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

2010

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 2010, or tax year beginning **May 1**, 2010, and ending **Apr 30**, 2011

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

Name of foundation

Randolph J. and Estelle M. Dorn Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite

165 East Washington Row

State ZIP code

Sandusky**OH 44870**

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, column (c), line 16) **J** Accounting method: Cash Accrual
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 24,357,295.**A** Employer identification number**23-7099592****B** Telephone number (see the instructions)**(419) 625-8324****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 ► **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)
REVENUE	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	507,688.	507,688.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-453,300.			
	b Gross sales price for all assets on line 6a	4,295,280.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain		/		
	9 Income modifications				
ADMINISTRATIVE EXPENSES	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	54,388.	507,688.		
	13 Compensation of officers, directors, trustees, etc	6,000.		6,000.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	- 5,931.	83.	5,848.	
	b Accounting fees (attach sch) L-16b Stmt	5,038.	113.	4,925.	
OPERATING AND EXPENSES	c Other prof fees (attach sch) L-16c Stmt	143,701.	63,013.	80,688.	
	17 Interest				
	18 Taxes (attach schedule) (see instr) Estimated excise	3,700.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See attached schedule.	12,641.		12,641.	
	24 Total operating and administrative expenses. Add lines 13 through 23	177,011.	63,209.	110,102.	
	25 Contributions, gifts, grants paid	1,022,427.		1,022,427.	
26 Total expenses and disbursements. Add lines 24 and 25	26 Total expenses and disbursements. Add lines 24 and 25	1,199,438.	63,209.	1,132,529.	
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,145,050.			
	b Net investment income (if negative, enter -0-)		444,479.		
	c Adjusted net income (if negative, enter -0-)				

2

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	1 Cash – non-interest-bearing	53,791.	51,869.	51,869.
	2	2 Savings and temporary cash investments	0.	0.	0.
	3	3 Accounts receivable			
		Less: allowance for doubtful accounts			
	4	4 Pledges receivable			
		Less: allowance for doubtful accounts			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	7 Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule) L-10b Stmt	26,305,114.	25,161,980.	24,305,426.
	c	c Investments – corporate bonds (attach schedule)			
	11	11 Investments – land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)				
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule)				
14	14 Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	15 Other assets (describe ▶)				
16	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item l)	26,358,905.	25,213,849.	24,357,295.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable	246,500.	138,800.	
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ▶)			
	23	23 Total liabilities (add lines 17 through 22)	246,500.	138,800.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
NET FUND ASSETS/RESOURCES	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	27 Capital stock, trust principal, or current funds	26,112,405.	25,075,049.	
	28	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see the instructions)	26,112,405.	25,075,049.	
	31	31 Total liabilities and net assets/fund balances (see the instructions)	26,358,905.	25,213,849.	

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	26,112,405.
2	Enter amount from Part I, line 27a	2	-1,145,050.
3	Other increases not included in line 2 (itemize) ▶ <u>Decrease in grants payable</u>	3	107,700.
4	Add lines 1, 2, and 3	4	25,075,055.
5	Decreases not included in line 2 (itemize) ▶ <u>Adjustment for rounding</u>	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	25,075,049.

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 564.004 SEI Large Cap Discpl Equity Fund		P	Various	05/04/10
b 374.03 SEI World Equity		P	Various	05/04/10
c 138.819 SEI Small/Mid Cap Equity Fund		P	Various	05/04/10
d 150.466 SEI Core Fixed Income Fund		P	Various	05/04/10
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 5,375.			6,750.	-1,375.
b 3,640.			5,056.	-1,416.
c 1,560.			1,675.	-115.
d 1,560.			1,508.	52.
e See Columns (e) thru (h)			4,733,599.	-450,446.
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				-1,375.
b				-1,416.
c				-115.
d 0.		0.	0.	52.
e See Columns (i) thru (l)		0.	0.	-450,446.
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 -453,300.
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))
2009	1,106,910.	20,465,691.	0.054086
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

2 Total of line 1, column (d)	2 0.250007
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 0.050001
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 22,220,833.
5 Multiply line 4 by line 3	5 1,111,064.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 4,445.
7 Add lines 5 and 6	7 1,115,509.
8 Enter qualifying distributions from Part XII, line 4	8 1,132,529.

