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 , **and ending**

Name of foundation: CHILDREN'S FAMILY CARE, INC.

A Employer identification number: 34-1405958

Number and street (or P O box number if mail is not delivered to street address): 245 LOCUST STREET

Room/suite:

B Telephone number: 330-253-5400

City or town, state, and ZIP code: AKRON, OH 44302-1817

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,040,722.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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	75,044.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	44,279.	44,279.	44,279.	STATEMENT 1
	4	Dividends and interest from securities	36,888.	36,888.	36,888.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	98,240.			
	b	Gross sales price for all assets on line 6a 185,000.				
	7	Capital gain net income (from Part IV, line 2)		98,240.		
	8	Net short-term capital gain			N/A	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	156,000.	0.	156,000.	STATEMENT 3
	12	**Total.** Add lines 1 through 11	410,451.	179,407.	237,167.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages	10,423.	0.	0.	0.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	2,727.	0.	0.	0.
	19	Depreciation and depletion	26,709.	0.	26,709.	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	25,281.	24,884.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,140.	24,884.	26,709.	0.
	25	Contributions, gifts, grants paid	156,000.			156,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	221,140.	24,884.	26,709.	156,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	189,311.			
	b	**Net investment income** (if negative, enter -0-)		154,523.		
	c	**Adjusted net income** (if negative, enter -0-)			210,458.	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,036.	67,545.	67,545.
	2	Savings and temporary cash investments	494,967.	529,972.	529,972.
	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			
	7	Other notes and loans receivable ▶ 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 STMT 6	214,667.	109,853.	112,201.
	b	Investments - corporate stock STMT 7	2,199,944.	2,271,456.	2,648,784.
	c	Investments - corporate bonds STMT 8	736,312.	883,978.	879,220.
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 1,312,272. Less accumulated depreciation STMT 9 ▶ 966,046.	372,935.	346,226.	1,803,000.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	4,024,861.	4,209,030.	6,040,722.
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			
	22	Other liabilities (describe ▶ STATEMENT 10)	467.	405.	
	23	Total liabilities (add lines 17 through 22)	467.	405.	
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	2,103,787.	2,405,256.	
	25	Temporarily restricted	1,419,357.	1,302,119.	
	26	Permanently restricted	501,250.	501,250.	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	4,024,394.	4,208,625.	
	31	**Total liabilities and net assets/fund balances**	4,024,861.	4,209,030.	

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	4,024,394.
2	Enter amount from Part I, line 27a	2	189,311.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,213,705.
5	Decreases not included in line 2 (itemize) ▶ BOOK TO TAX COST BASIS DIFFERENCE	5	5,080.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,208,625.

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.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	185,000.		178,709.	98,240.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				98,240.

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 98,240.

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). If (loss), enter -0- in Part I, line 8 } 3 14,930.

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 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	156,200.	3,943,604.	.039608
2009	305,329.	3,348,811.	.091175
2008	355,399.	3,735,392.	.095144
2007	487,200.	6,286,165.	.077504
2006	482,762.	5,448,977.	.088597

2	**Total** of line 1, column (d)	2	.392028
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	.078406
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,303,366.
5	Multiply line 4 by line 3	5	337,410.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,545.
7	Add lines 5 and 6	7	338,955.
8	Enter qualifying distributions from Part XII, line 4	8	156,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	3,090.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	3,090.
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	3,090.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	452.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,838.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	6,290.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	3,200.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 3,200. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ RICK E. ARCHER Telephone no. ▶ 330-253-5400

Located at ▶ 245 LOCUST STREET, AKRON, OH ZIP+4 ▶ 44302

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 N/A

			Yes	No
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		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
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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ______, ______, ______, ______				
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.)	N/A	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. ▶ ______, ______, ______, ______				
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ 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)? N/A | 5b | |

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? N/A ☐ 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? | 6b | | X

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? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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 instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-02-11

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	3,863,123.
b	Average of monthly cash balances			1b	505,776.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,368,899.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	4,368,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	65,533.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	4,303,366.
6	**Minimum investment return.** Enter 5% of line 5			6	215,168.

