Inc., Washington, D.C.				
Senior Advisor Post and project support	225,000	350,000	375,000	200,000
Center for the Study of the Presidency, Washington, D.C.				
Program support	-	75,000	75,000	-
Citizens' Council for Health Freedom, St. Paul, Minnesota				
General operating support	75,000	150,000	150,000	75,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable, 12/31/11</u>	<u>1/1/12 - 12/31/12</u>		<u>Payable, 12/31/12</u>
		<u>Approved</u>	<u>Paid</u>	
Claremont Institute for the Study of Statesmanship and Political Philosophy, Claremont, California General operating, program and Washington Fellow support	\$ 200,000	\$ 300,000	\$ 400,000	\$ 100,000
Collegiate Network, Inc., Wilmington, Delaware General operating and program support	-	240,000	240,000	-
Committee for a Constructive Tomorrow, Washington, D.C. General operating support	80,000	160,000	160,000	80,000
The Commonwealth Foundation for Public Policy Alternatives, Harrisburg, Pennsylvania General operating support	-	150,000	150,000	-
Competitive Enterprise Institute, Washington, D.C. General operating support	75,000	150,000	150,000	75,000
Project support	-	150,000	150,000	-
Counterterrorism & Security Education and Research Foundation, Washington, D.C. Project support	-	125,000	125,000	-
David Horowitz Freedom Center, Sherman Oaks, California General operating support	125,000	200,000	225,000	100,000
The Defense Forum Foundation, Inc., Falls Church, Virginia Program support	-	50,000	50,000	-
Ethics and Public Policy Center, Inc., Washington, D.C. General operating and program support	-	125,000	125,000	-
The Federalist Society for Law & Public Policy Studies, Washington, D.C. General operating support	125,000	300,000	325,000	100,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable, 12/31/11</u>	<u>1/1/12 - 12/31/12</u> <u>Approved</u>	<u>Paid</u>	<u>Payable, 12/31/12</u>
Federation for American Immigration Reform, Washington, D.C.				
General operating and project support	\$ 125,000	\$ -	\$ 125,000	\$ -
Foundation for California University of Pennsylvania, California, Pennsylvania				
Government Agency Coordination Office	-	100,000	100,000	-
Foundation for Cultural Review, Inc., New York, New York				
General operating support	-	200,000	200,000	-
Project support	-	32,500	32,500	-
Foundation for Individual Rights in Education, Inc., Philadelphia, Pennsylvania				
General operating support	-	100,000	100,000	-
Free Congress Research and Education Foundation, Inc., Alexandria, Virginia				
General operating support	-	50,000	50,000	-
FreedomWorks Foundation, Washington, D.C.				
General operating support	62,500	125,000	62,500	125,000
Galen Institute, Inc., Alexandria, Virginia				
General operating support	-	35,000	35,000	-
George C Marshall Institute, Arlington, Virginia				
General operating support	-	230,000	230,000	-
George Mason University Foundation, Inc., Fairfax, Virginia				
Center for Study of Public Choice	-	100,000	100,000	-
Law and Economics Center	75,000	150,000	150,000	75,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u>		<u>Payable,</u> <u>12/31/12</u>
		<u>Approved</u>	<u>Paid</u>	
Heritage Foundation, Washington, D.C. General operating support	\$ -	\$ 600,000	\$ 400,000	\$ 200,000
Hudson Institute, Inc., Washington, D.C. Center for American Common Culture		50,000	50,000	-
Center for Religious Freedom		100,000	100,000	-
Project for Civil Justice Reform and International Religious Liberty	-	100,000	100,000	-
Human Rights Foundation, Inc., New York, New York General operating support	-	75,000	75,000	-
Institute for Foreign Policy Analysis, Inc., Cambridge, Massachusetts Economic Security Program	-	160,000	160,000	-
General operating and special projects support	-	600,000	600,000	-
Institute for Humane Studies, Arlington, Virginia General operating support	-	50,000	50,000	-
Institute for Justice, Arlington, Virginia General operating support	-	85,000	85,000	-
The Institute of World Politics, Washington, D.C. Project support	-	200,000	200,000	-
The Institute on Religion and Public Life, Inc., New York, New York General operating and publication support	-	60,000	60,000	-
Intercollegiate Studies Institute, Inc., Wilmington, Delaware General operating support	-	300,000	150,000	150,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/12</u>
International Freedom Educational Foundation, McLean, Virginia				
Center for a Secure Free Society	\$ -	\$ 75,000	\$ 75,000	\$ -
Jamestown Foundation, Washington, D.C.				
General operating support	62,500	125,000	187,500	-
Johns Hopkins University, Washington, D.C.				
The Paul H. Nitze School of Advanced International Studies	-	60,000	60,000	-
Judicial Watch, Inc., Washington, D.C.				
General operating support	125,000	-	125,000	-
Landmark Legal Foundation, Kansas City, Missouri				
General operating support	-	250,000	250,000	-
Manhattan Institute for Policy Research, Inc., New York, New York				
General operating and publication support	-	150,000	150,000	-
Media Research Center, Inc., Alexandria, Virginia				
General operating support	200,000	300,000	400,000	100,000
Mercatus Center, Inc., Fairfax, Virginia				
General operating support	-	50,000	50,000	-
Missouri State University Foundation, Springfield, Missouri				
Department of Defense and Strategic Studies	-	140,000	140,000	-
National Association of Scholars, Inc., Princeton, New Jersey				
General operating support	-	200,000	200,000	-