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 4,445.
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-)	
3	Add lines 1 and 2	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3 4,445.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4 0.
6	Credits/Payments:	5 4,445.
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 11,120.
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 11,120.
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 6,675.
11	Enter the amount of line 10 to be. Credited to 2011 estimated tax ► 6,675. Refunded ► 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	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	Yes	No
1c		X
1d		
1e		

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	No
2		X
3		
4a		

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

	Yes	No
4b	N/A	
5		X
6		

(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	No
2		X
3		
4a		

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	No
4b	N/A	
5		X
6		

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	Yes	No
7		X
8a		
8b		X

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	Yes	No
9		X
10		
10		X

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

	Yes	No
8b		X
9		
10		

• 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

8a 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

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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	
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 ►		

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.

1a	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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)?	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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)	2b	N/A
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"/>	<input checked="" type="checkbox"/>
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
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 2010?	4b	X

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes No Yes No Yes No 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 ► Yes No**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? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

 Yes No**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?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	95,672.
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
Total number of others receiving over \$50,000 for professional services	►	One

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>	-----
2	-----	0.
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>	-----
2	<u>None</u>	0.
3	<u>None</u>	-----
Total. Add lines 1 through 3	►	None

BAA

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	22,515,886.
b Average of monthly cash balances	1b	43,335.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	22,559,221.
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	22,559,221.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	338,388.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,220,833.
6 Minimum investment return. Enter 5% of line 5	6	1,111,042.

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	1,111,042.
2a Tax on investment income for 2010 from Part VI, line 5	2a	4,445.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,445.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,106,597.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,106,597.
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	1,106,597.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,132,529.
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	1,132,529.
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	4,445.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,128,084.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,106,597.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only ..			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	9,694.			
f Total of lines 3a through e	9,694.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,132,529.			0.	
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.	
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2010 distributable amount				1,106,597.
e Remaining amount distributed out of corpus	25,932.			
5 Excess distributions carryover applied to 2010 (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:	35,626.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	35,626.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	9,694.			
e Excess from 2010	25,932.			

BAA

Form 990-PF (2010)

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

M. J. Stauffer

165 East Washington Row

Sandusky

OH 44870

(419) 625-8324

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

No specific form is prescribed.

c Any submission deadlines:

No.

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

Generally, grants are made to organizations treated as public charities operating in Erie County, Ohio. No grants are made to individuals.

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)				
<i>a Paid during the year</i> See attached schedule.	N/A	See Schedule	See schedule.	1,022,427.
Total			► 3a	1,022,427.
<i>b Approved for future payment</i> See attached schedule.	N/A	See Schedule	See schedule.	138,800.
Total			► 3b	138,800.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	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	507,688.	
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	-453,300.	
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)				54,388.	
13 Total. Add line 12, columns (b), (d), and (e)					13 54,388.

Part XVI(B) Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI 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
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c	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

Sign Here ►  17/22/11 ► **President/Trustee**
Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self-employed	PTIN
	<u>M. J. Stauffer</u>	<u>M. J. Stauffer</u>	<u>7/8/11</u>		<u>P00017426</u>
	Firm's name ►	<u>Flynn, Py, & Kruse Co., LPA</u>		Firm's EIN ►	<u>34-1114934</u>
Firm's address ►	<u>165 E. Washington Row</u>		Phone no	<u>(419) 625-8324</u>	
	<u>Sandusky</u>	OH 44870			

