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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **May 1**, 2009, and ending **Apr 30**, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Randolph J. and Estelle M. Dorn Foundation		A Employer identification number 23-7099592	
	Number and street (or P O box number if mail is not delivered to street address) 165 East Washington Row		Room/suite	B Telephone number (see the instructions) (419) 625-8324
	City or town Sandusky	State ZIP code OH 44870	C If exemption application is pending, check here ► <input type="checkbox"/>	
H	Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
I	Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 22,399,449.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

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 the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	586,217.	586,217.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-331,966.			
	b Gross sales price for all assets on line 6a 4,015,647.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	254,251.	586,217.			
13 Compensation of officers, directors, trustees, etc	5,700.			5,700.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
a Legal fees (attach schedule) L-16a Stmt	19,788.	0.		19,788.	
b Accounting fees (attach sch) L-16b Stmt	9,126.	454.		8,672.	
c Other prof fees (attach sch) L-16c Stmt	122,374.	52,365.		70,009.	
d Interest 2010 <input checked="" type="checkbox"/>					
e Taxes (attach schedule) X see line 18	10,000.	0.		0.	
f Depreciation (attach sch) and depletion					
g Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See attached schedule.					
24 Total operating and administrative expenses. Add lines 13 through 23	16,324.			16,324.	
25 Contributions, gifts, grants paid	183,312.	52,819.		120,493.	
26 Total expenses and disbursements. Add lines 24 and 25	991,751.			991,751.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)	-920,812.				
c Adjusted net income (if negative, enter -0-)		533,398.			

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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	19,825.	53,791.	53,791.	
	2 Savings and temporary cash investments	0.	0.	0.	
	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 the instructions)				
	7 Other notes and loans receivable (attach sch)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	0.	0.	0.	
	b Investments – corporate stock (attach schedule) L-10b Stmt	27,259,897.	26,305,114.	22,345,658.	
	c Investments – corporate bonds (attach schedule)	0.	0.	0.	
	11 Investments – land, buildings, and equipment basis			*	
Less accumulated depreciation (attach schedule)					
12 Investments – mortgage loans					
13 Investments – other (attach schedule)					
14 Land, buildings, and equipment. basis			*		
Less accumulated depreciation (attach schedule)					
15 Other assets (describe)					
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	27,279,722.	26,358,905.	22,399,449.		
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable	471,000.	246,500.		
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)	471,000.	246,500.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	26,808,722.	26,112,405.		
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see the instructions)	26,808,722.	26,112,405.		
31 Total liabilities and net assets/fund balances (see the instructions)	27,279,722.	26,358,905.			

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	26,808,722.
2 Enter amount from Part I, line 27a	2	-920,812.
3 Other increases not included in line 2 (itemize) ► <u>Decrease in grants payable</u>	3	224,500.
4 Add lines 1, 2, and 3	4	26,112,410.
5 Decreases not included in line 2 (itemize) ► <u>Adjustment for rounding</u>	5	5.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	26,112,405.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	456.514S SEI Large Cap Disciplined Equity	P	Various	05/06/09
b	325.581S Sii World Equity #280	P	Various	05/06/09
c	160.424S Sii Real Return Plus Fund	P	Various	05/06/09
d	157.661S SEI Core Fixed Income Fund #285	P	Various	05/06/09
e	See Columns (a) thru (d)			

(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 3,342.		6,015.	-2,673.
b 2,546.		4,627.	-2,081.
c 1,603.		1,774.	-171.
d 1,466.		1,581.	-115.
e See Columns (e) thru (h)		4,333,617.	-326,926.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-2,673.
b			-2,081.
c			-171.
d			-115.
e See Columns (i) thru (l)		0.	0.
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 -331,966.
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 the instructions) If (loss), enter -0- in Part I, line 8		3

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	722,080.	20,135,409.	0.035861
2007	1,490,009.	27,191,723.	0.054796
2006	1,448,142.	26,619,455.	0.054402
2005	1,317,092.	25,895,261.	0.050862
2004	1,312,374.	24,498,196.	0.053570