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u>		<u>Payable,</u> <u>12/31/12</u>
		<u>Approved</u>	<u>Paid</u>	
National Center for Policy Analysis, Dallas, Texas				
General operating support	\$ -	\$ 100,000	\$ 100,000	\$ -
National Center for Public Policy Research, Inc , Washington, D.C.				
Program support	-	35,000	35,000	-
National Institute for Public Policy, Fairfax, Virginia				
Program support	-	240,000	240,000	-
National Legal and Policy Center, Falls Church, Virginia				
General operating support	-	100,000	100,000	-
National Taxpayers Union Foundation, Alexandria, Virginia				
General operating support	-	50,000	50,000	-
New England Legal Foundation, Boston, Massachusetts				
General operating support	-	30,000	30,000	-
NumbersUSA Education and Research Foundation, Arlington, Virginia				
Project support	-	40,000	40,000	-
Pacific Legal Foundation, Sacramento, California				
General operating support	-	125,000	125,000	-
Pacific Research Institute for Public Policy, San Francisco, California				
General operating support	-	150,000	150,000	-
Princeton University, Princeton, New Jersey				
James Madison Program in American Ideals and Institutions	-	75,000	75,000	-

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u>		<u>Payable,</u> <u>12/31/12</u>
		<u>Approved</u>	<u>Paid</u>	
Reason Foundation, Los Angeles, California				
Environment program	\$ -	\$ 50,000	\$ 50,000	\$ -
General operating support	-	100,000	100,000	-
Saint Vincent College, Latrobe, Pennsylvania				
Center for Political and Economic Thought	-	35,000	35,000	-
Social Philosophy and Policy Foundation, Bowling Green, Ohio				
General operating support	-	375,000	375,000	-
Southeastern Legal Foundation, Inc., Atlanta, Georgia				
General operating support	-	50,000	50,000	-
Stanford University, Hoover Institution on War, Revolution and Peace, Stanford, California				
Research programs and Hoover Fellows support	200,000	300,000	350,000	150,000
Book project	-	209,000	59,000	150,000
Tax Foundation, Washington, D C.				
General operating support	-	75,000	75,000	-
Tufts University, Medford, Massachusetts				
The Fletcher School of Law and Diplomacy	180,000	280,000	320,000	140,000
University of Chicago, Chicago, Illinois				
Institute for Law and Economics	-	100,000	100,000	-
University of Kentucky, Lexington, Kentucky				
The New University of Kentucky Albert B. Chandler Hospital Auditorium	3,000,000	-	500,000	2,500,000

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GRANTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>Payable,</u> <u>12/31/11</u>	<u>1/1/12 - 12/31/12</u> <u>Approved</u>	<u>Paid</u>	<u>Payable,</u> <u>12/31/12</u>
University of Virginia Law School Foundation, Charlottesville, Virginia Center for National Security Law	\$ 100,000	\$ 325,000	\$ 425,000	\$ -
World Affairs Council of Pittsburgh, Pittsburgh, Pennsylvania Teacher-Student Educational Projects	<u>-</u>	<u>50,000</u>	<u>50,000</u>	<u>-</u>
Total	<u>\$ 5,487,500</u>	<u>\$ 12,481,500</u>	<u>\$ 13,474,000</u>	<u>\$ 4,495,000</u>