BAA

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)
133.254 SEI High Yield Bond Fund	P	Various	05/04/10
80.367 SEI Emerging Markets Debt Fund	P	Various	05/04/10
49.82 SEI Real Return Plus Fund	P	Various	05/04/10
2033.445 SEI Large Cap Discpl Equity Fund	P	Various	05/27/10
1357.144 SEI World Equity	P	Various	05/27/10
496.718 SEI Small/Mid Cap Equity Fund	P	Various	05/27/10
512.585 SEI Core Fixed Income Fund	P	Various	05/27/10
471.363 SEI High Yield Bond Fund	P	Various	05/27/10
280 SEI Emerging Markets Debt Fund	P	Various	05/27/10
169.875 SEI Real Return Plus Fund	P	Various	05/27/10
21,245.453 SEI Small/Mid Cap Equity Fund	P	Various	05/28/10
14,254.357 SEI Large Cap Discpl Equity Fund	P	Various	05/28/10
3772.483 SEI High Yield Bond Fund	P	Various	05/28/10
1094.838 SEI Large Cap Discpl Equity Fund	P	Various	07/06/10
680.066 SEI World Equity	P	Various	07/06/10
278.099 SEI Small/Mid Cap Equity Fund	P	Various	07/06/10
252.143 SEI Core Fixed Income Fund	P	Various	07/06/10
234.874 SEI High Yield Bond Fund	P	Various	07/06/10
138.549 SEI Emerging Markets Debt Fund	P	Various	07/06/10
84.937 SEI Real Return Plus Fund	P	Various	07/06/10
9039.648 SEI Large Cap Discpl Equity Fund	P	Various	08/10/10
5636.411 SEI World Equity	P	Various	08/10/10
2282.328 SEI Smal/Mid Cap Equity Fund	P	Various	08/10/10
2239.427 SEI Core Fixed Income Fund	P	Various	08/10/10
2052.938 SEI High Yield Bond Fund	P	Various	08/10/10
1183.363 SEI Emerging Markets Debt Fund	P	Various	08/10/10
755.709 SEI Real Return Plus Fund	P	Various	08/10/10
609.861 SEI Large Cap Discpl Equity Fund	P	Various	08/12/10
379.634 SEI World Equity	P	Various	08/12/10
155.131 SEI Small/Mid Cap Equity Fund	P	Various	08/12/10
146.091 SEI Core Fixed Income Fund	P	Various	08/12/10
134.823 SEI High Yield Bond Fund	P	Various	08/12/10
77.267 SEI Emerging Markets Debt Fund	P	Various	08/12/10
49.489 SEI Real Return Plus Fund	P	Various	08/12/10
3,780.311 SEI Large Cap Discpl Equity Fund	P	Various	11/02/10
2272.309 SEI World Equity	P	Various	11/02/10
925.699 SEI Small/Mid Cap Equity Fund	P	Various	11/02/10
979.648 SEI Core Fixed Income Fund	P	Various	11/02/10
881.156 SEI High Yield Bond Fund	P	Various	11/02/10
506.024 SEI Emerging Markets Debt Fund	P	Various	11/02/10
332.079 SEI Siti Real Return A	P	Various	11/02/10
532.922 SEI Large Cap Discpl Equity Fund	P	Various	11/09/10
318.611 SEI World Equity	P	Various	11/09/10
130.495 SEI Small/Mid Cap Equity Fund	P	Various	11/09/10
140.916 SEI Core Fixed Income Fund	P	Various	11/09/10
125.472 SEI High Yield Bond Fund	P	Various	11/09/10
72.332 SEI Emerging Markets Debt Fund	P	Various	11/09/10
47.545 SEI Siti Real Return A	P	Various	11/09/10
90.253 Global Managed Vol Fund	P	Various	11/30/10
31,539.662 SEI Large Cap Discpl Equity Fund	P	Various	11/30/10
29,925.591 SEI Small/Mid Cap Equity	P	Various	11/30/10
86,296.999 SEI World Equity	P	Various	11/30/10