2 Total of line 1, column (d)	2 0.249491
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 0.049898
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 20,465,691.
5 Multiply line 4 by line 3	5 1,021,197.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 5,334.
7 Add lines 5 and 6	7 1,026,531.
8 Enter qualifying distributions from Part XII, line 4	8 1,112,244.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 5,334.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 5,334.
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 5,334.
6	Credits/Payments	
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 12,754.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 12,754.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 7,420.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 7,420. Refunded ► 11	11

Part VII-A | Statements Regarding Activities

1 a	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?	Yes X	No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes X	
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?	Yes X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes X	
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	Yes X	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes X	
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV		
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions)	OH - Ohio	
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	Yes 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	Yes X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes X	

Part VII-A | Statements Regarding Activities Continued

11		X
12		X
13	X	
Website address	► N/A	
14	Telephone no ► (419) 625-8324	
Located at ► 165 East Washington Row, Sandusky, OH ZIP + 4 ► 44870-2610		
15	► 15	► □

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here	► □	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	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 the instructions)		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2009 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 2009)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?		

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Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?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?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b *N/A*6b *X*7b *N/A***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
See attached schedule.				

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				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<u>Flynn, Py & Kruse, LPA</u> 165 East Washington Row, Sandusky,	Legal, administrative and accounting services and tax preparation	95,626.
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
Total number of others receiving over \$50,000 for professional services	►	None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	<u>N/A</u>	-----	0.
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	<u>None</u>	-----	0.
2	<u>None</u>	-----	0.

All other program-related investments. See instructions

3	<u>None</u>	-----	0.
Total. Add lines 1 through 3	►	None	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	20,761,315.
b Average of monthly cash balances	1b	16,036.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	20,777,351.
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	20,777,351.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	311,660.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,465,691.
6 Minimum investment return. Enter 5% of line 5	6	1,023,285.

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	1,023,285.
2a Tax on investment income for 2009 from Part VI, line 5	2a	5,334.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,334.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,017,951.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,017,951.
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	1,017,951.

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	1,112,244.
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	
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	1,112,244.
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	5,334.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,106,910.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,017,951.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			84,599.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 1,112,244.			84,599.	
a Applied to 2008, 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 2009 distributable amount				1,017,951.
e Remaining amount distributed out of corpus	9,694.			
5 Excess distributions carryover applied to 2009 (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	9,694.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	9,694.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	9,694.			

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

N/A

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:

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))

None

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

None

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
See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs

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

6. 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 attached schedule.	N/A	See Schedule	See schedule.	991,751.
Total			► 3a	991,751.
b Approved for future payment See attached schedule.	N/A	See Schedule	See schedule.	246,500.
Total			► 3b	246,500.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	586,217.	
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	-331,966.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				254,251.	
13 Total Add line 12, columns (b), (d), and (e)				13	254,251.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
Not applicable.	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10/6/10

► President/Trustee

Signature of officer or trustee Preparer's signature		Date	Preparer's Identifying number (See Signature in the instrs)	
 M. J. Stauffer		10/6/10	Check if self employed	P00017426
Paid Preparer's Use Only	Firm's name (or yours if self employed)  165 E. Washington Row		EIN	34-1114934
	Address and ZIP code Sandusky OH 44870		Phone no	(419) 625-8324

BAA

Form 990-PF (2009)

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
EIN: 23-7099592
2008 Form 990PF
Fiscal Year May 1, 2009 - April 30, 2010

SCHEDULES ATTACHED:

Part I, Line 16a - Legal expenses
Part I, Line 16b - Accounting fees
Part I, Line 16c - Other professional fees
Part I, Line 23 - Other expenses

Part II, Line 10 - (b) Investments - Securities

Part IV - Capital Gains and Losses

Part VII-A, Line 8b - Explanation

Part VIII, Line 1 Information about officers, directors, trustees, foundation managers, highly paid employees and contractors

Part XV - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

(a) Grants and contributions paid during the year

(b) Grants and contributions approved for future payment

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Flynn, Py & Kruse, LPA	Legal Services	14,295.			14,295.
Thompson Hine	Legal Services	5,493.			5,493.
Total		<u>19,788.</u>			<u>19,788.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Flynn, Py & Kruse	Accounting/Tax Prepara	9,126.	454.		8,672.
Total		<u>9,126.</u>	<u>454.</u>		<u>8,672.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEI	Management Fees	46,999.	46,999.		0.
SEI	Trust Services	3,170.	2,536.		634.
Flynn, Py & Kruse	Other-Adm. Services	72,205.	2,830.		69,375.
Total		<u>122,374.</u>	<u>52,365.</u>		<u>70,009.</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF
F/Y - 5/01/2009 - 04/30/2010