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date Sold/ Matured	(f) Gross Sales Price	(h) Cost or Other Basis and Expense of Sale	(i) Gain (loss) (f), less (g)	(j) Fair Market Value as of December 31, 1969	(k) Adjusted Cost Basis	(l) Excess of (i) over (k)	(m) Losses from column (i) and gains (excess (i) over (l))
Security	Banc America Comm'l Mtg. Inc.	P	03/22/11	01/12/12	\$ 16,521	\$ 16,908	\$ (387)	N/A	N/A	N/A	\$ (387)
Security	United States Treasury Notes	P	06/30/11	01/13/12	179,400	164,046	15,354	N/A	N/A	N/A	15,354
Security	United States Treasury Notes	P	10/27/11	01/13/12	245,344	241,167	4,177	N/A	N/A	N/A	4,177
Security	United States Treasury Notes	P	11/30/11	01/13/12	245,034	236,587	8,447	N/A	N/A	N/A	8,447
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	01/17/12	8,716	8,957	(241)	N/A	N/A	N/A	(241)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	01/17/12	6,536	6,753	(217)	N/A	N/A	N/A	(217)
Security	Chrysler Financial Auto	P	04/29/11	01/18/12	12,290	12,450	(160)	N/A	N/A	N/A	(160)
Security	United States Treasury Notes	P	02/25/11	01/19/12	55,870	55,636	234	N/A	N/A	N/A	234
Security	United States Treasury Notes	P	02/03/11	01/19/12	315,923	315,444	479	N/A	N/A	N/A	479
Security	Goldman Sachs Group, Inc.	P	11/24/10 01/11/11 04/19/11 06/03/11	02/01/12	303,525	310,551	(7,026)	N/A	N/A	N/A	(7,026)
Security	United States Treasury Notes	P	12/21/10	02/07/12	538,235	546,926	(8,691)	N/A	N/A	N/A	(8,691)
Security	Banc America Comm'l Mtg. Inc.	P	03/22/11	02/13/12	33,716	34,506	(790)	N/A	N/A	N/A	(790)
Security	SBC Communications, Inc.	P	01/14/11	02/13/12	220,887	231,884	(10,997)	N/A	N/A	N/A	(10,997)
Security	United States Treasury Notes	P	10/19/06	02/15/12	3,000,000	3,019,688	(19,688)	N/A	N/A	N/A	(19,688)

SARAH SCAIFE FOUNDATION INCORPORATED

**SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012**

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(f) Gross Sales Price \$	(g) Cost or Other Basis and Expense of Sale \$	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (j) and gains (excess (j) over (l)) \$
Security	Federal Home Loan Mortgage Corp	P	02/18/09	02/15/12	7,847	8,064	(217)	N/A	N/A	N/A	(217)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	02/15/12	6,330	6,540	(210)	N/A	N/A	N/A	(210)
Security	Freddie Mac	P	08/22/03	02/15/12	132,686	132,022	664	N/A	N/A	N/A	664
Security	United States Treasury Notes	P	05/20/10	02/15/12	278,156	248,279	29,877	N/A	N/A	N/A	29,877
Security	United States Treasury Notes	P	11/29/10	02/15/12	156,912	148,506	8,406	N/A	N/A	N/A	8,406
Security	Chrysler Financial Auto	P	04/29/11	02/16/12	12,411	12,573	(162)	N/A	N/A	N/A	(162)
Security	Shell International Finance	P	11/24/10	02/17/12	162,611	157,964	4,647	N/A	N/A	N/A	4,647
Security	United States Treasury Notes	P	05/20/10 06/30/11	02/17/12	237,207	210,943	26,264	N/A	N/A	N/A	26,264
Security	United States Treasury Notes	P	11/24/10	02/17/12	508,720	481,364	27,356	N/A	N/A	N/A	27,356
Security	Becton Dickinson & Co	P	05/19/06	02/23/12	2,074,184	1,600,099	474,085	N/A	N/A	N/A	474,085
Security	International Business Machines	P	05/31/84 06/01/84	02/23/12	2,085,945	291,575	1,794,370	N/A	N/A	N/A	1,794,370
Security	Pepsico, Inc.	P	06/07/05 11/16/07	02/23/12	1,217,164	1,115,407	101,757	N/A	N/A	N/A	101,757
Security	Fannie Mae	P	02/15/11	03/13/12	122,726	126,854	(4,128)	N/A	N/A	N/A	(4,128)
Security	Banc America Comm'l Mtg Inc	P	03/22/11	03/13/12	21,251	21,749	(498)	N/A	N/A	N/A	(498)
Security	Total Capital GTD Note	P	02/14/12	03/14/12	115,147	114,940	207	N/A	N/A	N/A	207
Security	United States Treasury Notes	P	11/21/10	03/14/12	250,491	251,659	(1,168)	N/A	N/A	N/A	(1,168)