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

Continued

(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)
9,258.684 SEI High Yield Bond Fund	P	Various	11/30/10
3369.906 SEI Large Cap Discpl Equity Fund	P	Various	11/30/10
1937.799 SEI World Equity	P	Various	11/30/10
708.155 SEI Small/Mid Cap Equity Fund	P	Various	11/30/10
816.104 SEI High Yield Bond Fund	P	Various	11/30/10
532.86 SEI Emerging Markets Debt Fund	P	Various	11/30/10
20,578.338 SEI Large Cap Discpl Equity Fund	P	Various	12/14/10
18,206 Global Managed Vol Fund	P	Various	12/14/10
3055.254 SEI Large Cap Discpl Equity Fund	P	Various	12/28/10
1876.903 SEI World Equity	P	Various	12/28/10
712.439 SEI Small/Mid Cap Equity Fund	P	Various	12/28/10
800.343 SEI High Yield Bond Fund	P	Various	12/28/10
527.217 SEI Emerging Markets Debt Fund	P	Various	12/28/10
3429.219 SEI Large Cap Discpl Equity Fund	P	Various	12/31/10
1441.184 SEI Small/Mid Cap Equity Fund	P	Various	12/31/10
28,241.876 SEI Emerging Markets Debt Fund	P	Various	01/11/11
1761.416 SEI High Yield Bond Fund	P	Various	01/11/11
77.528 SEI Small/Mid Cap Equity Fund	P	Various	01/11/11
3427.359 SEI World Equity	P	Various	01/31/11
1870.159 SEI Large Cap Discpl Equity Fund	P	Various	01/31/11
4473.198 SEI Large Cap Discpl Equity Fund	P	Various	02/17/11
2697.023 SEI World Equity	P	Various	02/17/11
988.024 SEI Small/Mid Cap Equity Fund	P	Various	02/17/11
1153.04 SEI High Yield Bond Fund	P	Various	02/17/11
589.286 SEI Emerging Markets Debt Fund	P	Various	02/17/11
3495.036 SEI Large Cap Discpl Equity Fund	P	Various	02/28/11
1949.67 SEI High Yield Bond Fund	P	Various	02/28/11
281.934 SEI Small/Mid Cap Equity Fund	P	Various	02/28/11
624.906 SEI Large Cap Discpl Equity Fund	P	Various	03/03/11
372.358 SEI World Equity	P	Various	03/03/11
138.562 SEI Small/Mid Cap Equity Fund	P	Various	03/03/11
159.554 SEI High Yield Bond Fund	P	Various	03/03/11
81.135 SEI Emerging Markets Debt Fund	P	Various	03/03/11
2473.193 SEI Small/Mid Cap Equity Fund	P	Various	03/31/11
550.976 SEI Emerging Markets Debt Fund	P	Various	03/31/11
7271.01 SEI Large Cap Discpl Equity Fund	P	Various	04/19/11
4268.293 SEI World Equity	P	Various	04/19/11
1592.115 SEI Small/Mid Cap Equity Fund	P	Various	04/19/11
1830.544 SEI High Yield Bond Fund	P	Various	04/19/11
923.483 SEI Emerging Markets Debt Fund	P	Various	04/19/11
12,290.503 SEI Large Cap Discpl Equity Fund	P	Various	04/20/11
7161.125 SEI World Equity	P	Various	04/20/11
2682.564 SEI Small/Mid Cap Equity Fund	P	Various	04/20/11
3131.524 SEI High Yield Bond Fund	P	Various	04/20/11
1580.333 SEI Emerging Markets Debt Fund	P	Various	04/20/11
Prime Obligation Fund	P	Various	Various
SEI Core Fixed Income Fund-LTCG	P	Various	Various
SEI Core Fixed Income Fund-STCG	P	Various	Various
SEI Sii Real Return A - LTCG	P	Various	Various
SEI Sii Real Return A - STCG	P	Various	Various
SEI Dynamic Asset Allocation Fund - LTCG	P	Various	Various
SEI Dynamic Asset Allocation Fund - STCG	P	Various	Various

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)
SEI High Yield Bond Fund - STCG	P	Various	Various
AOL Time Warner Litigation Settlement	P	Various	06/04/10
AOL Time Warner Litigation Settlement	P	Various	06/04/10
MCI Worldcom, Inc. Litigation Settlement	P	Various	06/04/10
Worldcom Group Litigation Settlement	P	Various	06/04/10
Worldcom Group Litigation Settlement	P	Various	06/04/10
Prudential Equity Group Litigation Settlement	P	Various	08/06/10
Health South Corp Litigation Settlement	P	Various	08/30/10
Conagra Foods Litigation Settlement	P	Various	10/15/10
American International Group Litigation Settlement	P	Various	10/20/10
El Paso Corp Litigation Settlement	P	Various	12/31/10