PART I, Line 23

<u>Other expenses:</u>	1. Ohio filing fee	\$ 200.00
	2. Bank wire transfer fees	105.00
	3. Citizens Banking Co. - check fees	75.24
	4. Secretarial/administrative expense	<u>15,943.88</u>
	Total other expenses	<u>\$16,324.12</u>

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION - #23-7099592
Fiscal Year - May 1, 2009 - April 30, 2010

PART II, Line 10b

Investments - Securities:

<u>Description</u>	<u>Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1. SEI Account:			
SEI Large Cap Disciplined Equity Fund (SCPAX) (CUSIP #783980824)	736,579.13	\$8,814,795.89	\$7,093,256.99
SEI Small/Mid Cap Equity Fund (SSMAX) (CUSIP #783980816)	197,474.92	2,382,489.06	2,249,239.29
SEI Core Fixed Income Fund #285 (SCOAX) (CUSIP #783980204)	180,134.84	1,805,300.62	1,864,395.57
SEI Institutional Investment Trust High Yield Bond Fund (SGYAX) (CUSIP #783980303)	172,947.83	1,573,220.72	1,575,554.72
Sit Emerging Markets Debt Fund (SEDAX) (CUSIP #783980758)	100,170.07	1,045,780.41	1,083,840.16
Sit Real Return Plus Fund Class A (RRPAX) (CUSIP #783980733)	58,538.76	646,363.27	611,144.66
Sit World Equity Ex-US Fund (WEUSX) (CUSIP #783980774)	440,115.88	5,949,476.96	4,409,961.13
SEI Offshore Opportunity Fund (CUSIP #999999OP24)	3,883.41	3,900,000.00	3,392,045.63
2. First Citizens Banc Corp Common stock			
Total Securities		<u>\$26,305,114.43</u>	<u>\$22,345,658.15</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF

PART VII-A - Statements Regarding Activities

Line 8b -

Pursuant to changes in the Administrative Rules and Regulations of the Ohio Charitable Trust Act, a copy of the Foundation's Form 990-PF is not being furnished to the Attorney General of the State of Ohio. Instead, as required by the Ohio Charitable Trust Act, the Foundation is filing a "Verification of Filing with the Internal Revenue Service" form with the Ohio Office of the Attorney General indicating the date the Foundation's Form 990-PF was filed with the Internal Revenue Service.

PART VIII, Line 1

Officers, directors, trustees, foundation managers and their compensation:

(A) <u>Name and Address</u>	(B) Title and Average hours per week <u>Devoted to Position</u>	(C) Contributions to employee <u>benefit plans</u>	(D) Expense acct. other <u>allowances</u>	(E) <u>Compensation</u>	
				President	Trustee
M. J. Stauffer 165 East Washington Row Sandusky, Ohio 44870	President Trustee Part time		None	None	None
David F. Reid 1021 Roy Drive Lakewood, OH 44107	Vice President Trustee Part time		None	None	2,850.00
Mary Jane Hill 165 East Washington Row Sandusky, Ohio 44870	Vice President/ Secretary/Trustee Part time		None	None	None
Bobbie J. Hummel 7309 West Mason Road Sandusky, Ohio 44870	Treasurer Trustee Part time		None	None	None
John O Bacon P. O. Box 574 Sandusky, Ohio 44871	Trustee		None	None	2,850.00