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	215,168.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,090.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,090.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	212,078.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	212,078.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	212,078.

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	156,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	156,000.

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					212,078.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	161,066.				
b From 2007	178,166.				
c From 2008	169,831.				
d From 2009	139,230.				
e From 2010	39,173.				
f **Total** of lines 3a through e		687,466.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $	156,000.				
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					156,000.
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).)		56,078.			56,078.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		631,388.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		104,988.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		526,400.			
10 Analysis of line 9:					
a Excess from 2007	178,166.				
b Excess from 2008	169,831.				
c Excess from 2009	139,230.				
d Excess from 2010	39,173.				
e Excess from 2011					

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

GRANT COMMITTEE, 330-253-5400
CHILDREN'S FAMILY CARE, INC., AKRON, OH 44302

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

SEE APPLICATION ATTACHED

c Any submission deadlines:

SEPTEMBER 30

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

SEE APPLICATION ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
RMH OF AKRON, INC. 245 LOCUST STREET AKRON, OH 44302	BOARD MEMBERS	PUBLIC CHARITY	RONALD MCDONALD HOUSE OPERATIONS	156,000.
Total			▶ 3a	156,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a REAL ESTATE RENTAL					156,000.
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	44,279.	
4 Dividends and interest from securities			14	36,888.	
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			26	98,240.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		179,407.	156,000.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 335,407.

(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).
1A	RENTAL TO RELATED ORGANIZATION FOR THE PURPOSE OF PROVIDING
	HOUSING FOR FAMILIES WHO HAVE CHILDREN HOSPITALIZED AT AKRON
	CHILDREN'S HOSPITAL

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ , TREASURER 8.14.2012 ▶ TREASURER

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KOLY & COMPANY, INC.	KOLY & COMPANY, I	06/01/12		P00949643

Firm's name ▶ KOLY & COMPANY, INC. Firm's EIN ▶ 34-1818435

Firm's address ▶ 3200 W. MARKET ST., #204
AKRON, OH 44333

Phone no. 330-865-5659

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

CHILDREN'S FAMILY CARE, INC.

Employer identification number

34-1405958

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).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization	Employer identification number
CHILDREN'S FAMILY CARE, INC.	34-1405958

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	HAL HEADLEY 645 IRREV TRUST 1 CASCADE PLAZA AKRON, OH 44308	$ 75,044.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
CHILDREN'S FAMILY CARE, INC.	34-1405958

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
CHILDREN'S FAMILY CARE, INC.	34-1405958

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) ▶ $__________

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

(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

(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

(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

CONTINUATION FOR 990-PF, PART IV

CHILDREN'S FAMILY CARE, INC. 34-1405958 PAGE 1 OF 1

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.)
1a	KEYBANK 197220-SEE ATTACHED			
b	KEYBANK 667440-SEE ATTACHED			
c	KEYBANK 667420-SEE ATTACHED			
d	KEYBANK 667400-SEE ATTACHED			
e	KEYBANK 667400-SEE ATTACHED			
f	GEN ELEC CAP CORP		01/29/07	02/01/11
g	EASTLAKE OHIO		12/01/04	08/01/11
h	NATIONAL CITY BANK-PENN		10/21/96	10/21/11
i	NATIONAL RURAL UTILITIES CORP		01/15/09	01/15/11
j				
k				
l				
m				
n				
o				

	(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				697.
b				-144.
c				-1,906.
d				15,074.
e				78,228.
f	30,000.		29,682.	318.
g	105,000.		104,814.	186.
h	25,000.		19,213.	5,787.
i	25,000.		25,000.	0.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				697.
b				** -144.
c				-1,906.
d				** 15,074.
e				78,228.
f				318.
g				186.
h				5,787.
i				0.
j				
k				
l				
m				
n				
o				

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	98,240.
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). If (loss), enter "-0-" in Part I, line 8	3	14,930.