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)
1,213.		1,212.	1.
866.		839.	27.
520.		550.	-30.
18,240.		24,335.	-6,095.
12,350.		18,346.	-5,996.
5,295.		5,993.	-698.
5,295.		5,138.	157.
4,115.		4,288.	-173.
2,940.		2,923.	17.
1,765.		1,876.	-111.
223,715.		256,321.	-32,606.
126,294.		170,585.	-44,291.
32,972.		34,317.	-1,345.
9,120.		13,102.	-3,982.
6,175.		8,925.	-2,750.
2,648.		3,355.	-707.
2,648.		2,528.	120.
2,058.		2,135.	-77.
1,470.		1,446.	24.
883.		938.	-55.
82,080.		108,088.	-26,008.
55,575.		73,969.	-18,394.
23,828.		27,527.	-3,699.
23,828.		22,456.	1,372.
18,518.		18,662.	-144.
13,230.		12,359.	871.
7,943.		8,341.	-398.
5,355.		7,292.	-1,937.
3,626.		4,982.	-1,356.
1,554.		1,871.	-317.
1,554.		1,465.	89.
1,208.		1,226.	-18.
863.		807.	56.

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)
518.		546.	-28.
36,480.		45,163.	-8,683.
24,700.		29,820.	-5,120.
10,590.		11,163.	-573.
10,590.		9,830.	760.
8,230.		8,011.	219.
5,880.		5,287.	593.
3,530.		3,665.	-135.
5,228.		6,367.	-1,139.
3,540.		4,181.	-641.
1,518.		1,574.	-56.
1,518.		1,414.	104.
1,179.		1,141.	38.
843.		756.	87.
506.		525.	-19.
750.		750.	0.
301,835.		376,799.	-74,964.
348,633.		360,865.	-12,232.
901,804.		1,132,507.	-230,703.
85,087.		84,191.	896.
32,250.		40,260.	-8,010.
20,250.		25,430.	-5,180.
8,250.		8,539.	-289.
7,500.		7,421.	79.
6,000.		5,594.	406.
207,224.		245,846.	-38,622.
154,933.		151,292.	3,641.
31,194.		36,501.	-5,307.
20,796.		24,506.	-3,710.
8,913.		8,602.	311.
7,427.		7,280.	147.
5,942.		5,550.	392.
34,601.		40,894.	-6,293.
17,972.		17,401.	571.
318,568.		297,754.	20,814.
16,522.		16,028.	494.
982.		936.	46.
38,009.		44,525.	-6,516.
19,375.		22,171.	-2,796.
48,400.		53,029.	-4,629.
30,800.		35,037.	-4,237.
13,200.		11,934.	1,266.
11,000.		10,500.	500.
6,600.		6,221.	379.
37,397.		41,433.	-4,036.
18,619.		17,754.	865.
3,699.		3,405.	294.
6,711.		7,408.	-697.
4,271.		4,831.	-560.
1,830.		1,674.	156.
1,525.		1,453.	72.
915.		857.	58.
33,166.		29,878.	3,288.
6,215.		5,825.	390.

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)
77,000.		86,164.	-9,164.
49,000.		55,345.	-6,345.
21,000.		19,234.	1,766.
17,500.		16,686.	814.
10,500.		9,764.	736.
132,000.		145,646.	-13,646.
84,000.		92,854.	-8,854.
36,000.		32,407.	3,593.
30,000.		28,544.	1,456.
18,000.		16,709.	1,291.
59,725.		59,725.	0.
8,140.		0.	8,140.
66,183.		0.	66,183.
2,730.		0.	2,730.
10,459.		0.	10,459.
14,414.		0.	14,414.
8,446.		0.	8,446.
777.		0.	777.
116.		0.	116.
185.		0.	185.
592.		0.	592.
284.		0.	284.
132.		0.	132.
1,007.		0.	1,007.
675.		0.	675.
297.		0.	297.
136.		0.	136.
96.		0.	96.
Total		4,733,599.	-450,446.

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))
0.	0.	0.	1.
0.	0.	0.	27.
			-30.
			-6,095.
			-5,996.
			-698.
0.	0.	0.	157.
			-173.
0.	0.	0.	17.
			-111.
			-32,606.
			-44,291.
			-1,345.

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))
0.	0.	0.	-3,982.
			-2,750.
			-707.
			120.
			-77.
			24.
			-55.
			-26,008.
			-18,394.
			-3,699.
			1,372.
			-144.
			871.
			-398.
			-1,937.
			-1,356.
			-317.
			89.
			-18.
			56.
			-28.
			-8,683.
			-5,120.
			-573.
			760.
			219.
			593.
			-135.
			-1,139.
			-641.
			-56.
			104.
			38.
			87.
			-19.
			0.
			-74,964.
			-12,232.
			-230,703.
			896.
			-8,010.
			-5,180.
			-289.
			79.
			406.
			-38,622.
			3,641.
			-5,307.
			-3,710.
			311.
			147.