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (i) and gains (excess (i) over (j))
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	03/15/12	\$ 9,611	\$ 9,877	\$ (266)	N/A	N/A	N/A	\$ (266)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	03/15/12	5,759	5,951	(192)	N/A	N/A	N/A	(192)
Security	Chrysler Financial Auto	P	04/29/11	03/16/12	11,705	11,857	(152)	N/A	N/A	N/A	(152)
Security	Freddie Mac	P	08/22/03	03/26/12	253,758	253,889	(131)	N/A	N/A	N/A	(131)
Security	Freddie Mac	P	08/22/03	03/30/12	319,564	319,900	(336)	N/A	N/A	N/A	(336)
Security	United States Treasury Notes	P	11/24/10 12/02/10	04/10/12	339,388	320,047	19,341	N/A	N/A	N/A	19,341
Security	Treasury Inflation Services	P	12/14/11	04/10/12	521,454	510,645	10,809	N/A	N/A	N/A	10,809
Security	Banc America Comm'l. Mtg Inc	P	02/28/11	04/11/12	10,720	10,971	(251)	N/A	N/A	N/A	(251)
Security	Federal Home Loan Mortgage Corp.	P	05/03/11	04/11/12	34,184	32,184	2,000	N/A	N/A	N/A	2,000
Security	United States Treasury Notes	P	11/24/10	04/11/12	68,362	68,634	(272)	N/A	N/A	N/A	(272)
Security	Vanguard GNMA Fund	P	N/A	04/12/12	36,144	-	36,144	N/A	N/A	N/A	36,144
Security	Federal Home Loan Mortgage Corp.	P	06/03/11	04/13/12	107,965	101,084	6,881	N/A	N/A	N/A	6,881
Security	United States Treasury Notes	P	02/14/12	04/13/12	312,377	313,896	(1,519)	N/A	N/A	N/A	(1,519)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	04/16/12	7,589	7,799	(210)	N/A	N/A	N/A	(210)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	04/16/12	6,525	6,742	(217)	N/A	N/A	N/A	(217)
Security	Federal Home Loan Mortgage Corp.	P	03/13/12	04/16/12	2,589	2,714	(125)	N/A	N/A	N/A	(125)

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (j) and gains (excess (i) over (l))
Security	Chrysler Financial Auto	P	04/29/11	04/17/12	\$ 11,685	\$ 11,837	\$ (152)	N/A	N/A	N/A	\$ (152)
Security	Fannie Mae	P	12/03/10	05/04/12	450,813	437,306	13,507	N/A	N/A	N/A	13,507
Security	Fannie Mae	P	04/27/10	05/08/12	593,735	549,809	43,926	N/A	N/A	N/A	43,926
Security	United States Treasury Notes	P	11/24/10 12/02/10	05/08/12	575,582	576,837	(1,255)	N/A	N/A	N/A	(1,255)
Security	Banc Amencia Comm. Mtg. Inc	P	03/22/11	05/14/12	5,025	5,143	(118)	N/A	N/A	N/A	(118)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	05/15/12	7,162	7,360	(198)	N/A	N/A	N/A	(198)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	05/15/12	5,207	5,380	(173)	N/A	N/A	N/A	(173)
Security	Federal Home Loan Mortgage Corp.	P	03/15/12	05/15/12	2,054	2,153	(99)	N/A	N/A	N/A	(99)
Security	Chrysler Financial Auto	P	04/29/11	05/16/12	9,909	10,038	(129)	N/A	N/A	N/A	(129)
Security	Cardinal Health Inc.	P	09/22/06	05/23/12	1,486,065	1,725,012	(238,947)	N/A	N/A	N/A	(238,947)
Security	Cullen/Frost Bankers, Inc.	P	05/21/10	05/23/12	1,518,065	1,478,064	40,001	N/A	N/A	N/A	40,001
Security	Cullen/Frost Bankers, Inc	P	05/21/10	05/23/12	359,876	350,356	9,520	N/A	N/A	N/A	9,520
Security	Novartis AG	P	02/17/06 09/22/06 02/19/10	05/23/12	3,782,549	4,040,375	(257,826)	N/A	N/A	N/A	(257,826)
Security	Pepsico, Inc.	P	06/07/05	05/23/12	2,181,778	1,788,890	392,888	N/A	N/A	N/A	392,888
Security	Philip Morris International, Inc	P	10/12/01	05/23/12	2,210,075	694,890	1,515,185	N/A	N/A	N/A	1,515,185

