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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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  
THIRD FEDERAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
7007 BROADWAY AVENUE

City or town, state, and ZIP code  
CLEVELAND, OH 441051441

**A Employer identification number**  
20-8467212

**B Telephone number** (see page 10 of the instructions)  
(216) 641-7270

**C** If exemption application is pending, check here ☐

**D 1.** Foreign organizations, check here ☐

**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation





☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 41,533,332

**J** Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	1,272			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	7,713	7,713		
	<b>4</b> Dividends and interest from securities. . . . .				
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-115,462			
	<b>b</b> Gross sales price for all assets on line 6a <u>1,177,538</u>				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		0		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	-106,477	7,713		
	<b>13</b> Compensation of officers, directors, trustees, etc	281,945	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .	24,149	0		0
	<b>16a</b> Legal fees (attach schedule). . . . .	 7,380	0		0
	<b>b</b> Accounting fees (attach schedule). . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	 4,000	2,000		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	 21,746	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	7,605	0		0
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	 10,870	3,798		0
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	357,695	5,798		0
	<b>25</b> Contributions, gifts, grants paid. . . . .	2,946,946			2,946,946
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	3,304,641	5,798		2,946,946
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-3,411,118			
	<b>b Net investment income</b> (if negative, enter -0-)		1,915		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing . . . . .	6,200	755	755
	2	Savings and temporary cash investments . . . . .	2,118,338	5,665	5,665
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	47,640,000	46,347,000	41,526,912
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	49,764,538	46,353,420	41,533,332	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	49,764,538	46,353,420	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	49,764,538	46,353,420	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	49,764,538	46,353,420		

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	49,764,538
2	Enter amount from Part I, line 27a . . . . .	2	-3,411,118
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	46,353,420
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	46,353,420

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	129,300 SHARES - THIRD FEDERAL	P	2007-04-21	
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,177,538		1,293,000	-115,462
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-115,462
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-115,462
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 pages 13 and 17 of 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,887,578	57,194,930	0 050487
2009	3,288,958	60,323,301	0 054522
2008	1,318,621	64,192,568	0 020542
2007	780,963	60,498,008	0 012909
2006			

2 Total of line 1, column (d). . . . .	2	0 138460
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 034615
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	46,179,987
5 Multiply line 4 by line 3. . . . .	5	1,598,520
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	19
7 Add lines 5 and 6. . . . .	7	1,598,539
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	2,946,946

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	19
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	19
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	19
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,181	
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	14,181
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	14,162
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 14,162	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶KURT KARAKUL PRESIDENT Telephone no ▶(216) 641-7270 Located at ▶7007 BROADWAY AVENUE CLEVELAND OH ZIP +4 ▶44105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?. . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?. . . . . <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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 2011 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0

**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	45,785,378
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,097,858
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	46,883,236
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	46,883,236
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	703,249
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	46,179,987
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	2,308,999

**Part XI**

**Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	2,308,999
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5. . . . .	<b>2a</b>	19
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	19
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	2,308,980
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,308,980
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	2,308,980

**Part XII**

**Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	2,946,946
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,946,946
<b>5</b>	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 page 26 of the instructions). . . . .	<b>5</b>	19
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	2,946,927
<b>Note:</b> 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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,308,980
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .			2,941,301	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				
b From 2007. . . . .				
c From 2008. . . . .				
d From 2009. . . . .				
e From 2010. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,946,946				
a Applied to 2010, but not more than line 2a			2,941,301	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount. . . . .				5,645
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				2,303,335
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					

3

Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets . . . . .