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

Continued

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))
0.	0.	0.	392.
0.	0.	0.	-6,293.
0.	0.	0.	571.
0.	0.	0.	20,814.
0.	0.	0.	494.
0.	0.	0.	46.
			-6,516.
			-2,796.
			-4,629.
			-4,237.
0.	0.	0.	1,266.
0.	0.	0.	500.
0.	0.	0.	379.
			-4,036.
0.	0.	0.	865.
0.	0.	0.	294.
			-697.
			-560.
0.	0.	0.	156.
0.	0.	0.	72.
0.	0.	0.	58.
0.	0.	0.	3,288.
0.	0.	0.	390.
			-9,164.
			-6,345.
0.	0.	0.	1,766.
0.	0.	0.	814.
0.	0.	0.	736.
			-13,646.
			-8,854.
0.	0.	0.	3,593.
0.	0.	0.	1,456.
0.	0.	0.	1,291.
			0.
0.	0.	0.	8,140.
0.	0.	0.	66,183.
0.	0.	0.	2,730.
0.	0.	0.	10,459.
0.	0.	0.	14,414.
0.	0.	0.	8,446.
0.	0.	0.	777.
0.	0.	0.	116.
0.	0.	0.	185.
0.	0.	0.	592.
0.	0.	0.	284.
0.	0.	0.	132.
0.	0.	0.	1,007.
0.	0.	0.	675.
0.	0.	0.	297.
0.	0.	0.	136.
0.	0.	0.	96.

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

Continued

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))

Total 0. 0. -450,446.

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
EIN: 23-7099592
2010 Form 990PF
Fiscal Year May 1, 2010 - April 30, 2011

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
<u>Flynn, Py & Kruse, LPA</u>	<u>Legal Services</u>	<u>5,931.</u>	<u>83.</u>		<u>5,848.</u>
Total		<u>5,931.</u>	<u>83.</u>		<u>5,848.</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
<u>Flynn, Py & Kruse</u>	<u>Accounting/Tax Prepara</u>	<u>5,038.</u>	<u>113.</u>		<u>4,925.</u>
Total		<u>5,038.</u>	<u>113.</u>		<u>4,925.</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
<u>SEI</u>	<u>Management Fees</u>	<u>55,334.</u>	<u>55,334.</u>		<u>0.</u>
<u>SEI</u>	<u>Trust Services</u>	<u>3,663.</u>	<u>2,930.</u>		<u>733.</u>
<u>Flynn, Py & Kruse</u>	<u>Other-Adm. Services</u>	<u>84,704.</u>	<u>4,749.</u>		<u>79,955.</u>
Total		<u>143,701.</u>	<u>63,013.</u>		<u>80,688.</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF
F/Y - 5/01/2010 - 04/30/2011

PART I, Line 23

<u>Other expenses:</u>	1. Ohio filing fee	\$ 200.00
	2. Bank wire transfer fees	135.00
	3. Sandusky Yacht Club - Trustees Luncheon	88.57
	4. Secretarial/administrative expense	<u>12,217.92</u>
	Total other expenses	<u>\$12,641.49</u>

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION - #23-7099592
Fiscal Year - May 1, 2010 - April 30, 2011

