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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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation <b>VESPER FOUNDATION</b>		<b>A Employer identification number</b> 23-6251198
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (440) 838-4700
8223 BRECKSVILLE RD #100		
City or town, state, and ZIP code  BRECKSVILLE, OH 44141-1361		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,809,558.	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input type="checkbox"/>	1,900,000.			
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	20,608.	20,608.		ATCH 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,920,608.	20,608.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,800.	1,200.		3,600.
	14 Other employee salaries and wages	8,820.	882.		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	200.			100.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,002.			
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	3,600.			
	24 Total operating and administrative expenses. Add lines 13 through 23	20,422.	2,082.		3,700.
	25 Contributions, gifts, grants paid	891,000.			891,000.
26 Total expenses and disbursements. Add lines 24 and 25	911,422.	2,082.		894,700.	
27 Subtract line 26 from line 12	1,009,186.				
a Excess of revenue over expenses and disbursements		18,526.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA \*\* ATCH 2

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		1,704,220.	3,342,767.	3,342,767.
	2	Savings and temporary cash investments . . . . .		7,056,376.	6,427,015.	6,427,015.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) <b>ATCH 4</b> . . . . .	1,039,776.	1,039,776.	1,039,776.	
	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) . . . . .	9,800,372.	10,809,558.	10,809,558.		
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 ▶ <input type="checkbox"/></b> <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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .	9,800,372.	10,809,558.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	9,800,372.	10,809,558.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	9,800,372.	10,809,558.		

## 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	9,800,372.
2	Enter amount from Part I, line 27a . . . . .	2	1,009,186.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	10,809,558.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	10,809,558.

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	0	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,204,521.	9,967,705.	0.120842
2009	1,078,880.	10,412,241.	0.103617
2008	885,938.	8,083,933.	0.109592
2007	1,043,912.	6,499,586.	0.160612
2006	392,174.	5,930,446.	0.066129
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.560792
<b>3</b> 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			<b>3</b> 0.112158
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 10,017,819.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,123,579.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 185.
<b>7</b> Add lines 5 and 6			<b>7</b> 1,123,764.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 894,700.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		1	371.
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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	371.
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	371.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a 4,527.		
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	4,527.
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	4,156.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 4,156. Refunded <input type="checkbox"/> 11		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
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? . . . . .		X
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)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>NANCY S. LENHART</b> Telephone no <b>440-838-4700</b> Located at <b>8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH</b> ZIP + 4 <b>44141-1361</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
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 X
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
<b>1a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
<b>c</b> 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? <input type="checkbox"/>	1c	X
<b>2</b> 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))		
<b>a</b> 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		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
<b>3a</b> 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>b</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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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
ATTACHMENT 5		4,800.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ►		

**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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions.	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,934,847.
b	Average of monthly cash balances	1b	2,235,528.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	10,170,375.
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	10,170,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	152,556.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,017,819.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	500,891.

**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	500,891.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	371.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	371.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	500,520.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	500,520.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	500,520.

**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	894,700.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	894,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	894,700.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				500,520.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . . 84,322.				
b From 2007 . . . . . 725,687.				
c From 2008 . . . . . 487,201.				
d From 2009 . . . . . 560,444.				
e From 2010 . . . . . 706,594.				
f Total of lines 3a through e . . . . .	2,564,248.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 894,700.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				500,520.
e Remaining amount distributed out of corpus . . . . .	394,180.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	2,958,428.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
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 2006 not applied on line 5 or line 7 (see instructions) . . . . .	84,322.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	2,874,106.			
10 Analysis of line 9				
a Excess from 2007 . . . . . 725,687.				
b Excess from 2008 . . . . . 487,201.				
c Excess from 2009 . . . . . 560,444.				
d Excess from 2010 . . . . . 706,594.				
e Excess from 2011 . . . . . 394,180.				

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

JAMES BENENSON, JR.

**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:

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATTACHMENT 6					
Total . . . . .				3a	891,000.
b Approved for future payment					
Total . . . . .				3b	

<b>(a)</b> Unrelated business income		<b>(c)</b> Exclusion code		<b>(e)</b>
<b>(a)</b> Business code	<b>(b)</b> Amount	<b>(c)</b> Exclusion code	<b>(d)</b> Amount	<b>(e)</b> Related or exempt function income <b>(See instructions )</b>
		14	20,608.	
			20,608.	

