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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
JANE AND JON OUTCALT FOUNDATION

% JON H OUTCALT

Number and street (or P O box number if mail is not delivered to street address) Room/suite
14505 HARTWELL TRAIL

City or town, state, and ZIP code
NOVELTY, OH 44072

A Employer identification number
31-1194069

B Telephone number (see page 10 of the instructions)
(216) 513-9365

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)
\$ 11,572,829

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	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27	27		
	4 Dividends and interest from securities.	369,243	343,568		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-27,061			
	b Gross sales price for all assets on line 6a 251,821				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-128,930			
	12 Total. Add lines 1 through 11	213,279	343,595		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,600			
	c Other professional fees (attach schedule)	600	600		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	13,608	3,608		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	332			200
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	16,140	4,208		200
	25 Contributions, gifts, grants paid	540,280			540,280
	26 Total expenses and disbursements. Add lines 24 and 25	556,420	4,208		540,480
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-343,141			
	b Net investment income (if negative, enter -0-)		339,387		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	182,936	75,559	75,559
	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)	6,479,576	6,462,080	6,462,080
	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)	4,928,210	5,035,190	5,035,190
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,590,722	11,572,829	11,572,829	
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	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11,590,722	11,572,829	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	11,590,722	11,572,829	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,590,722	11,572,829		

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	11,590,722
2	Enter amount from Part I, line 27a	2	-343,141
3	Other increases not included in line 2 (itemize) ▶ _____	3	325,248
4	Add lines 1, 2, and 3	4	11,572,829
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,572,829

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	2,000 SHS SUNOCO LOGISTICS LP	P	2005-05-17	2011-10-21
b	2,500 SHS ALLIANCEBERNSTEIN LP	P	2007-10-26	2011-10-27
c	ALLEGHANY CORP CASH IN LIEU	P	2010-05-01	2011-05-04
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 194,841		75,002	119,839
b 37,119		203,880	-166,761
c 120			120
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			119,839
b			-166,761
c			120
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	-27,061
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	534,522	10,155,814	0 052632
2009	547,780	7,999,110	0 06848
2008	453,759	9,922,762	0 045729
2007	377,800	10,003,698	0 037766
2006	245,200	7,488,930	0 032742

2 Total of line 1, column (d).	2	0 237349
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 04747
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	11,355,624
5 Multiply line 4 by line 3.	5	539,051
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,394
7 Add lines 5 and 6.	7	542,445
8 Enter qualifying distributions from Part XII, line 4.	8	540,480

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 ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,788	
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	6,788	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,788	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,075		
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	10,075	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	2	
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	3,285	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	3,285	Refunded	11	

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		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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	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?	5		No
	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?	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) 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? Website address NONE	13	Yes	
14	The books are in care of JON H OUTCALT Telephone no (216) 513-9365 Located at 14505 HARTWELL TRAIL NOVELTY OH ZIP +4 44072			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ☐	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? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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? ☐ Yes ☒ 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))?

☐ 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 page 22 of the 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 page 22 of the instructions)?

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

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ 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 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

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

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

[illegible]

Total number of others receiving over \$50,000 for professional services.	▶
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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	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	11,259,407
b	Average of monthly cash balances.	1b	269,145
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,528,552
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	0
3	Subtract line 2 from line 1d.	3	11,528,552
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	172,928
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,355,624
6	Minimum investment return. Enter 5% of line 5.	6	567,781

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.)

1	Minimum investment return from Part X, line 6.	1	567,781
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	6,788
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,788
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	560,993
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	560,993
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	560,993

Part XII

Qualifying Distributions (see page 25 of the 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	540,480
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	540,480
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	540,480
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 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				560,993
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 2009 , 2008 , 2007		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				151,198
e	From 2010.				33,197
f	Total of lines 3a through e.	184,395			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 540,480				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				540,480
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).)	20,513			20,513
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	163,882			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see 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.				0
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).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	163,882			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				130,685
d	Excess from 2010. . . .				33,197
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))

JON OUTCALT 14505 HARTWELL TRAIL

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 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

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 See Additional Data Table				
Total			3a	540,280
b Approved for future payment				
Total			3b	

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	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	27	
4	Dividends and interest from securities.			14	369,243	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-27,061	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	OTHER ORD INC/LOSS THRU		-128,930	01		
11	Other revenue a PARTNERSHIPS					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		-128,930		342,209	
13	Total. Add line 12, columns (b), (d), and (e).					213,279