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 1):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
AARP Foundation c/o 2217 Meter Road Marblehead, Ohio 43440	Public Charity	For purchase of printer for Income Tax Assistance program	\$299.98
American Red Cross Firelands Chapter 300 Central Avenue Sandusky, Ohio 44870	Public Charity	Swimming Scholarships	2,000.00
Back to the Wild 4504 Bardshar Road P. O. Box 423 Castalia, Ohio 44824	Public Charity	Handicap accessible walkway	3,000.00
Bellevue Hospital Foundation 1400 W. Main Street Bellevue, Ohio 44811	Public Charity	For Women's Mammography Fund and general operating for Pre-Natal Clinic	5,000.00
Berlin-Milan Board of Education 140 S. Main Street Berlin Heights, Ohio 44814	Government Entity	Berlin-Milan Middle School Power of the Pen Program	2,750.00
Berlin-Milan Board of Education 140 S. Main Street Berlin Heights, Ohio 44814	Government Entity	Berlin-Milan Middle School Drama Club Program	1,178.38
Berlin Heights Community Center P. O. Box 66 Berlin Heights, Ohio 44814	Public Charity	Berlin Heights Unit of Boys and Girls Club	2,500.00
Black Swamp Conservancy Lake Erie Island Chapter P. O. Box 461 Put-in-Bay, Ohio 43456	Public Charity	Land Protection Fund Jane Coates Wildflower Trail Project	1,000.00
Boy Scouts of America Heart of Ohio Council P. O. Box 368 Ashland, Ohio 44805-0368	Public Charity	Scouting in Erie County (Scoutreach)	9,500.00
Boys and Girls Club of Sandusky 431 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	10,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 2):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Cancer Services of Erie County 505 East Perkins Avenue Sandusky, Ohio 44870	Public Charity	Travel Reimbursement Program	5,000.00
City of Sandusky 222 Meigs Street Sandusky, Ohio 44870	Government Entity	2009 Special Events	8,000.00
Cleveland Museum of Natural History 1 Wade Oval Drive University Circle Cleveland, Ohio 44106-1767	Public Charity	2-for-1 Challenge to Annual Fund Drive - to provide free services to community	5,000.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	Capital Campaign "Grow Erie Now"	30,000.00
Erie County Metropolitan Housing Authority 322 Warren Street Sandusky, Ohio 44870	Government Entity	Bayshore Towers Resident Services Program	5,000.00
Erie Metroparks 3109 Hull Road Huron, Ohio 44839	Government Entity	General Operating	3,000.00
Erie Shore Network Inc. 326 East Market Street Sandusky, Ohio 44870	Public Charity	EHOVE basic computer class for disabled members	3,500.00
Firelands Habitat for Humanity 365 Main Street, Suite A Huron, OH 44839	Public Charity	Building Expenses	5,000.00
Firelands Regional Medical Center 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	The Initiative for Firelands	50,000.00
Firelands Regional Medical Center 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	For fund raising event (Pointer Sisters)	5,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 3):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	Support for 2009-2010 Season	46,000.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	Spring 2010 Gala	3,000.00
First Presbyterian Church 265 Jackson Street Sandusky, Ohio 44870	Public Charity	Comfort pillows	500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	Ireland Cancer Center	2,500.00
The Gathering Place Miller Family Campus 2330 Commerce Park Beachwood, Ohio 44122	Public Charity	General Operating	10,000.00
Girl Scouts of Northeast Ohio One Girl Scout Way Macedonia, Ohio 44056	Public Charity	General Operating	5,000.00
Historic Lyme Village P. O. Box 342 Bellevue, Ohio 44811	Public Charity	Wright Mansion Restoration	5,000.00
Junior Achievement of Northwestern Ohio Erie County Division 4918 Milan Road Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
Kinship Incorporated 3920 Perkins Avenue Sandusky, Ohio 44870	Public Charity	Sponsor a Family for the Holidays Program	2,500.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	General Operating	7,000.00
LP's Southside Community Youth Center P. O. Box 1031 Sandusky, Ohio 44870	Public Charity	General Operating	2,500.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 4):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Maritime Museum of Sandusky 125 Meigs Street Sandusky, Ohio 44870	Public Charity	To construct replica of Interlake Sailboat	2,500.00
Maritime Museum of Sandusky 125 Meigs Street Sandusky, Ohio 44870	Public Charity	2010 Festival of Ships	5,000.00
Museum of Carousel Art and History 301 Jackson Street Sandusky, Ohio 44870	Public Charity	20 th Anniversary Exhibit "Wild"	10,000.00
Ohio Foundation of Independent Colleges 250 East Broad Street Columbus, Ohio 43215-3722	Public Charity	2009-2010 Campaign for Ohio Scholars Program	5,000.00
Ohio State University Extension 2900 South Columbus Avenue Sandusky, Ohio 44870	Government Entity	Erie County 4-H Program	2,655.00
Safe Harbor Domestic Violence Shelter P.O. Box 2616 Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	Purchase special handwriting program	1,000.00
Sts. Peter & Paul Catholic Church 510 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	6,000.00
Salvation Army P. O. Box 481 Sandusky, Ohio 44870	Public Charity	Capital Campaign	15,000.00
Sandusky Area Health Education Center 1912 Hayes Avenue Sandusky, Ohio 44870	Public Charity	Cash match in order to receive Federal AHEC grant funds	10,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 5):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	High School Boys' Basketball Program	3,150.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Annual Community Safety Celebration	1,000.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Replacement backboards for Sandusky High School tennis courts	2,978.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Jackson Learning Center playground equipment	5,000.00
Sandusky Central Catholic Schools 410 West Jefferson Street Sandusky, Ohio 44870	Public Charity	To provide handicapped access to gymnasium	10,000.00
Sandusky Concert Association P. O. Box 1537 Sandusky, Ohio 44870	Public Charity	Support for 2009/2010 Season	5,000.00
Sandusky Cultural Center 407 Decatur Street Sandusky, Ohio 44870	Government Entity	General Operating	5,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Replacement of Sandusky Greenhouse roof	15,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Erie County Foundations Council Collaborative/ Second Harvest initiative	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Education grants program	250,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	park bench for Sandusky Greenhouse	1,200.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 6):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Care & Share Remodeling Project	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	For partnering grants	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Masonry for Sandusky Greenhouse	14,640.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Administrative Reserve Fund	40,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Reading Garden	14,000.00
Sandusky Main Street Association P. O. Box 1208 Sandusky, Ohio 44870	Public Charity	For employment of Downtown Development Manager	52,500.00
Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870	Public Charity	For general operating expenses	150,000.00
Second Harvest Food Bank of North Central Ohio 7445 Deer Trail Lane Lorain, Ohio 44053	Public Charity	General Operating/ Harvest for Hunger Program to benefit Erie County residents	2,500.00
Serving our Seniors 620 East Water Street Sandusky, Ohio 44870	Public Charity	Website project	2,400.00
Stein Hospice Services 1200 Sycamore Line Sandusky, Ohio 44870	Public Charity	Erie County Charity Care Program	10,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 7):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
United Way of Erie County, Inc. 416 Columbus Avenue Sandusky, Ohio 44870	Public Charity	2010 Annual Campaign	10,000.00
Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	General Operating/ Youth Program	6,000.00
Volunteers of America 1843 Superior Street Sandusky, Ohio 44870	Public Charity	Christmas Food Basket Program	<u>3,500.00</u>
Total grants and contributions paid during the year			<u>\$991,751.36</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
 E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT (Page 1)