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (i) and gains (excess (i) over (l))
Security	United States Treasury Notes	P	12/02/10	05/30/12	\$ 142,070	\$ 142,080	\$ (10)	N/A	N/A	N/A	\$ (10)
Security	Banc AmERICA Comm. Mtg Inc	P	03/22/11	06/12/12	1,580	1,617	(37)	N/A	N/A	N/A	(37)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	06/15/12	8,602	8,840	(238)	N/A	N/A	N/A	(238)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	06/15/12	5,447	5,628	(181)	N/A	N/A	N/A	(181)
Security	Federal Home Loan Mortgage Corp	P	03/13/12	06/15/12	2,068	2,168	(100)	N/A	N/A	N/A	(100)
Security	Chrysler Financial Auto	P	04/29/11	06/18/12	8,667	8,780	(113)	N/A	N/A	N/A	(113)
Security	Fannie Mae	P	02/15/11	07/03/12	378,203	396,421	(18,218)	N/A	N/A	N/A	(18,218)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	07/16/12	7,051	7,246	(195)	N/A	N/A	N/A	(195)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	07/16/12	4,517	4,667	(150)	N/A	N/A	N/A	(150)
Security	Federal Home Loan Mortgage Corp	P	03/13/12	07/16/12	10,968	11,496	(528)	N/A	N/A	N/A	(528)
Security	Chrysler Financial Auto	P	04/29/11	07/16/12	8,184	8,290	(106)	N/A	N/A	N/A	(106)
Security	Freddie Mac	P	08/22/03	07/16/12	105,000	106,633	(1,633)	N/A	N/A	N/A	(1,633)
Security	CSFB 2003-CK2 A4	P	12/09/10	07/18/12	1,106	1,169	(63)	N/A	N/A	N/A	(63)
Security	United States Treasury Notes	P	06/03/11	08/02/12	355,943	362,978	(7,035)	N/A	N/A	N/A	(7,035)
Security	Federal Home Loan Bank	P	09/29/11	08/09/12	292,331	293,321	(990)	N/A	N/A	N/A	(990)

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(e) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (h)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (j) and gains (excess (i) over (l))
Security	BB&T Corporation	P	02/03/11	08/10/12	\$ 216,538	\$ 221,774	\$ (5,236)	N/A	N/A	N/A	\$ (5,236)
Security	Chrysler Financial Auto	P	04/29/11	08/15/12	8,105	8,210	(105)	N/A	N/A	N/A	(105)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	08/15/12	7,105	7,302	(197)	N/A	N/A	N/A	(197)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	08/15/12	5,099	5,269	(170)	N/A	N/A	N/A	(170)
Security	Federal Home Loan Mortgage Corp.	P	03/13/12	08/15/12	7,773	8,147	(374)	N/A	N/A	N/A	(374)
Security	United States Treasury Notes	P	02/16/12	08/17/12	45,397	45,641	(244)	N/A	N/A	N/A	(244)
Security	CSFB 2003-CK2 A4	P	12/09/10	08/20/12	4,068	4,299	(231)	N/A	N/A	N/A	(231)
Security	GMAC LLC	P	04/16/11	08/20/12	216,462	220,762	(4,300)	N/A	N/A	N/A	(4,300)
Security	Berkshire Hathaway Inc	P	02/03/11	08/28/12	186,181	180,367	5,814	N/A	N/A	N/A	5,814
Security	Federal Home Loan Bank	P	02/28/11 03/03/11 03/31/11	08/28/12	585,532	519,883	65,649	N/A	N/A	N/A	65,649
Security	John Deere Cao Corp	P	07/21/10	09/07/12	209,102	218,078	(8,976)	N/A	N/A	N/A	(8,976)
Security	United States Treasury Notes	P	04/09/12	09/14/12	818,853	770,417	48,436	N/A	N/A	N/A	48,436
Security	Chrysler Financial Auto	P	04/29/11	09/17/12	6,247	6,328	(81)	N/A	N/A	N/A	(81)
Security	CSFB 2003-CK2 A4	P	12/09/10	09/17/12	76,062	80,388	(4,326)	N/A	N/A	N/A	(4,326)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	09/17/12	8,224	8,452	(228)	N/A	N/A	N/A	(228)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	09/17/12	6,035	6,236	(201)	N/A	N/A	N/A	(201)