(See worksheet in line 13 instructions to verify calculations )

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

[illegible]



**Schedule of Contributors**

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2011**

Name of the organization  
VESPER FOUNDATION

Employer identification number  
23-6251198

Organization type (check one).

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization VESPER FOUNDATION

Employer identification number  
23-6251198**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUMMA HOLDINGS 8221 BRECKSVILLE RD BRECKSVILLE, OH 44141	\$ 1,900,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **VESPER FOUNDATION**

Employer identification number

**23-6251198****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization VESPER FOUNDATION

Employer identification number

23-6251198

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....								

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	20,608.	20,608.
TOTAL	<u>20,608.</u>	<u>20,608.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OHIO FEES	200.	100.
TOTALS	<u>200.</u>	<u>100.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION  
OFFICE EXPENSE

REVENUE  
AND  
EXPENSES  
PER BOOKS  
3,600.

TOTALS

3,600.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCKS	1,039,776.	1,039,776.
TOTALS	<u>1,039,776.</u>	<u>1,039,776.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES BENENSON JR 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	PRESIDENT 1.00	2,400.	0	0
JAMES BENENSON III 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0	0
CLEMENT C BENENSON 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0	0
JOHN V CURCI 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	TREASURER 1.00	0	0	0
NANCY S LENHART 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	SECRETARY 1.00	0	0	0
GRAND TOTALS		4,800.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITYSQUASH PO BOX 619 FORDHAM STATION BRONX, NY 10458	NONE EXEMPT		GENERAL	1,000.
WETLANDS FOUNDATION 8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES EXEMPT - PRIVATE FOUND		GENERAL	90,000.
CONNECTICUT PUBLIC BROADCASTING 1049 ASYLUM AVE HARTFORD, CT 06105	NONE EXEMPT		GENERAL	15,000.
GRAMERCY PARK BLOCK ASSOC 34 GRAMERCY PARK EAST NEW YORK, NY 10003	NONE EXEMPT		GENERAL	5,250.
NAT'L ACADEMY MUSEUM 1083 FIFTH AVE AT 89TH ST NEW YORK, NY 10128	NONE EXEMPT		GENERAL	75,000.
GO PROJECT ATT: CALLIE SIEGEL 86 FOURTH AVE NEW YORK, NY 10003	NONE EXEMPT		GENERAL	1,250.