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The ARC of Erie County 4405 Galloway Road Sandusky, Ohio 44870	Public Charity	General Operating	\$5,000.00
Firelands Regional Medical Center 1101 Decatur Street Sandusky, Ohio 44870	Public Charity	The Initiative for Firelands	100,000.00
Firelands Symphony Orchestra P. O Box 2665 Sandusky, Ohio 44870	Public Charity	For 2010-2011 Season	46,000.00
The Gathering Place Miller Family Campus 23300 Commerce Park Beachwood, Ohio 44122	Public Charity	General Operating	12,500.00
LP's Southside Community Youth Center P. O. Box 1031 Sandusky, Ohio 44870	Public Charity	General Operating	2,500.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	Purchase special handwriting program	500.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Administrative Expense Fund	30,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Partnering Grants	50,000.00
Total grants and contributions approved for future payment			<u>\$246,500.00</u>

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name M. J. Stauffer
Address 165 East Washington Row
City, St, Zip, Phone Sandusky OH 44870 (419) 625-8324

The form in which applications should be submitted and information and materials they should include.
No specific form is prescribed.

Any submission deadlines.

None

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

Generally, only organizations treated as public charities operating in Erie County, Ohio.

Name _____

Address _____

City, St, Zip, Phone _____

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

Any submission deadlines:

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

No grants are made to individuals.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
102.412S SEI Small/Mid Cap Equity #296	P	Various	05/06/09
118.714S Siit High Yield Bond #284	P	Various	05/06/09
89.136S Siit Emerging Markets Debt Fund #270	P	Various	05/06/09
4935.294S Siit Emerging Markets Debt Fund #270	P	Various	06/09/09
6388.889S Siit High Yield Bond #284	P	Various	06/09/09
22,715.555S SEI Core Fixed Income Fund #285	P	Various	06/09/09
14,488.507S Siit Real Return Plus Fund	P	Various	06/09/09
437.953S SEI Large Cap Disciplined Equity 295	P	Various	08/06/09
291.468S Siit World Equity Ex-US Fund #280	P	Various	08/06/09
166.575S Siit Real Return Plus Fund	P	Various	08/06/09
158.519S SEI Core Fixed Income Fund #285	P	Various	08/06/09
97.713S SEI Small/Mid Cap Equity Fund 296	P	Various	08/06/09
107.708S Siit High Yield Bond #284	P	Various	08/06/09
85.575S Siit Emerging Markets Debt Fund #270	P	Various	08/06/09
3652.174S SEI Large Cap Disciplined Equity 295	P	Various	09/01/09
2445.416S Siit World Equity Ex-US Fund #280	P	Various	09/01/09
1382.353S Siit Real Return Plus Fund	P	Various	09/01/09
1306.991S SEI Core Fixed Income Fund #285	P	Various	09/01/09
900.383S Siit High Yield Bond #284	P	Various	09/01/09
707.83S Siit Emerging Markets Debt Fund #270	P	Various	09/01/09
813.288S SEI Small/Mid Cap Equity Fund 296	P	Various	09/01/09
2569.93S SEI Large Cap Disciplined Equity 295	P	Various	09/17/09
1693.548S Siit World Equity Ex-Us #280	P	Various	09/17/09
1026.699S Siit Real Return Plus Fund	P	Various	09/17/09
974.32S SEI Core Fixed Income Fund #285	P	Various	09/17/09
552.959S SEI Small/Mid Cap Equity Fund 296	P	Various	09/17/09
651.973S Siit High Yield Bond #284	P	Various	09/17/09
505.014S Siit Emerging Markets Debt Fund #270	P	Various	09/17/09
443.996S SEI Large Cap Disciplined Equity 295	P	Various	10/27/09
292.792S Siit World Equity Ex-US #280	P	Various	10/27/09
174.927S Siit Real Return Plus Fund	P	Various	10/27/09