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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) )

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

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 page 28 of the 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

THIRD FEDERAL FOUNDATION CO KURT KA  
7007 BROADWAY AVENUE  
CLEVELAND, OH 441051441  
(216) 641-7270

b

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITTEN FORM AND INCLUDE INFORMATION CONCERNING THE NATURE OF THE REQUEST, THE CHARITABLE OR EDUCATIONAL PURPOSE FOR WHICH THE GRANT WILL BE UTILIZED, AND INFORMATION CONCERNING THE REQUESTING ORGANIZATION'S CHARITABLE AND/OR EDUCATIONAL PROGRAMS

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES THE FOUNDATION WILL EVALUATE REQUESTS IN A TIMELY MANNER

d

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

GRANTS ARE RESTRICTED TO ORGANIZATIONS OPERATING CHARITABLE AND EDUCATIONAL PROGRAMS THAT QUALIFY AS SECTION 501(C)(3) ORGANIZATIONS THE FOUNDATION GENERALLY WILL PROVIDE GRANTS WITH RESPECT TO COMMUNITY DEVELOPMENT, AND THE FOUNDATION SUPPORTS VARIOUS PROGRAMS FOR THE REDEVELOPMENT OF ECONOMICALLY DEPRESSED AREAS AND NEIGHBORHOODS, INCLUDING THE AREA NEAR THE OFFICES OF THIRD FEDERAL THE SECOND SUCH AREA OF EMPHASIS IS EDUCATION WHERE THE FOUNDATION SUPPORTS VARIOUS INITIATIVES AT THE PRIMARY, SECONDARY AND POST SECONDARY LEVELS WHICH RAISE THE ASPIRIATIONS OF STUDENTS IN THE COMMUNITY AND PROGRAMS THAT ENHANCE KNOWLEDGE IN SPECIFIC AREAS SUCH AS ECONOMICS, COMMUNICATIONS, BUSINESS, AND PUBLIC SPEAKING AS WELL AS INITIATIVES THAT ENHANCE THE DISSEMINATION OF INFORMATION NECESSARY TO SUPPORT EDUCATION

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	2,946,946
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	7,713	
<b>4</b>	Dividends and interest from securities. . . .					
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-115,462	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		-107,749	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		<b>-107,749</b>





[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	(2) Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	(2) Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	(3) Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	(4) Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	(5) Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	(6) Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
	<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received			

[illegible]

**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					
*****		2012-05-10		*****	
Signature of officer or trustee		Date		Title	
Sign Here  Paid Preparer's Use Only	Preparer's Signature  DAVID P MILLER		Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00421464
	Firm's name  CHESSE FINANCIAL CORPORATION			Firm's EIN  45-2976899	
	25825 SCIENCE PARK DRIVE 100				
	Firm's address  BEACHWOOD, OH 44122			Phone no (216) 831-2400	

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☒ Yes ☐ No

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 20-8467212  
**Name:** THIRD FEDERAL FOUNDATION