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Matured	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1989	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (i) and gains (excess (i) over (l))
Security	Federal Home Loan Mortgage Corp	P	03/13/12	09/17/12	\$ 16,296	\$ 17,080	\$ (784)	N/A	N/A	N/A	\$ (784)
Security	CHN Equipment Trust	P	12/17/10	09/18/12	8,584	8,755	(171)	N/A	N/A	N/A	(171)
Security	Freddie Mac	P	06/29/12	09/24/12	126,540	125,538	1,002	N/A	N/A	N/A	1,002
Security	Fannie Mae	P	04/24/10	09/25/12	332,010	305,411	26,599	N/A	N/A	N/A	26,599
Security	ConocoPhillips	P	07/28/10	09/26/12	3,512,647	2,524,886	987,761	N/A	N/A	N/A	987,761
Security	Phillips 66 Com	P	07/28/10	09/26/12	1,408,647	796,139	612,508	N/A	N/A	N/A	612,508
Security	Stryker Corp.	P	02/18/11	09/26/12	3,066,162	3,075,308	(9,146)	N/A	N/A	N/A	(9,146)
Security	Federal Home Loan Mortgage Corp	P	04/27/10 03/03/11	10/01/12	402,159	343,271	58,888	N/A	N/A	N/A	58,888
Security	Freddie Mac	P	04/12/12	10/01/12	400,050	384,927	15,123	N/A	N/A	N/A	15,123
Security	Freddie Mac	P	08/27/12	10/01/12	30,125	29,818	307	N/A	N/A	N/A	307
Security	Federal Home Loan Mortgage Corp	P	02/18/09	10/15/12	7,758	7,972	(214)	N/A	N/A	N/A	(214)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	10/15/12	5,720	5,911	(191)	N/A	N/A	N/A	(191)
Security	Federal Home Loan Mortgage Corp	P	03/13/12	10/15/12	11,473	12,025	(552)	N/A	N/A	N/A	(552)
Security	Chrysler Financial Auto	P	04/29/11	10/16/12	18,602	18,973	(371)	N/A	N/A	N/A	(371)
Security	CSFB 2003-CK2 A4	P	12/09/10	10/17/12	24,899	26,315	(1,416)	N/A	N/A	N/A	(1,416)
Security	United States Treasury Notes	P	02/16/02	11/02/12	55,352	55,784	(432)	N/A	N/A	N/A	(432)
Security	United States Treasury Notes	P	02/16/02	11/06/12	40,251	40,570	(319)	N/A	N/A	N/A	(319)
Security	United States Treasury Notes	P	02/16/02	11/08/12	20,126	20,285	(159)	N/A	N/A	N/A	(159)