165.932S SEI Core Fixed Income Fund #285	P	Various	10/27/09
98.06S SEI Small/Mid Cap Equity Fund 296	P	Various	10/27/09
108.496S Siit High Yield Bond #284	P	Various	10/27/09
86.88S Siit Emerging Markets Debt Fund #270	P	Various	10/27/09
164,103.241S Siit Real Return Plus Fund	P	Various	10/30/09
48,828.623S Siit Emerging Markets Debt Fund #270	P	Various	10/30/09
42.025.325S SEI Core Fixed Income Fund #285	P	Various	10/30/09
12,815.893S Siit High Yield bond #284	P	Various	10/30/09
4075.978S SEI Large Cap Disciplined Equity 295	P	Various	12/01/09
2428.712S Siit World Equity Ex-US	P	Various	12/01/09
1112.395S SEI Small/Mid Cap Equity Fund 296	P	Various	12/01/09
1045.42S SEI Core Fixed Income Fund #285	P	Various	12/01/09
969.376S Siit High Yield Bond #284	P	Various	12/01/09
557.346S Siit Emerging Markets Debt Fund #270	P	Various	12/01/09
332.705S Siit Real Return Plus Fund	P	Various	12/01/09
4066.89S SEI Large Cap Disciplined Equity 295	P	Various	12/15/09
2467.532S Siit World Equity Ex-US Fund #280	P	Various	12/15/09
1080.613S SEI Small/Mid Cap Equity Fund 296	P	Various	12/15/09
1051.639S SEI Core Fixed Income Fund #285	P	Various	12/15/09
959.207S Siit High Yield Bond #284	P	Various	12/15/09
552.112S Siit Emerging Markets Debt Fund #270	P	Various	12/15/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
334.597S Siit Real Return Plus Fund	P	Various	12/15/09
572.832S SEI Large Cap Disciplined Equity Fund	P	Various	02/02/10
355.433S SEI World Equity Ex-US	P	Various	02/02/10
148.259S SEI Small/Mid Cap Equity Fund	P	Various	02/02/10
144.629S SEI Core Fixed Income Fund	P	Various	02/02/10
130.259S SEI High Yield Bond Fund	P	Various	02/02/10
79.065S SEI Emerging Markets Debt Fund	P	Various	02/02/10
47.194S SEI Real Return Plus Fund	P	Various	02/02/10
2098.964S SEI Large Cap Disciplined Equity	P	Various	02/12/10
1325.107S SEI World Equity Ex-US Fund	P	Various	02/12/10
537.018S SEI Small/Mid Cap Equity Fund	P	Various	02/12/10
520.138S SEI Core Fixed Income Fund	P	Various	02/12/10
476.273S SEI High Yield bond Fund	P	Various	02/12/10
284.608S SEI Emerging Markets Debt Fund	P	Various	02/12/10
169.549S SEI Real Return Plus Fund	P	Various	02/12/10
10,215.887S SEI Large Cap Disciplined Equity Fund	P	Various	04/22/10
6678.957S SEI World Equity Ex-US Fund	P	Various	04/22/10
2504.084S SEI Small/Mid Cap Equity Fund	P	Various	04/22/10
2827.428S SEI Core Fixed Income Fund	P	Various	04/22/10
2495.314S SEI High Yield Bond Fund	P	Various	04/22/10
1491.697S SEI Emerging Markets Debt Fund	P	Various	04/22/10
935.212S SEI Real Return Plus Fund	P	Various	04/22/10
SEI Daily Income Prime Obligation Fund	P	Various	Various
Bear Stearnes Fair Fund - Settlement	P	Various	05/15/09
Freddie Mac Securities Litigation Settlement	P	Various	07/31/09
BellSouth - Securities Litigation Settlement	P	Various	09/24/09
El Paso Corporation - Securities Litigation Settlement	P	Various	09/24/09
American Intl. Group - Securities Litigation Settlement	P	Various	09/24/09
Fredie Mac Com - Securities Litigation Settlement	P	Various	09/24/09
Worldcom Inc. - Securities Litigation Settlement	P	Various	09/24/09
Worldcom Inc. - Securities Litigation Settlement	P	Various	09/24/09
Tyco Intl. Ltd. - Securities Litigation Settlement	P	Various	09/24/09
Notorola, Inc. - Securities Litigation Settlement	P	Various	09/24/09
Bristol-Myers Squibb - Securities Litigation Settlement	P	Various	09/24/09
Freddie Mac - Securities Litigation Settlement	P	Various	09/24/09
AOL Time Warner - Securities Litigation Settlement	P	Various	12/29/09
Worldcom - Class Action Settlement	P	Various	04/12/10