** (SHORT-TERM)

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	BUILDING	121884	SL	40.00	16	1,068,374.			1,068,374.	695,439.		26,709.
2	FURNITURE AND FIXTURES	123184	SL	10.00	16	233,167.			233,167.	233,167.		0.
3	FULLY DEP IMPROVEMENTS	060494	SL	10.00	16	10,731.			10,731.	10,731.		0.
	* TOTAL 990-PF PG 1 DEPR					1,312,272.		0.	1,312,272.	939,337.	0.	26,709.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
KEYBANK	65.
U.S. TREASURY NOTES & CORP NOTES	44,214.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44,279.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KEYBANK-AMERICAN EUROPACIFIC	9,824.	0.	9,824.
KEYBANK-MANNING & NAPIER	17,716.	0.	17,716.
KEYBANK-NORTHERN TRUST	40.	0.	40.
KEYBANK-OAK	9,308.	0.	9,308.
TOTAL TO FM 990-PF, PART I, LN 4	36,888.	0.	36,888.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
REAL ESTATE RENTAL	156,000.	0.	156,000.
TOTAL TO FORM 990-PF, PART I, LINE 11	156,000.	0.	156,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	797.	0.	0.	0.
EXCISE TAX	1,930.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,727.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK AND MANAGEMENT FEES	24,884.	24,884.	0.	0.
PAYROLL SERVICE FEES	54.	0.	0.	0.
OFFICE EXPENSES	343.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25,281.	24,884.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE & LOCAL OBLIGATIONS-SEE ATTACHED		X	109,853.	112,201.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			109,853.	112,201.
TOTAL TO FORM 990-PF, PART II, LINE 10A			109,853.	112,201.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-SEE ATTACHED	2,271,456.	2,648,784.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,271,456.	2,648,784.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SEE ATTACHED	883,978.	879,220.
TOTAL TO FORM 990-PF, PART II, LINE 10C	883,978.	879,220.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	1,068,374.	722,148.	346,226.
FURNITURE AND FIXTURES	233,167.	233,167.	0.
FULLY DEP IMPROVEMENTS	10,731.	10,731.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,312,272.	966,046.	346,226.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MEDICARE TAX WITHHELD	77.	76.
SOCIAL SECURITY TAX WITHHELD	330.	271.
CITY TAX WITHHELD	60.	58.
TOTAL TO FORM 990-PF, PART II, LINE 22	467.	405.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DANA ZAHURANEC 2161 RAVENNA ST. HUDSON, OH 44236	PRESIDENT 5.00	0.	0.	0.
SHELDON W. BARLETTE, JR. 668 ROANOKE AVE. CUYAHOGA FALLS, OH 44221	VICE PRESIDENT 5.00	0.	0.	0.
MARY YANKO 342 GREENWOOD AVE. AKRON, OH 44320	SECRETARY 5.00	0.	0.	0.
RICK ARCHER 4681 TURNBERRY TRAIL STOW, OH 44224	TREASURER 5.00	0.	0.	0.
JOHN BLICKLE 470 ST. ANDREWS DR. AKRON, OH 44303	TRUSTEE 1.00	0.	0.	0.
STEVE COX 222 S. MAIN ST. AKRON, OH 44308	TRUSTEE 1.00	0.	0.	0.
DALE G. FREYGANG PO BOX 3531 AKRON, OH 44309	TRUSTEE 1.00	0.	0.	0.
KEITH KILGORE 632 ROOSEVELT AVE. CUYAHOGA FALLS, OH 44221	TRUSTEE 1.00	0.	0.	0.
CINDY MISHEFF 2960 SILVER LAKE BLVD. SILVER LAKE, OH 44224	TRUSTEE 1.00	0.	0.	0.
EMILY B. PETRARCA 45 MELBOURNE AVE. AKRON, OH 44313	TRUSTEE 1.00	0.	0.	0.
JOHN SHAFFER 3433 BLAKE RD. SEVILLE, OH 44273	TRUSTEE 1.00	0.	0.	0.