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
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Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
MARC A STEFANSKI	CEO & DIRECTOR 5 00	0	0	0
7007 BROADWAY AVENUE CLEVELAND, OH 44105				
KURT KARAKUL	PRESIDENT 40 00	281,945	24,149	0
7007 BROADWAY AVENUE CLEVELAND, OH 44105				
RALPH BETTERS	SECRETARY & TREASURER 5 00	0	0	0
7007 BROADWAY AVENUE CLEVELAND, OH 44105				
ROBERT A FIALA	DIRECTOR 5 00	0	0	0
7007 BROADWAY AVENUE CLEVELAND, OH 44105				
JOHN MARINO	DIRECTOR 5 00	0	0	0
7007 BROADWAY AVENUE CLEVELAND, OH 44105				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
AMERICA SCORES CLEVELAND 1422 EUCLID AVENUE STE 708 CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	156,000
AMERICAN CANCER SOCIETY- PAN OHIO HOPE RIDE10501 EUCLID AVENUE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	500
AMERICAN RED CROSS3747 EUCLID AVENUE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
ANTIOCH DEVELOPMENT CORP 8869 CEDAR AVENUE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
ARCHBISHOP LYKE SCHOOL 18230 HARVARD AVENUE CLEVELAND, OH 44128	NONE	501(C)(3)	CHARITABLE PURPOSE	2,000
BENEDICTINE HIGH SCHOOL2900 MARTIN LUTHER KING JR DRIVE CLEVELAND, OH 44104	NONE	501(C)(3)	CHARITABLE PURPOSE	2,500
BLACK PROFESSIONALS ASSOC CHARITABLE FOUNDATIONPO BOX 94027 CLEVELAND, OH 441010783	NONE	501(C)(3)	CHARITABLE PURPOSE	2,000
BOY SCOUTS OF AMERICA2241 WOODLAND AVENUE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	500
BOYS AND GIRLS CLUB OF CLEVELAND6114 BROADWAY AVENUE CLEVELAND, OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	136,365
BREAKTHROUGH SCHOOLS (FORMERLY E-PREP)1417 EAST 36TH STREET CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	45,000
BROADWAY SCHOOL OF MUSIC & THE ARTS5415 BROADWAY AVENUE CLEVELAND, OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	33,835
BROWARD PARTNERSHIP FOR THE HOMELESS INC920 NORTHWEST 7TH AVENUE FORT LAUDERDALE, FL 33311	NONE	501(C)(3)	CHARITABLE PURPOSE	250
BUILDING MEN & WOMEN FOR OTHERS303 INTERNATIONAL CIRCLE T125 HUNT VALLEY, MD 21030	NONE	501(C)(3)	CHARITABLE PURPOSE	9,680
CASE WESTERN RESERVE UNIVERSITY10900 EUCLID AVENUE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	4,560
CHRISTOPHER THIGPEN FOUNDATION22639 EUCLID AVENUE EUCLID, OH 44123	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
CITY YEAR INC526 SUPERIOR AVENUE STE 408 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	20,000
CITYMUSIC CLEVELANDPO BOX 1930 CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
CLEVELAND ARTS PRIZEPO BOX 21126 CLEVELAND, OH 44121	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
CLEVELAND BOTANICAL GARDENS11030 EAST BOULEVARD CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
CLEVELAND CENTRAL CATHOLIC - SERVICE SCHOLARSHIP6550 BAXTER AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	77,500
CLEVELAND CENTRAL CATHOLIC HIGH SCHOOL6550 BAXTER AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	270,753
CLEVELAND CENTRAL CATHOLIC- INEZ KILLINGSWORTH SCHOLARSHIP6550 BAXTER AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
CLEVELAND FESTIVAL OF ARTS & TECHNOLOGY1900 SUPERIOR AVENUE SUITE 104 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
CLEVELAND HOUSING NETWORK 2999 PAYNE AVENUE STE 306 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	15,000
CLEVELAND INSTITUTE OF ART 11141 EAST BOULEVARD CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	1,500
CLEVELAND INTERNATIONAL FILM FESTIVAL2510 MARKET AVENUE CLEVELAND, OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	20,000
CLEVELAND LEADERSHIP CENTER ONE CLEVELAND CENTRE 1375 EAST NINTH ST CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
CLEVELAND METROPOLITAN SCHOOL DISTRICT - BOOK PROJECT1380 EAST 6TH STREET RM 235 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
CLEVELAND METROPOLITAN SCHOOL DISTRICT - JAMES BADER BOOKSHELF PROJECT1380 EAST 6TH ST ROOM 235 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	2,000
CLEVELAND MUNICIPAL SCHOOL DISTRICT1380 EAST 6TH ST ROOM 235 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	6,588