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (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)
807.		1,439.	-632.
801.		1,089.	-288.
801.		933.	-132.
46,392.		51,658.	-5,266.
46,000.		58,552.	-12,552.
211,709.		227,690.	-15,981.
145,899.		160,254.	-14,355.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (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)
3,508.		5,767.	-2,259.
2,673.		4,142.	-1,469.
1,682.		1,842.	-160.
1,539.		1,588.	-49.
847.		1,369.	-522.
841.		984.	-143.
841.		893.	-52.
29,400.		48,090.	-18,690.
22,400.		34,753.	-12,353.
14,100.		15,290.	-1,190.
12,900.		13,095.	-195.
7,050.		8,218.	-1,168.
7,050.		7,390.	-340.
7,100.		11,393.	-4,293.
22,050.		33,839.	-11,789.
16,800.		24,068.	-7,268.
10,575.		11,356.	-781.
9,675.		9,762.	-87.
5,325.		7,746.	-2,421.
5,288.		5,950.	-662.
5,288.		5,273.	15.
3,801.		5,838.	-2,037.
2,896.		4,161.	-1,265.
1,823.		1,935.	-112.
1,668.		1,662.	6.
917.		1,373.	-456.
911.		989.	-78.
911.		907.	4.
1,714,879.		1,815,109.	-100,230.
511,236.		509,835.	1,401.
424,036.		421,041.	2,995.
107,397.		116,873.	-9,476.
36,480.		48,903.	-12,423.
24,700.		33,026.	-8,326.
10,590.		13,425.	-2,835.
10,590.		10,475.	115.
8,230.		8,829.	-599.
5,880.		5,819.	61.
3,530.		3,680.	-150.
36,480.		48,794.	-12,314.
24,700.		33,554.	-8,854.
10,590.		13,041.	-2,451.
10,590.		10,537.	53.
8,230.		8,735.	-505.
5,880.		5,765.	115.
3,530.		3,701.	-171.
5,087.		6,855.	-1,768.
3,444.		4,805.	-1,361.
1,477.		1,789.	-312.
1,477.		1,449.	28.
1,148.		1,185.	-37.
820.		825.	-5.
492.		521.	-29.
18,240.		25,119.	-6,879.