MICHAEL G. SOFUL 1741 AKRON-PENINSULA RD. AKRON, OH 44313	TRUSTEE 1.00	0.	0.	0.
JIM STROBLE PO BOX 3531 AKRON, OH 44309	TRUSTEE 1.00	0.	0.	0.
MICHAEL P. TRAINER ONE PERKINS SQUARE AKRON, OH 44308	TRUSTEE 1.00	0.	0.	0.
STEVE SHRIBER 4540 SWAN LAKE DR. COPLEY, OH 44321	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Children's Family Care

Securities Cost
12/31/11

Acct. Number	CDs, Deposits & Other	Stocks	Mutual Funds	U S Government Obligations	State & Local Government Obligations	Bonds	Total Securities	Cash	Total Portfolio
20-10-216-0197220		566,277					566,277	25,473	591,750
20-10-216-0667440			533,909				533,909	919	534,828
20-10-216-0667420					109,853	883,978	993,831	430,260	1,424,091
20-10-216-0667400		1,171,270					1,171,270	73,319	1,244,589
	0	1,737,547	533,909	0	109,853	883,978	3,265,287	529,971	3,795,258
Percent of securities	0.00%	53 21%	16.35%	0.00%	3 36%	27.07%			
Perm Restricted	-	266,729	81,960	-	16,863	135,698	501,250		
Temp Restricted	-	692,893	212,910	-	43,807	352,509	1,302,119		
Unrestricted	-	777,926	239,039	-	49,183	395,770	1,461,918		
Totals	-	1,737,547	533,909	-	109,853	883,978	3,265,287		

Children's Family Care
Securities Market Value
12/31/11

Acct Number	CDs, Deposits & Other	Stocks	Mutual Funds	U S Government Obligations	State & Local Government Obligations	Bonds	Total Securities	Cash	Total Portfolio
20-10-216-0197220		770,911					770,911	25,473	796,384
20-10-216-0667440			595,323				595,323	919	596,242
20-10-216-0667420					112,201	879,220	991,421	430,260	1,421,681
20-10-216-0667400	0	1,282,550					1,282,550	73,319	1,355,869
	0	2,053,461	595,323	0	112,201	879,220	3,640,205	529,971	4,170,176
Percent of securities	0 00%	56 41%	16 35%	0 00%	3 08%	24 15%			
Perm Restricted	-	282,758	81,975	-	15,450	121,067	501,250		
Temp Restricted	-	834,166	241,835	-	45,579	357,161	1,478,740		
Unrestricted	-	936,537	271,513	-	51,172	400,992	1,660,215		
Totals	-	2,053,461	595,323	-	112,201	879,220	3,640,205		