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: JANE AND JON OUTCALT FOUNDATION

EIN: 31-1194069

**TY 2011 Investments Corporate
Stock Schedule****Name:** JANE AND JON OUTCALT FOUNDATION**EIN:** 31-1194069

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES	5,311,540	5,311,540
MUTUAL FUNDS	1,150,540	1,150,540

TY 2011 Investments - Other Schedule

Name: JANE AND JON OUTCALT FOUNDATION

EIN: 31-1194069

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERSHIPS	FMV	5,035,190	5,035,190

TY 2011 Land, Etc. Schedule**Name:** JANE AND JON OUTCALT FOUNDATION**EIN:** 31-1194069

TY 2011 Other Expenses Schedule

Name: JANE AND JON OUTCALT FOUNDATION

EIN: 31-1194069

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	200			200
NONDEDUCTIBLE CHARITABLE EXP	132			

TY 2011 Other Income Schedule**Name:** JANE AND JON OUTCALT FOUNDATION**EIN:** 31-1194069

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THRU COPANO ENERGY LLC	7,379		
THRU KINDER MORGAN ENERGRY PARTNERS LP	-54,484		
THRU CEDAR FAIR LP	-6,489		
THRU SUNOCO LOGISTICS LP	21,489		
THRU REGENCY ENERGY PARTNERS	-26,438		
thru buckeye partners	1,554		
thru alliancebernstein lp	-46,773		
thru enterprise products partners	-25,168		

TY 2011 Other Increases Schedule

Name: JANE AND JON OUTCALT FOUNDATION

EIN: 31-1194069

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	325,248

TY 2011 Other Professional Fees Schedule

Name: JANE AND JON OUTCALT FOUNDATION

EIN: 31-1194069

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	600	600		

TY 2011 Taxes Schedule**Name:** JANE AND JON OUTCALT FOUNDATION**EIN:** 31-1194069

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES- DIVIDENDS	3,608	3,608		
2011 EST EXCISE TAXES	10,000			

Additional Data

Software ID:
Software Version:
EIN: 31-1194069
Name: JANE AND JON OUTCALT FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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
JANE Q OUTCALT	ASST TREASURER 1 0	0	0	0
14505 HARTWELL TRAIL NOVELTY, OH 44072				
JON H OUTCALT	SECRETARY 1 0	0	0	0
14505 HARTWELL TRAIL NOVELTY, OH 44072				
JON H OUTCALT JR	PRESIDENT 1 0	0	0	0
14505 HARTWELL TRAIL NOVELTY, OH 44072				
DAVID B OUTCALT	TREASURER 1 0	0	0	0
14505 HARTWELL TRAIL NOVELTY, OH 44072				
KENNETH W OUTCALT	VICE PRESIDENT 1 0	0	0	0
14505 HARTWELL TRAIL NOVELTY, OH 44072				