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 Dynamic Asset Allocation Fund (CUSIP: 783980683)	121,298.19	\$1,261,718.91	\$1,381,586.42
SEI Large Cap Disciplined Equity Fund (SCPAX) (CUSIP #783980824)	656,395.79	7,778,501.77	7,226,917.69
SEI Small/Mid Cap Equity Fund (SSMAX) (CUSIP #783980816)	144,157.14	1,741,501.29	1,993,693.20
SEI Core Fixed Income Fund #285 (SCOAX) (CUSIP #783980204)	199,850.76	2,014,463.82	2,058,462.84
SEI Institutional Investment Trust High Yield Bond Fund (SGYAX) (CUSIP #783980303)	167,983.05	1,531,198.99	1,612,637.23
Sit Emerging Markets Debt Fund (SEDAX) (CUSIP #783980758)	84,586.40	894,317.72	969,360.16
Sit Real Return Class A (RRPAX) (CUSIP #783980733)	65,997.02	724,063.88	704,188.18
Sit World Equity Ex-US Fund (WEUSX) (CUSIP #783980774)	395,522.87	5,128,525.92	4,742,319.18
SEI Offshore Opportunity Fund (CUSIP #99999OP24)	3,883.41	3,900,000.00	3,564,391.54
2. First Citizens Banc Corp Common stock			
Total Securities		<u>\$25,161,979.80</u>	<u>\$24,305,425.76</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2010 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>
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	3,000.00
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	3,000.00

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2010 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, computer and sound system for for Income Tax Assistance program	\$826.46
ARC of Erie County 4405 Galloway Road Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
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	New wildlife exhibits	3,000.00
Berlin-Milan Board of Education 140 S. Main Street Berlin Heights, Ohio 44814	Government Entity	Development of "District Communications Plan"	5,000.00
Big Brothers/Big Sisters 904 West Washington Street Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
Boy Scouts of America Heart of Ohio Council P. O. Box 368 Ashland, Ohio 44805-0368	Public Charity	Scouting in Erie County (Scoutreach)	10,000.00
Boys and Girls Club of Sandusky P. O. Box 626 Sandusky, Ohio 44870	Public Charity	General Operating	25,000.00
Cancer Services of Erie County 505 East Perkins Avenue Sandusky, Ohio 44870	Public Charity	Nutritional Supplement Program	5,000.00
Care and Share of Erie County 241 Jackson Street Sandusky, Ohio 44870	Public Charity	Food boxes for 2010 Thanksgiving	2,500.00

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>
Christ Episcopal Church 120 Ohio Street Huron, Ohio 44839	Public Charity	Church organ restoration project	500.00
City of Sandusky 222 Meigs Street Sandusky, Ohio 44870	Government Entity	Mowing	15,000.00
City of Sandusky 222 Meigs Street Sandusky, Ohio 44870	Government Entity	Reward for information leading to arrest/conviction regarding illegal use of firearms	1,000.00
Cleveland Museum of Natural History 1 Wade Oval Drive University Circle Cleveland, Ohio 44106-1767	Public Charity	Leadership Campaign	5,000.00
Erie County 4-H Camp, Inc. 2900 S. Columbus Avenue Sandusky, Ohio 44870	Public Charity	Audio/visual equipment	5,196.75
Erie County Agricultural Society P. O. Box 2436 Sandusky, Ohio 44870	Public Charity	Youth Building rehabilitation project - Phase I	20,000.00
Erie County CASA 141 E Water Street Suite 208 Sandusky, Ohio 44870	Public Charity	Training/travel expenses	3,500.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	Economic development in Erie County for 2010	15,000.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	GLIDE Program	9,000.00
Erie County Metropolitan Housing Authority 322 Warren Street Sandusky, Ohio 44870	Government Entity	Bayshore Towers Resident Services Program	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>
Erie Shore Network Inc. 326 East Market Street Sandusky, Ohio 44870	Public Charity	EHOVE basic computer class for disabled members	3,500.00
Firelands Christian Academy P. O. Box 334 Sandusky, Ohio 44870	Public Charity	Student scholarships	5,000.0
Firelands Habitat for Humanity 365 Main Street, Suite A Huron, OH 44839	Public Charity	General Operating	5,000.00
Firelands Regional Medical Center 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	The Initiative for Firelands	50,000.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	Support for 2010-2011 Season	52,500.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	May 2011 Gala	3,000.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	General Operating for School of the Arts for 2010-2011 Season	6,000.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	8/28/10 "That 70's Party" fund raising event	500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	12/16/2010 CLE/CPE Program	1,500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	June 2011 Golf Outing	1,500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	"Keepin It Cool" Heart Walk sponsorship	1,000.00