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CLEVELAND RAPE CRISIS CENTER 526 SUPERIOR AVENUE STE 1400 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
CLEVELAND SCHOLARSHIP - COLLEGE NOW 200 PUBLIC SQUARE SUITE 3830 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
CLEVELAND STATE UNIV FOUNDATION 2121 EUCLID AVE RT 1822 CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
CLEVELAND TREATMENT CENTER 1127 CARNEGIE AVENUE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
CLEVELAND ZOOLOGICAL SOCIETY 3900 WILDLIFE WAY CLEVELAND, OH 44109	NONE	501(C)(3)	CHARITABLE PURPOSE	15,000
COBALT GROUP INC - P-16 1814 EAST 40TH STREET STE 4E CLEVELAND, OH 44103	NONE	501(C)(3)	CHARITABLE PURPOSE	160,733
COLUMBUS CHILDREN'S CHOIR 760 EAST BROAD STREET COLUMBUS, OH 43205	NONE	501(C)(3)	CHARITABLE PURPOSE	1,500
COMMUNITY ASSESSMENT & TREATMENT SERVICES 8415 BROADWAY AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
COMMUNITY HOUSING SOLUTIONS 12114 LARCHMERE BLVD CLEVELAND, OH 44120	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
EAST SIDE ORGANIZING PROJECT (ESOP) 3631 PERKINS AVENUE CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
EDUCATIONAL SERVICE CENTER OF CUYAHOGA COUNTY 5811 CANAL ROAD VALLEY VIEW, OH 44125	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
EL CENTRO DE SERVICIOS SOCIALES INC 1888 E 31ST STREET LORAIN, OH 44055	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
ESPERANZA INC 3104 W 25TH STREET 4TH FLOOR CLEVELAND, OH 44109	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
FAIRFAX RENAISSANCE DEVELOPMENT CORP 8111 QUINCY AVENUE STE 100 CLEVELAND, OH 44104	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
FAMICOS FOUNDATION 8555 HOUGH AVENUE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	2,500
FATIMA FAMILY CENTER 1404 E NINTH ST 8TH FLR CLEVELAND, OH 44114 1722	NONE	501(C)(3)	CHARITABLE PURPOSE	500
FIRST TEE OF CLEVELAND 3841 WASHINGTON PARK BOULEVARD NEWBURGH HEIGHTS, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
FREE MEDICAL CLINIC OF GREATER CLEVELAND 12201 EUCLID AVE CLEVELAND, OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	15,000
FRIENDS OF CLEVELAND SCHOOL OF ARTS PO BOX 18265 CLEVELAND, OH 44118	NONE	501(C)(3)	CHARITABLE PURPOSE	3,000
FULLERTON ELEMENTARY SCHOOL 5920 FULLERTON AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	1,000
FUND FOR OUR ECONOMIC FUTURE 1360 EAST NINTH STREET STE 210 CLEVELAND, OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
GILMOUR ACADEMY - ST ADALBERT 56 ADELBERT STREET BEREA, OH 44017	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
GILMOUR ACADEMY 43001 CEDAR ROAD GATES MILLS, OH 44040	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
GORDON SQUARE ARTS DISTRICT LLC 6516 DETROIT AVENUE STE 1 CLEVELAND, OH 44102	NONE	501(C)(3)	CHARITABLE PURPOSE	33,333
GREATER CLEVELAND VOLUNTEERS 4614 PROSPECT AVENUE STE 205 CLEVELAND, OH 44103	NONE	501(C)(3)	CHARITABLE PURPOSE	40,000
HEIGHTS ARTS COLLABORATIVE INC 2175 LEE RD CLEVELAND HTS, OH 44118	NONE	501(C)(3)	CHARITABLE PURPOSE	1,500
HOLY NAME PARISH 8328 BROADWAY AVENUE CLEVELAND, OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	24,000
HOME OWNERSHIP CENTER OF GREATER CINCINNATI 12820 VERNON PLACE CINCINNATI, OH 45219	NONE	501(C)(3)	CHARITABLE PURPOSE	15,000
HUNTINGTON DISEASE SOCIETY OF AMERICA 505 EIGHTH AVENUE NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
IDEASTREAM 1375 EUCLID AVENUE CLEVELAND, OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	50,190