ATTACHMENT 6

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRACTURED ATLAS 248 W. 35TH ST, 10TH FLOOR NEW YORK, NY 10001	NONE EXEMPT		GENERAL	500.
MERCANTILE (MLA) LIBRARY/CENTER FOR FICTION 17 E 14TH STREET NEW YORK, NY 10017	NONE EXEMPT		GENERAL	55,000.
HOLY APOSTLES SOUP KITCHEN 296 NINTH AVE NEW YORK, NY 10001	NONE EXEMPT		GENERAL	5,000.
POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH STREET NEW YORK, NY 10003	NONE EXEMPT		GENERAL	1,000.
PROJECT RENEWAL 200 VARICK ST NEW YORK, NY 10014	NONE EXEMPT		GENERAL	1,000.
PENINSULA AMBULANCE CORPS. PO BOX 834 BLUE HILL, ME 04614	NONE EXEMPT		GENERAL	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CITY GARDENS CLUB 755 PARK AVENUE NEW YORK, NY 10021	NONE	EXEMPT	GENERAL	2,250.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE AT 82ND ST NEW YORK, NY 10028	NONE	EXEMPT	GENERAL	550.
PAPER BAG PLAYERS 225 WEST 99TH ST NEW YORK, NY 10025	NONE	EXEMPT	GENERAL	500.
MARYANN SNOW BATES EDUCATION FDN P.O. BOX 277 BROOKSVILLE, ME 04617	NONE	EXEMPT	GENERAL	500.
COUNCIL OF THE NY BOTANICAL GARDENS NY BOTANICAL GARDEN 717 HUTCHINSON RIVER PKY BRONX, NY 10465	NONE	EXEMPT	GENERAL	300.
AMERICAN INDEP MUSEUM ONE GOVERNOR'S LANE EXETER, NH 03833	NONE	EXEMPT	GENERAL	41,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CENTRAL PARK CONSERVANCY 14 E 60TH STREET NEW YORK, NY 10022	NONE EXEMPT		GENERAL	1,000.
DICAPPO OPERA THEATRE 184 E. 76TH ST NEW YORK, NY 10021	NONE EXEMPT		GENERAL	11,000.
TULANE UNIVERSITY 3439 PRYTANIA ST SUITE 200 NEW ORLEANS, LA 70115	NONE EXEMPT		GENERAL	250,000.
NAT'L TRUST FOR SCOTLAND FDN 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE EXEMPT		GENERAL	7,500.
CASTINE HISTORICAL SOCIETY PO BOX 238 CASTINE, ME 04421	NONE EXEMPT		GENERAL	250.
HANCOCK COUNTY HOME CARE & HOSPICE 57 WATER ST BLUE HILL, ME 04614	NONE EXEMPT		GENERAL	250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLAYERS FDN FOR THEATRICAL EDU 16 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE EXEMPT		GENERAL	3,000.
THE SANTA FE OPERA PO BOX 2408 SANTA FE, ME 87504-2408	NONE EXEMPT		GENERAL	1,000.
NATIONAL ACADEMY SCHOOL 5 EAST 89TH ST NEW YORK, NY 10128	NONE EXEMPT		GENERAL	10,000.
GINGOLD THEATRICAL GROUP 520 8TH AVE #312 NEW YORK, NY 10018	NONE EXEMPT		GENERAL	1,000.
THEATRE FOR A NEW AUDIENCE 154 CHRISTOPHER ST #3D NEW YORK, NY 10014	NONE EXEMPT		GENERAL	1,000.
VOICE EXPERIENCE FDN PO BOX 1576 PALM HARBOR, FL 34682	NONE EXEMPT		GENERAL	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROOKSVILLE FREE PUBLIC LIBRARY PO BOX 38 BROOKSVILLE, ME 04617	NONE	EXEMPT	GENERAL	250.
THE RUGGLES HOUSE SOCIETY 146 MAIN ST PO BOX 116 COLUMBIA FALLS, ME 04623	NONE	EXEMPT	GENERAL	250.
FRIENDSHIP COTTAGE WASHINGTON HANCOCK COMMUNITY AGENCY PO BOX 299 ELLSWORTH, ME 04605	NONE	EXEMPT	GENERAL	250.
PRESIDENTS AND FELLOWS OF HARVARD 124 MT. AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT	GENERAL	65,000.
STREETSSQUASH 40 W. 116TH ST NEW YORK, NY 10026	NONE	EXEMPT	GENERAL	5,000.
GRACE CHURCH SCHOOL 86 FOURTH AVE NEW YORK, NY 10003	NONE	EXEMPT	GENERAL	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOTCHKISS SCHOOL PO BOX 800 LAKEVILLE, CT 06039-0800	NONE EXEMPT	GENERAL	150.
MORGAN LIBRARY 225 MADISON AVE AT 36TH ST NEW YORK, NY 10016	NONE EXEMPT	GENERAL	1,000.
INSIDE BROADWAY 630 NINTH AVE, SUITE 802 NEW YORK, NY 10036	NONE EXEMPT	GENERAL	2,000.
HORTICULTURAL SOCIETY OF NY CITY 148 W 37TH ST, 13TH FLOOR NEW YORK, NY 10018	NONE EXEMPT	GENERAL	8,000.
BROOKSVILLE VOLUNTEER FIRE DEPT P.O. BOX 243 BROOKSVILLE, ME 04617	NONE EXEMPT	GENERAL	1,000.
SOLO FOUNDATION 15 W. 28TH ST, RM 7A NEW YORK, NY 10001-6432	NONE EXEMPT	GENERAL	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TRUSTEES OF THE RESERVATION 572 ESSEX ST BEVERLY, MA 01915	NONE EXEMPT		GENERAL	25,000.
ARTCETERA 502 E SECOND ST DULUTH, MN 55805	NONE EXEMPT		GENERAL	5,000.
ART START THE WALL GROUP 70 WALL STREET MADISON, CT 06443	NONE EXEMPT		GENERAL	21,000.
MUSEUM OF FINE ARTS, BOSTON 465 HUNTINGTON AVE BOSTON, MA 02115	NONE EXEMPT		GENERAL	3,000.
MAIRIE DE BAZOCHES-SUR-LE-BETZ 3 RUE DU MIDI 45210 MAIRIE DE BAZOCHES SUR LE BETZ FRANCE	NONE EXEMPT		GENERAL	50,000.
BATTERY CONSERVANCY 1 NEW YORK PLAZA NEW YORK, NY 10004	NONE EXEMPT		GENERAL	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROUNDABOUT THEATRE COMPANY 231 WEST 39TH ST SUITE 1200 NEW YORK, NY 10018	NONE EXEMPT		GENERAL	2,000.
PENOBSCOT MARINE MUSEUM 5 CHURCH ST PO BOX 498 SEARSPORT, ME 04974	NONE EXEMPT		GENERAL	900.
WHITE HORSE THEATRE CO. 151 SIXTH AVE, 14TH FLOOR NEW YORK, NY 10013	NONE EXEMPT		GENERAL	500.
ST. COLMAN CHURCH 145 HUBBARD ST PO BOX 457 MIDDLEFIELD, CT 06455-0457	NONE EXEMPT		GENERAL	500.
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY, MA 02481	NONE EXEMPT		GENERAL	1,000.
AIDS ACTION COMMITTEE 75 AMORY ST BOSTON, MA 02119	NONE EXEMPT		GENERAL	1,100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMITH COVE PRESERVATION 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141		SIMILAR BOARD OF TRUSTEES EXEMPT - PRIVATE FOUND		GENERAL	25,000.
METROPOLITAN OPERA ASSOC LINCOLN CENTER NEW YORK, NY 10023		NONE EXEMPT		GENERAL	5,000.
RISE ATT: JENNIFER SHIMKUS 143 PRAIRE AVE, 1ST FLOOR PROVIDENCE, RI 02905		NONE EXEMPT		GENERAL	500.
INT'L YACHT RESTOR. SCHOOL & MUSEUM 449 THAMES ST NEWPORT, RI 02840		NONE EXEMPT		GENERAL	10,000.
PATHWAYS FOR CHILDREN 29 EMERSON AVE GLOUCESTER, MA 01930		NONE EXEMPT		GENERAL	10,000.
HEALTHY PENINSULA PO BOX 945 BLUE HILL, ME 04614		NONE EXEMPT		GENERAL	2,500.
TOTAL CONTRIBUTIONS PAID					891,000.