SARAH SCAIFE FOUNDATION INCORPORATED

**SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012**

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Mature	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (j) and gains (excess (j) over (l))
Security	Chevron Corp	P	04/21/10	11/09/12	\$ 62,724	\$ 63,388	\$ (664)	N/A	N/A	N/A	\$ (664)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	11/15/12	6,745	6,932	(187)	N/A	N/A	N/A	(187)
Security	Federal Home Loan Mortgage Corp.	P	02/18/09	11/15/12	5,354	5,533	(179)	N/A	N/A	N/A	(179)
Security	Federal Home Loan Mortgage Corp	P	03/13/12	11/15/12	10,934	11,460	(526)	N/A	N/A	N/A	(526)
Security	United States Treasury Notes	P	12/02/10	11/15/12	449,516	454,656	(5,140)	N/A	N/A	N/A	(5,140)
Security	CNH Equipment Trust	P	12/17/10	11/16/12	30,350	30,956	(606)	N/A	N/A	N/A	(606)
Security	CSFB 2003-CK2 A4	P	12/09/10	11/20/12	37,029	39,135	(2,106)	N/A	N/A	N/A	(2,106)
Security	Air Products & Chemicals, Inc	P	09/16/08	11/21/12	1,713,441	1,761,906	(48,465)	N/A	N/A	N/A	(48,465)
Security	CSX Corp	P	11/20/09	11/21/12	2,213,912	1,864,185	349,727	N/A	N/A	N/A	349,727
Security	Ishares S&P Pfd Stk Index Fund	P	02/20/09	11/21/12	2,458,070	1,005,713	1,452,357	N/A	N/A	N/A	1,452,357
Security	Microchip Technology, Inc	P	09/22/12	11/21/12	2,098,408	2,244,820	(146,412)	N/A	N/A	N/A	(146,412)
Security	Nike, Inc	P	05/19/06	11/21/12	2,851,317	1,214,050	1,637,267	N/A	N/A	N/A	1,637,267
Security	IBM Corp	P	01/14/11	11/21/12	195,000	209,239	(14,239)	N/A	N/A	N/A	(14,239)
Security	United States Treasury Notes	P	09/13/12	11/29/12	160,444	158,437	2,007	N/A	N/A	N/A	2,007
Security	United States Treasury Notes	P	09/13/12	11/30/12	40,127	39,609	518	N/A	N/A	N/A	518

SARAH SCAIFE FOUNDATION INCORPORATED

SCHEDULE OF GAINS (LOSSES) FOR TAX ON INVESTMENT INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012

(a) Kind of Property	(b) Description	(c) How Acquired P-Purchase D-Donated	(d) Date Acquired	(e) Date/Sold Mature	(f) Gross Sales Price	(g) Cost or Other Basis and Expense of Sale	(h) Gain (loss) (f) less (g)	(i) Fair Market Value as of December 31, 1969	(j) Adjusted Cost Basis	(k) Expense of (j) over (k)	(l) Losses from column (j) and gains (excess (j) over (l))
Security	Freddie Mac	P	09/28/12	12/03/12	325,926	324,327	1,599	N/A	N/A	N/A	1,599
Security	Amgen, Inc	P	12/21/10	12/04/12	138,897	123,482	15,415	N/A	N/A	N/A	15,415
Security	United States Treasury Notes	P	02/16/12	12/05/12	65,358	65,927	(569)	N/A	N/A	N/A	(569)
Security	Eaton Corp	P	02/24/11	12/05/12	3,140,289	3,262,881	(122,592)	N/A	N/A	N/A	(122,592)
Service	United States Treasury Notes	P	12/02/10	12/06/12	381,438	385,822	(4,384)	N/A	N/A	N/A	(4,384)
Security	United States Treasury Notes	P	09/13/12	12/07/12	25,224	24,756	468	N/A	N/A	N/A	468
Security	Freddie Mac	P	11/30/12	12/11/12	201,115	200,361	754	N/A	N/A	N/A	754
Security	United States Treasury Notes	P	02/16/12	12/12/12	50,266	50,713	(447)	N/A	N/A	N/A	(447)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	12/17/12	5,521	5,674	(153)	N/A	N/A	N/A	(153)
Security	Federal Home Loan Mortgage Corp	P	02/18/09	12/17/12	5,258	5,433	(175)	N/A	N/A	N/A	(175)
Security	Federal Home Loan Mortgage Corp.	P	03/13/12	12/17/12	3,350	3,511	(161)	N/A	N/A	N/A	(161)
Security	CNH Equipment Trust	P	12/17/10	12/18/12	31,512	32,141	(629)	N/A	N/A	N/A	(629)
Security	CSFB 2003-CK2 A4	P	12/09/10	12/18/12	37,048	39,155	(2,107)	N/A	N/A	N/A	(2,107)
SUBTOTAL - SALE OF SECURITIES					\$ 57,789,553	\$ 48,895,738	\$ 8,893,815				\$ 8,893,815
					902,873		902,873				902,873
GAINS FROM PASSTHROUGH INVESTMENTS					58,692,426	48,895,738	9,796,688				9,796,688
TOTAL											

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SARAH SCAIFE FOUNDATION INCORPORATED	25-1113452
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	301 GRANT ST., ONE OXFORD CENTRE, STE. 3900	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PITTSBURGH, PA 15219	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SARAH SCAIFE FOUNDATION INC.

Telephone No. ► 412 392-2900

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	343,848.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	308,848.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	35,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)