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
JENNINGS CENTER FOR OLDER ADULTS10204 GRANGER ROAD GARFIELD HEIGHTS,OH 44125	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
JONES ROAD FAMILY DEVELOPMENT CORP8000 JONES ROAD CLEVELAND,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	7,500
KENYON COLLEGEWIGGINS ST GAMBIER,OH 43022	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
LEGAL AID SOCIETY OF CLEVELAND1223 WEST SIXTH AVENUE CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
LUTHERAN METROPOLITAN MINISTRIES - START1468 WEST 25TH STREET CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	45,000
MADDIE'S HOPE FOUNDATION 2075 UNION RD MIDDLETOWN,OH 45044	NONE	501(C)(3)	CHARITABLE PURPOSE	1,250
MENORAH PARK CENTER FOR SENIOR LIVING27100 CEDAR ROAD CLEVELAND,OH 44122	NONE	501(C)(3)	CHARITABLE PURPOSE	12,000
METRO CATHOLIC SCHOOL3555 WEST 54TH STREET CLEVELAND,OH 44102	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
MID-OHIO REGIONAL PLANNING COMMISSION111 LIBERTY STREET SUITE 100 COLUMBUS,OH 43215	NONE	501(C)(3)	CHARITABLE PURPOSE	15,000
MILES PARK SCHOOL4090 E 93RD STREET CLEVELAND,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	1,000
MINDS OF MATTER CLEVELANDPO BOX 14219 CLEVELAND,OH 44144	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
MOUND ELEMENTARY SCHOOL 5405 MOUND AVENUE CLEVELAND,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	1,000
MOUNT PLEASANT NOW DEVELOPMENT CORP13815 KINSMAN ROAD CLEVELAND,OH 44120	NONE	501(C)(3)	CHARITABLE PURPOSE	2,500
MUSEUM OF CONTEMPORARY ART CLEVELAND8501 CARNEGIE AVENUE CLEVELAND,OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
NEAR WEST THEATRE3610 BRIDGE AVENUE CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
NEIGHBORHOOD PROGRESS INC 1956 W 25TH STREET CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	30,000
NEO HISPANIC CHAMBER OF COMMERCE CD2511 CLARK AVE CLEVELAND,OH 44109	NONE	501(C)(3)	CHARITABLE PURPOSE	4,000
NEW DIRECTIONS INC30800 CHAGRIN BOULEVARD PEPPER PIKE,OH 44124	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
NY UNIVERSITY METRO CENTER P-1682 WASHINGTON SQ STE 72 NEWYORK,NY 10003	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
OHIO FOUNDATION OF INDEPENDENT COLLEGES250 EAST BROAD STREET STE 1700 COLUMBUS,OH 43215	NONE	501(C)(3)	CHARITABLE PURPOSE	34,000
OHIO GRANTMAKERS FORUM37 WEST BROAD STREET STE 800 COLUMBUS,OH 43215	NONE	501(C)(3)	CHARITABLE PURPOSE	4,749
OPEN DOORS INC211 EAST WASHINGTON ST LEWISBURG,WV 24901	NONE	501(C)(3)	CHARITABLE PURPOSE	75,000
PHE'BE FOUNDATION1761 EAST 30TH STREET STE 108 CLEVELAND,OH 44114	NONE	501(C)(3)	CHARITABLE PURPOSE	98,500
POLISH AMERICAN CULTURAL CENTER1615 STANLEY STREET NEW BRITAIN,CT 06050	NONE	501(C)(3)	CHARITABLE PURPOSE	11,675
RAINEY INSTITUTE1523 EAST 55TH STREET CLEVELAND,OH 44103	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
SAMARATIN PROJECT DEVELOPMENT CORP2176 WOODWARD AVENUE COLUMBUS,OH 43219	NONE	501(C)(3)	CHARITABLE PURPOSE	10,000
SLAVIC VILLAGE DEVELOPMENT 5620 BROADWAY AVENUE SUITE 200 CLEVELAND,OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	75,000
SPANISH AMERICAN COMMITTEE FOR A BETTER COMMUNITY4407 LORAIN AVENUE CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	2,500
SS ROBERT & WILLIAM PARISH361 EAST 260TH STREET EUCLID,OH 44132	NONE	501(C)(3)	CHARITABLE PURPOSE	375
ST MARTIN DE PORRES HIGH SCHOOL6111 LAUSCHE AVENUE CLEVELAND,OH 44103	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000