Common Stock Analysis

Common Stock - Sector/Industry Analysis	Market value	% of equities
Financial		
Banks	55,414.00	7.19
Financial services	113,856.00	14.77
Insurance	49,084 00	6.37
Total financial	**$218,354.00**	**28.32**
Technology		
Communication Services	36,160.00	4.69
Computer Software/Hardware & Services	115,806.00	15 02
Electronics	91,972.00	11.93
Total technology	**$243,938.00**	**31.64**
Total	**$770,910 50**	**100**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
COMMON STOCK - CONSUMER CYCLICALS								
MEDIA								
GOOGLE INC COM CL A GOOG Acquired 12-21-2005	80.00	645.90	51,672 00	425.91	34,073.01	17,598.99		0.00
TOTALMEDIA			**$51,672.00**		**$34,073.01**	**$17,598.99**		**0.00**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
MISC - CONSUMERCYCLICALS								
EBAY INC								
EBAY								
Acquired 02-28-2008	100.00	30.33	3,033.00	27.37	2,736.53	296.47		0.00
Acquired 10-09-2008	700.00		21,231.00	16.99	11,893.56	9,337.44		
Total Position	**800.00**		**24,264.00**		**14,630.09**	**9,633.91**		**0.00**
TOTALMISC - CONSUMERCYCLICALS			**$24,264.00**		**$14,630.09**	**$9,633.91**		**0.00**
RETAIL								
AMAZON COM INC								
AMZN								
Acquired 12-21-2005	396.00	173.10	68,547.60	48.81	19,329.83	49,217.77		0.00
Acquired 12-22-2005	4.00		692.40	48.72	194.87	497.53		
Total Position	**400.00**		**69,240.00**		**19,524.70**	**49,715.30**		**0.00**
TOTALRETAIL			**$69,240.00**		**$19,524.70**	**$49,715.30**		**0.00**
TOTAL CONSUMER CYCLICALS			**$145,176 00**		**$68,227 80**	**$76,948 20**		**0.00**
COMMON STOCK - CONSUMER STAPLES								
DRUGS								
AMGEN INC								
AMGN								
Acquired 10-12-2004	500.00	64.21	32,105.00	55.78	27,889.20	4,215.80	720	2.24
TEVA PHARMACEUTICAL INDS LTD								
SPONS ADR								
TEVA								
Acquired 10-12-2005	138.00	40.36	5,569.68	34.56	4,769.06	800.62	108	1.95
Acquired 10-13-2005	298.00		12,026.58	34.49	10,278.68	1,747.90	234	