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)				
a <i>Paid during the year</i>				
BEECH BROOK3737 LANDER RD pepper pike, OH 44124	NONE	PUBLIC CHARITY	to further the purpose of the donee organization	11,500
BROOKWOOD55 PUBLIC SQUARE CLEVELAND, OH 44113	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	250
CLEVELAND BOTANICAL GARDEN 11030 EAST BLVD cleveland, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGanization	7,500
CLEVELAND CLINIC FOUNDATION9500 EUCLID AVE CLEVELAND, OH 44195	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANZIATION	100,000
CLEVELAND MUSEUM OF ART 11150 EAST BLVD Cleveland, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	105,150
CLEVELAND NATURAL HISTORY MUSEUMWADE OVAL UNIV CIRCLE Cleveland, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,250
Cleveland Rowing Foundation1785 Merwin Ave Cleveland, OH 44113	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,500
Ideastream1375 Euclid Ave Cleveland, OH 44115	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	15,500
Golden Age Centers of Cleveland 16700 PURITAS AVENUE cleveland, OH 441352596	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	5,500
HATHAWAY BROWN SCHOOL 19600 NORTH PARK BLVD Shaker heights, OH 44122	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	25,000
HOPEWELL INN9637 STREET ROUTE 534 NORTHWEST mesopotamia, OH 44439	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	250
HOSPICE OF WESTERN RESERVE 300 E 185TH STREET CLEVELAND, OH 44119	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,000
Friends of Breakthrough Schools 1417 E 36th Street Cleveland, OH 44114	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	5,000
JUDSON FOUNDATION2181 AMBLESIDE DRIVE CLEVELAND, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	2,500
Friends of Ryerson Woods21850 N Riverwoods Rd Deerfield, IL 60015	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	100
Medwish International3135 EUCLID AVE Cleveland, OH 44115	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	250
PLAYHOUSE SQUARE FOUNDATION1501 EUCLID AVENUE SUITE 200 Cleveland, OH 44115	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	33,650
ST PAUL'S EPISCOPAL CHURCH 2747 FAIRMOUNT BLVD Cleveland heights, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	29,000
SALVATION ARMY OF GREATER CLEVELAND2507 EAST 22ND STREET Cleveland, OH 44115	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,000
UNITED WAY services1331 EUCLID AVENUE Cleveland, OH 44115	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	50,000
UNIVERSITY SCHOOL2785 SOM CENTER ROAD Hunting Valley, OH 44122	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	10,000
Youth Opportunities Unlimited1361 EUCLID AVENUE Cleveland, OH 441151819	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	300
Garden Club of Cleveland160 Sundew Lane Cahgrin Falls, OH 44022	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	180
Lutheran Metropolitan Ministry1468 W 25th Street Cleveland, OH 44113	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	5,000
North Coast Community Homes 14221 Broadway Ave Cleveland, OH 44125	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	500
Cleveland Food Bank3800 WOODLAND AVENUE CLEVELAND, OH 441153424	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	250
Fairhill Center12200 Fairhill Road Cleveland, OH 44120	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,000
Rainbow Babies & Childrens Hospital 11100 Euclid Ave Cleveland, OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	200
Appollo's Fire3091 Mayfield Rd ste 217 Cleveland Heights, OH 44118	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	2,500
Planned Parenthood NEO444 WEST EXCHANGE STREET AKRON, OH 44302	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	12,500

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)				
a Paid during the year				
UNIVERSITY HOSPITALS11100 EUCLID AVE Cleveland,OH 44106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	100,000
Trinity College300 Summit St Hartford,CT 06106	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	250
Smith CollegePO BOX 340029 BOSTON,MA 022410429	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	450
Vocational Guidance Services2239 EAST 55TH STREET CLEVELAND,OH 441034451	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	100
Town hall of Cleveland1120 CHESTER AVENUE SUITE 470 Cleveland,OH 441143514	NONE	PUBLIC CHARITY	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZTION	500
Western Reserve Land ConservancyP O Box 314 Novelty,OH 44072	none	Public Charity	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,500
Free Clinic of Greater Cleveland 12201 Euclid Ave Cleveland,OH 44122	None	Public Charity	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATION	1,000
Geuaga Human Society15463 Chillicothe Rd Novelty,OH 44072	none	public charity	TO FURTHER THE PURPOSE OF THE DONEE ORGANIZATIONS	200
USA TOY LIBRARY2719 Broadway Ave Evanston,IL 60201	none	public charity	further charitable purpose of organization	250
Musical Theatre Education Program 1422 Euclid Ave Cleveland,OH 44115	none	public charity	To further the purpose of the donee organization	500
League Women Voters Cuyahoga Area Education Fd50 public Square 938 Cleveland,OH 44113	none	public charity	to further the purpose of the donee organization	100
Trinitas Health Foundation225 Williamson St Elizabeth,NJ 07202	none	public charity	to further the purpose of the donee organization	5,000
HEIGHTS YOUTH CLUB2065 LEE RD Cleveland,OH 44118	none	public charity	To further the purpose of the donee organization	250
Susan Komen Race for the Cure5005 LBJ Freeway Dallas,TX 75244	none	public charity	To further the purpose of the donee organization	100
CHILDRENS GUILD11400 Kristine Dr Chesterland,OH 44026	none	public charity	To further the purpose of the donee organization	500
Gathering Place23300 Commerce Park Beachwood,OH 44122	None	public charity	To Further the Purpose of the donee organization	1,000
Suicide Prevention Education Alliance 29425 Chagrin Blvd 306 Cleveland,OH 44122	none	public charity	To further the purpose of the donee organization	250
Total  3a				540,280