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

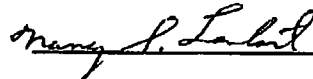
- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
September 2, 2009 – \$35,000
  
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$35,000 for the following: Professional fees, \$33,935; Real estate tax \$995 and Franchise taxes, \$70.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** March 30, 2010  
March 30, 2011

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 Nancy S. Lenhart

Secretary  
Title

**Date:    March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
October 28, 2011 – \$10,000
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Professional fees, \$10,000.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

*Nancy S. Lenhart*    **Nancy S. Lenhart**

Secretary

Title

**Date:    March 30, 2012**

**VESPER FOUNDATION**  
**E.I.N. 23-6251198**  
**ATTACHMENT – 2011 FORM 990-PF**

**The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).**

- (i)        **Grantee – Smith Cove Preservation Trust**  
                 **8223 Brecksville Road, #100**  
                 **Brecksville, Ohio 44141-1361**
- (ii)        **Grant paid December 2, 2011        \$15,000**
- (iii)       **Purposes of grant – to provide funds in order to enable**  
                 **Grantee to meet operating expenses incurred in carrying**  
                 **out activities in furtherance of its exempt purpose.**
- (iv)        **Expended by Grantee for above purposes through**  
                 **December 31, 2011:    \$8,344**
- (v)        **Grantee used funds solely for designated purposes in**  
                 **2011.**
- (vi) & (vii)    **Financial reports (unaudited) received from Grantee on**  
                 **the date(s):    March 30, 2012**

**ANNUAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

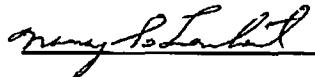
- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
December 2, 2011 - \$15,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$8,344 for the following: Professional fees, \$8,344.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**  
This is the first report concerning this grant.

**8. Progress made in accomplishing the purpose of the grant:**

Funds were immediately used to pay operating expenses. The excess shall be used within 2012.

**Report submitted by:      Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 **Nancy S. Lenhart**

**Secretary**

**Title**

**Date: March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

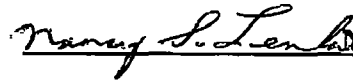
1. **Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
2. **Date and amount of grant from Vesper Foundation:**  
December 7, 2010 – \$10,000
  
3. **Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
4. **Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$5,126; Payroll taxes, \$604; Utilities, \$827; Office expense, \$600 and Repairs, \$2,843.
  