Holdings Detail-Principal Assets

EQUITIES

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Estimated annual Income*	*Current market yield (%)*
Acquired 10-14-2005	165.00		6,658.78	34.14	5,633.15	1,025.63	130	
Acquired 10-17-2005	149.00		6,014.96	34.53	5,144.58	870.38	117	
Total Position	**750.00**		**30,270.00**		**25,825.47**	**4,444.53**	**589**	**1.94**
TOTALDRUGS			**$62,375.00**		**$53,714.67**	**$8,660.33**	**$1,309**	**2.10**
HEALTHCARE								
MEDTRONIC INC								
MDT								
Acquired 03-03-1995	450.00	38.25	17,212.50	7.54	3,394.68	13,817.82	437	2.54
UNITEDHEALTH GROUP INC								
UNH								
Acquired 01-12-2006	300.00	50.68	15,201.46	62.58	18,774.45	-3,572.99	195	1.28
Acquired 09-14-2007	400.00		20,274.54	50.18	20,071.48	203.06	260	
Total Position	**700.00**		**35,476.00**		**38,845.93**	**-3,369.93**	**455**	**1.28**
TOTALHEALTHCARE			**$52,688.50**		**$42,240.61**	**$10,447.89**	**$892**	**1.69**
TOTAL CONSUMER STAPLES			**$115,063.50**		**$95,955.28**	**$19,108 22**	**$2,200**	**1.91**
COMMON STOCK - ENERGY/UTILITIES								
OIL								
TRANSOCEAN LTD								
FGN COM								
RIG								
Acquired 05-12-2009	300.00	38.39	11,517.00	73.46	22,038.57	-10,521.57	948	8.23
Acquired 06-03-2010	200 00		7,678.00	50 77	10,154.36	-2,476.36	632	
Total Position	**500 00**		**19,195.00**		**32,192.93**	**-12,997 93**	**1,580**	**8.23**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
BAKER HUGHES INC								
BHI								
Acquired 05-12-2009	600.00	48.64	29,184.00	37.31	22,386 30	6,797.70	360	1.23
TOTALOIL			**$48,379.00**		**$54,579.23**	**-$6,200.23**	**$1,940**	**4.01**
TOTAL ENERGY/UTILITIES			**$48,379 00**		**$54,579.23**	**-$6,200 23**	**$1,940**	**4.01**
COMMON STOCK - FINANCIAL								
BANKS								
TCF FINL CORP								
TCB								
Acquired 06-12-2008	1,700.00	10.32	17,544.00	13.85	23,537.86	-5,993.86	340	1.94
US BANCORP								
USB								
Acquired 05-10-2011	1,400 00	27.05	37,870 00	25.66	35,920.50	1,949 50	700	1.85
TOTALBANKS			**$55,414.00**		**$59,458.36**	**-$4,044.36**	**$1,040**	**1.88**
FINANCIALSERVICES								
CIT GROUP INC								
CIT								
Acquired 07-30-2010	800.00	34 87	27,896.00	36.19	28,952.56	-1,056.56		0.00
JP MORGAN CHASE & CO								
JPM								
Acquired 07-30-2010	700.00	33.25	23,275.00	40.42	28,291.27	-5,016.27	700	3.01
Acquired 10-10-2011	700.00		23,275.00	32.16	22,512.21	762.79	700	
Total Position	**1,400.00**		**46,550 00**		**50,803.48**	**-4,253.48**	**1,400**	**3.01**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
SCHWAB CHARLES CORP NEW								
SCHW								
Acquired 12-06-2004	2,800.00	11.26	31,528 00	10 83	30,324.00	1,204.00	672	2.13
Acquired 10-10-2011	700.00		7,882.00	12.16	8,514.52	-632.52	168	
Total Position	**3,500.00**		**39,410.00**		**38,838.52**	**571.48**	**840**	**2.13**
TOTALFINANCIALSERVICES			**$113,856.00**		**$118,594.56**	**-$4,738.56**	**$2,240**	**1.97**
INSURANCE								
ACE LTD								
FGN COM								
ACE								
Acquired 01-14-2010	700.00	70 12	49,084 00	48.54	33,980.66	15,103 34	1,316	2.68
TOTALINSURANCE			**$49,084.00**		**$33,980.66**	**$15,103.34**	**$1,316**	**2.68**
TOTAL FINANCIAL			**$218,354.00**		**$212,033.58**	**$6,320 42**	**$4,596**	**2.10**
COMMON STOCK - TECHNOLOGY								
COMMUNICATIONSERVICES								
CISCO SYS INC								
CSCO								
Acquired 11-05-2001	2,000.00	18.08	36,160.00	17.95	35,900.00	260.00	480	1.33
TOTALCOMMUNICATIONSERVICES			**$36,160.00**		**$35,900.00**	**$260.00**	**$480**	**1.33**
COMPUTERSOFTWARE/HARDWARE& SERVICES								
COGNIZANT TECH SOLUTIONS CORP								
COM CL A								
CTSH								
Acquired 10-12-2004	800.00	64.31	51,448.00	15.94	12,755.72	38,692.28		0.00

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
INTERNATIONAL BUSINESS MACHS								
IBM								
Acquired 03-07-2007	141 00	183.88	25,923.40	94.27	13,292.45	12,630 95	423	1.63
Acquired 03-08-2007	106.00		19,490.18	94.23	9,988.35	9,501.83	318	
Acquired 03-09-2007	103.00		18,944.42	93.08	9,586.96	9,357.46	309	
Total Position	**350.00**		**64,358.00**		**32,867.76**	**31,490.24**	**1,050**	**1.63**
TOTALCOMPUTERSOFTWARE/HARDWARE& SERVICES			**$115,806.00**		**$45,623.48**	**$70,182.52**	**$1,050**	**0.91**
ELECTRONICS								
BROADCOM CORP								
COM CL A								
BRCM								
Acquired 02-28-2008	700.00	29.36	20,552.00	19.39	13,569.57	6,982.43	252	1.23
KLA-TENCORP CORP								
KLAC								
Acquired 10-27-2008	800.00	48.25	38,600.00	20.05	16,037.92	22,562.08	1,120	2.90
QUALCOMM INC								
QCOM								
Acquired 10-12-2004	400 00	54.70	21,877 81	41.33	16,530.76	5,347.05	344	1.57
Acquired 07-22-2005	200 00		10,942.19	39 09	7,818.92	3,123.27	172	
Total Position	**600.00**		**32,820.00**		**24,349.68**	**8,470.32**	**516**	**1.57**
TOTALELECTRONICS			**$91,972.00**		**$53,957.17**	**$38,014.83**	**$1,888**	**2.05**
TOTAL TECHNOLOGY			**$243,938 00**		**$135,480.65**	**$108,457 35**	**$3,418**	**1 40**
TOTAL COMMON STOCK			**$770,910.50**		**$566,276.54**	**$204,633.96**	**$12,154**	**1.58**
TOTAL EQUITIES			**$770,910.50**		**$566,276 54**	**$204,633.96**	**$12,154**	**1.58**