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

Continued

(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)
12,350.		17,913.	-5,563.
5,295.		6,481.	-1,186.
5,295.		5,212.	83.
4,115.		4,334.	-219.
2,940.		2,970.	-30.
1,765.		1,873.	-108.
100,320.		122,256.	-21,936.
67,925.		90,286.	-22,361.
29,123.		30,211.	-1,088.
29,123.		28,336.	787.
22,633.		22,699.	-66.
16,170.		15,573.	597.
9,708.		10,326.	-618.
50,169.		50,169.	0.
1,305.		0.	1,305.
96.		0.	96.
104.		0.	104.
817.		0.	817.
796.		0.	796.
745.		0.	745.
371.		0.	371.
750.		0.	750.
19.		0.	19.
2,152.		0.	2,152.
111.		0.	111.
96.		0.	96.
116.		0.	116.
281.		0.	281.
Total		4,333,617.	-326,926.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-632.
			-288.
			-132.
			-5,266.
			-12,552.
			-15,981.
			-14,355.
			-2,259.
			-1,469.
			-160.
			-49.
			-522.
			-143.

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

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-52.
			-18,690.
			-12,353.
			-1,190.
			-195.
			-1,168.
			-340.
			-4,293.
			-11,789.
			-7,268.
			-781.
			-87.
			-2,421.
			-662.
0.	0.	0.	15.
			-2,037.
			-1,265.
			-112.
0.	0.	0.	6.
			-456.
			-78.
0.	0.	0.	4.
			-100,230.
0.	0.	0.	1,401.
0.	0.	0.	2,995.
			-9,476.
			-12,423.
			-8,326.
			-2,835.
0.	0.	0.	115.
			-599.
0.	0.	0.	61.
			-150.
			-12,314.
			-8,854.
			-2,451.
0.	0.	0.	53.
			-505.
0.	0.	0.	115.
			-171.
			-1,768.
			-1,361.
			-312.
0.	0.	0.	28.
			-37.
			-5.
			-29.
			-6,879.
			-5,563.
			-1,186.
0.	0.	0.	83.

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

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-219.
			-30.
			-108.
			-21,936.
			-22,361.
			-1,088.
0.	0.	0.	787.
0.	0.	0.	-66.
			597.
			-618.
0.	0.	0.	0.
0.	0.	0.	1,305.
0.	0.	0.	96.
0.	0.	0.	104.
0.	0.	0.	817.
0.	0.	0.	796.
0.	0.	0.	745.
0.	0.	0.	371.
0.	0.	0.	750.
0.	0.	0.	19.
0.	0.	0.	2,152.
0.	0.	0.	111.
0.	0.	0.	96.
0.	0.	0.	116.
0.	0.	0.	281.
Total	0.	0.	<u>-326,926.</u>

Application for Extension of Time To File an
Exempt Organization Return

► 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 ►
- 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**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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization Randolph J. and Estelle M. Dorn Foundation	Employer identification number 23-7099592
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 165 East Washington Row	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Sandusky	OH 44870
Check type of return to be filed (file a separate application for each return)		
<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input checked="" type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► M. J. Stauffer -----

Telephone No. ► (419) 625-8324 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Dec 15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- calendar year 20 or
- tax year beginning May 1, 20 09, and ending Apr 30, 20 10

2 If this tax year 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 \$ 5,334.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 12,754.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)