5. **Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
6. **Use of diverted grant funds:** Not Applicable
  
7. **Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** March 30, 2010

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 Nancy S. Lenhart

Secretary

Title

**Date: March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
January 12, 2011 – \$10,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$6,651; Payroll taxes, \$467; Utilities, \$1,162; Office expense, \$600; Repairs, \$1,085 and Franchise tax, \$35.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

8. **Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:       Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

*Nancy S. Lenhart*   **Nancy S. Lenhart**

Secretary

Title

**Date:   March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
April 1, 2011 – \$10,000
  
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$7,997; Payroll taxes, \$331; Utilities, \$658; Office expense, \$300 and Repairs, \$714.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

*Nancy S. Lenhart* **Nancy S. Lenhart**

Secretary

Title

**Date: March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
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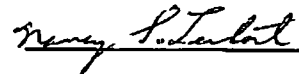
- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
June 3, 2011 – \$10,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$2,805; Payroll taxes, \$185; Utilities, \$100; Office expense, \$300; Repairs, \$5,185 and Real estate tax, \$1,425.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 **Nancy S. Lenhart**

Secretary

Title

**Date: March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
July 7, 2011 – \$20,000
  
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$20,000 for the following: Wages, \$8,581; Payroll taxes, \$556; Utilities, \$93; Office expense, \$900; Repairs, \$950 and Real estate tax, \$8,920.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 Nancy S. Lenhart

Secretary

Title

**Date: March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

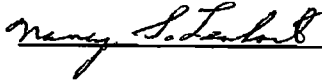
- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
September 2, 2011 – \$10,000
  
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$6,851; Payroll taxes, \$278; Utilities, \$67; Office expense, \$300 and Repairs, \$2,504.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

8. **Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 Nancy S. Lenhart

Secretary

Title

**Date:    March 30, 2012**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

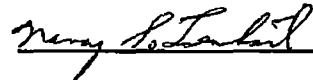
- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
November 2, 2011 – \$10,000
  
- 3. Purposes of the grant:**  
  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
  
Total spending of \$10,000 for the following: Wages, \$8,307; Payroll taxes, \$386; Utilities, \$253; Office expense, \$600; Repairs, \$274 and Professional fees, \$180.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 Nancy S. Lenhart

Secretary

Title

**Date: March 30, 2012**

**VESPER FOUNDATION**  
**E.I.N. 23-6251198**  
**ATTACHMENT – 2011 FORM 990-PF**

**The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).**

- (i)        **Grantee – Wetlands Foundation**  
             **8223 Brecksville Road, #100**  
             **Brecksville, Ohio 44141-1361**
- (ii)       **Grant paid December 2, 2011       \$20,000**
- (iii)      **Purposes of grant – to provide funds in order to enable Grantee to (1) begin reclamation of land acquired on or in close proximity to the coastal and inland waters of Maine for conservation, protection from development, and preservation of the natural features, flora and fauna of the land in accordance with the Grantee's exempt purposes; and (2) meet operating expenses incurred in carrying out activities in furtherance of its exempt purpose.**
- (iv)       **Expended by Grantee for above purposes through December 31, 2011:   \$ 3,121**
- (v)        **Grantee used funds solely for designated purposes in 2011.**
- (vi) & (vii)   **Financial reports (unaudited) received from Grantee on the date(s):   March 30, 2012**

**ANNUAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

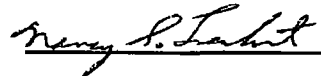
- 1. Name and address of grantee:** Wetlands Foundation,  
8223 Brecksville Road, #100,  
Brecksville, OH 44141-1361.
  
- 2. Date and amount of grant from Vesper Foundation:**  
December 2, 2011 - \$20,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.
  
- 4. Expenditures made from the grant funds (including salaries, travel and supplies):**  
Total spending of \$3,121 for the following: Wages, \$2,631; Payroll taxes, \$190 and Office expense, \$300.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**  
This is the first report concerning this grant.

**8. Progress made in accomplishing the purpose of the grant:**

Funds were immediately used to pay operating expenses. The excess shall be used within 2012.

**Report submitted by: Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

 **Nancy S. Lenhart**

Secretary  
Title

**Date: March 30, 2012**

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

OMB No 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . . ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions	VESPER FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-6251198
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) <input type="checkbox"/>
	8223 BRECKSVILLE ROAD #100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BRECKSVILLE, OH	44141-1361

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

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

- The books are in the care of ► JOHN E. CVETIC

Telephone No. ► (440) 838-4700

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year \_\_\_\_\_ or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 400
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 4,527
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ NONE

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

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

Form **8868** (Rev. 1-2012)

(HTA)