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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)				
<b>a</b> Paid during the year				
ST PETER CHANEL HIGH SCHOOL 480 NORTHFIELD ROAD BEDFORD,OH 44146	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
ST JUDE CHILDREN'S RESEARCH 262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	501(C)(3)	CHARITABLE PURPOSE	250
ST MATTHEW'S HOUSE2001 AIRPORT ROAD SOUTH NAPLES,FL 34112	NONE	501(C)(3)	CHARITABLE PURPOSE	250
ST STANISLAUS CHURCH3649 EAST 65TH STREET CLEVELAND,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	500
ST VINCENT CHARITY DEVELOPMENT FOUNDATION2475 E 22ND STREET CLEVELAND,OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	30,000
STELLA MARIS INC1302 WASHINGTON AVENUE CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
TASK FORCE ON VIOLENT CRIME CHARITABLE FUND100 VIEW STREET SUITE 200 MOUNTAIN VIEW,CA 94041	NONE	501(C)(3)	CHARITABLE PURPOSE	30,000
THE CLEVELAND FOUNDATION 1422 EUCLID AVENUE CLEVELAND,OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
THE LITERACY COOPERATIVE OF GREATER CLEVELAND1331 EUCLID AVENUE CLEVELAND,OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
THE REFUGEE RESPONSE101 WEST PROSPECTSUITE 1600 CLEVELAND,OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	375
TROLLEY TOURS OF CLEVELAND 1790 COLUMBUS ROAD CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	610
UNION MILES DEVELOPMENT CORP6250 MILES PARK AVE CLEVELAND,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	5,000
UNIVERSITY CIRCLE INC10831 MARNOLIA DRIVE CLEVELAND,OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	6,000
UNIVERSITY HOSPITALS HEALTH SYSTEM11100 EUCLID AVENUE CLEVELAND,OH 44106	NONE	501(C)(3)	CHARITABLE PURPOSE	200,000
UNIVERSITY SETTLEMENT4800 BROADWAY AVENUE CLEVELAND,OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	100,375
URBAN COMMUNITY SCHOOL4909 LORAIN AVENUE CLEVELAND,OH 44102	NONE	501(C)(3)	CHARITABLE PURPOSE	20,000
VILLA MONTESSORI CENTER5620 BROADWAY AVENUE CLEVELAND,OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	50,375
WASHINGTON PARK SCHOOL4000 WASHINGTON PARK BOULEVARD NEWBURGH HEIGHTS,OH 44105	NONE	501(C)(3)	CHARITABLE PURPOSE	1,000
WEST SIDE CATHOLIC CENTER 3135 LORAIN AVENUE CLEVELAND,OH 44113	NONE	501(C)(3)	CHARITABLE PURPOSE	375
WESTERN RESERVE LAND CONSERVANCYP O BOX 314 NOVELTY,OH 44072	NONE	501(C)(3)	CHARITABLE PURPOSE	25,000
WILLOW SCHOOL5004 GLAZIER AVENUE CLEVELAND,OH 44127	NONE	501(C)(3)	CHARITABLE PURPOSE	1,000
YOUNG AUDIENCES OF NORTHEAST OHIO13110 SHAKER SQUARE SUITE C203 CLEVELAND,OH 44120	NONE	501(C)(3)	CHARITABLE PURPOSE	55,000
YOUTH OPPORTUNITIES UNLIMITED1361 EUCLID AVENUE CLEVELAND,OH 44115	NONE	501(C)(3)	CHARITABLE PURPOSE	50,000
<b>Total . . . . .</b>  <b>3a</b>				2,946,946

**TY 2011 Investments Corporate  
Stock Schedule****Name:** THIRD FEDERAL FOUNDATION**EIN:** 20-8467212

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THIRD FEDERAL STOCK	46,347,000	41,526,912

**TY 2011 Legal Fees Schedule**

**Name:** THIRD FEDERAL FOUNDATION

**EIN:** 20-8467212

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,380	0		0

**TY 2011 Other Expenses Schedule****Name:** THIRD FEDERAL FOUNDATION**EIN:** 20-8467212

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	3,798	3,798		0
PROFESSIONAL JOURNALS	1,632	0		0
OTHER	440	0		0
TRAINING FEES	5,000	0		0

**TY 2011 Other Professional Fees Schedule****Name:** THIRD FEDERAL FOUNDATION**EIN:** 20-8467212

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR FEES	4,000	2,000		0

**TY 2011 Taxes Schedule****Name:** THIRD FEDERAL FOUNDATION**EIN:** 20-8467212

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	13,000	0		0
STATE OF OHIO FILING FEE	200	0		0
PAYROLL TAXES	8,546	0		0