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>
The Gathering Place Miller Family Campus 2330 Commerce Park Beachwood, Ohio 44122	Public Charity	General Operating	12,500.00
Hayes Presidential Museum Spiegel Grove Fremont, OH 43420	Public Charity	Hidden Treasures of Hayes Museum Exhibit	5,000.00
Hayes Presidential Museum Spiegel Grove Fremont, OH 43420	Public Charity	Curriculum Connections Program/Erie County 4th graders 2010-2011 academic year	5,000.00
Heartbeat of Sandusky 3423 Columbus Avenue Sandusky, Ohio 44870	Public Charity	Energy Efficient building renovations	8,000.00
Historic Lyme Village P. O. Box 342 Bellevue, Ohio 44811	Public Charity	Water/moisture mitigation for Wright Mansion and 7 other historic buildings	7,396.00
Huron Playhouse Inc. P. O. Box 247 Huron, Ohio 44839	Public Charity	General Operating	25,000.00
Junior Achievement of Northwestern Ohio Erie County Division 4918 Milan Road Sandusky, Ohio 44870	Public Charity	Operating expenses	5,000.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	General Operating and scholarships	10,000.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	Crossroads Shelter playground equipment project	5,000.00
LP's Southside Community Youth Center P. O. Box 1031 Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00

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>
Maritime Museum of Sandusky 125 Meigs Street Sandusky, Ohio 44870	Public Charity	Interlake Sailboat project	2,500.00
Milan-Berlin Township Public Library P. O. Box 139 Berlin Heights, Ohio 44814	Government Entity	Internship funding/archive and digitize local library records	750.00
Milan Historical Museum P. O. Box 208 Milan, Ohio 44846	Public Charity	Redesign, fabrication and installation of new glass exhibit	10,000.00
Museum of Carousel Art and History 301 Jackson Street Sandusky, Ohio 44870	Public Charity	Purchase lighthouses for "A Light in the Harbor" project	5,000.00
Ohio State University Extension 2900 South Columbus Avenue Sandusky, Ohio 44870	Government Entity	Erie County 4-H Programs	2,750.00
Planned Lifetime Assistance Network of NE Ohio 5010 Mayfield Road Suite 304 Lyndhurst, OH 44124	Public Charity	2010 Holistic Recovery Program	10,000.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	General Operating	500.00
Sts. Peter & Paul Catholic Church 510 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	6,000.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	Capital Needs	10,000.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Storage/shelter facility construction	4,000.00

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 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	Purchase of 2020 Hayes Avenue, Sandusky, OH real estate	200,000.00
Sandusky Concert Association P. O. Box 1537 Sandusky, Ohio 44870	Public Charity	Support for 2010/2011 Season	5,000.00
Sandusky Cultural Center 2130 Hayes Avenue Sandusky, Ohio 44870	Government Entity	General Operating	5,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Operating subsidy	30,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Competitive community grants for calendar year 2011	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Care & Share Remodeling Project	20,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	For Partnering community grants for calendar year	50,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Technology/software upgrades	3,258.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Parking agreement with First Congregational Church	1,800.00

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>
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	General operating	25,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	Hire full time seasonal employee for cleaning downtown Sandusky, Ohio	9,100.00
Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870	Public Charity	For general operating expenses	168,750.00
Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870	Public Charity	For Page Pipe Organ project	10,000.00
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
Stein Hospice Services 1200 Sycamore Line Sandusky, Ohio 44870	Public Charity	Erie County Charity Care Program	10,000.00
Stella Marris 1320 Washington Avenue Cleveland, Ohio 44113	Public Charity	General Operating	10,000.00
United Way of Erie County, Inc. 416 Columbus Avenue Sandusky, Ohio 44870	Public Charity	2010-2011 Annual Campaign	10,000.00
Vermilion Family YMCA 320 Aldrich Road Vermilion, Ohio 44089	Public Charity	For safety and security renovations	3,600.00
Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 8):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Grant writing program	7,500.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
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>\$1,022,427.21</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
 E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2010 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>
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	GLIDE Program	\$9,000.00
Firelands Regional Medical Center 1101 Decatur Street Sandusky, Ohio 44870	Public Charity	The Initiative for Firelands	50,000.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	Children's Center	500.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	Capital Needs	20,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2011 Competitive Grants	25,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Parking agreement with First Congregational Church	1,800.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	General operating	25,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Grant Writing Program	7,500.00
Total grants and contributions approved for future payment			<u>\$138,800.00</u>