Holdings Detail-Principal Assets

CASH EQUIVALENTS Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	23,909.19	1.00	23,909.19	1.00	23,909.19	0.00	2	0.01
Total Money market instruments			**$23,909.19**		**$23,909.19**	**$0.00**	**$2**	**0.01**
TOTAL CASH EQUIVALENTS			**$23,909.19**		**$23,909.19**	**$0.00**	**$2**	**0.01**

Holdings Detail-Income Assets

CASH EQUIVALENTS Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	1,564.01	1.00	1,564.01	1.00	1,564.01	0.00	0	0.01
Total Money market instruments			**$1,564.01**		**$1,564.01**	**$0.00**	**$0**	**0.01**
TOTAL CASH EQUIVALENTS			**$1,564.01**		**$1,564.01**	**$0.00**	**$0**	**0.01**
Total Income Assets			**$1,564.01**		**$1,564.01**	**$0.00**	**$0**	**0.01**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
EQUITY FUNDS								
MUTUALFUNDS								
AMERICAN EUROPACIFIC GRWTH FD OPEN-END FUND CL A AEPGX	16,931.827	35.16	595,323.04	31.53	533,908.71	61,414.33	9,990	1.68
TOTALMUTUALFUNDS			$595,323.04		$533,908.71	$61,414.33	$9,990	1.68
TOTAL EQUITY FUNDS			$595,323.04		$533,908.71	$61,414.33	$9,990	1.68
TOTAL EQUITIES			$595,323.04		$533,908.71	$61,414.33	$9,990	1 68

CASH EQUIVALENTS

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	919 09	1.00	919 09	1.00	919.09	0.00	0	0.01
Total Money market instruments			$919.09		$919.09	$0.00	$0	0.01
TOTAL CASH EQUIVALENTS			$919.09		$919.09	$0.00	$0	0.01

Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Accrued income	Current market yield (%)
COMPLEX SECURITIES								
L-T FLOATINGRATEBONDS								
COUNTRYWIDE ASSET BKD SECS INC ABS 2004-S1 M2 DTD 12/01/04 FL RT% DUE 02/25/35 Acquired 12-04-2006	23,323.22	81.32	18,967 87	91.62	21,370.09	-2,402.22	99	6.25
TOTALL-T FLOATINGRATEBONDS			**$18,967.87**		**$21,370.09**	**-$2,402.22**	**$99**	**6.25**
TOTAL COMPLEX SECURITIES			**$18,967.87**		**$21,370.09**	**-$2,402.22**	**$99**	**6.25**
CORPORATE BONDS								
FINANCE- CORPBONDS								
GENERAL ELECT CAP CORP MED TERM NT DTD 04/21/08 4.80% DUE 05/01/13 Acquired 08-18-2010	50,000.00	104.68	52,344.00	108.02	54,013.50	-1,669.50	400	4.59
JPMORGAN CHASE & CO MED TERM NT DTD 06/24/10 3.40% DUE 06/24/15 Acquired 08-18-2010	50,000.00	101 93	50,968 50	103.10	51,550.50	-582 00	33	3.34
PNC FUNDING CORP SENIOR NT DTD 06/09/09 5.40% DUE 06/10/14 Acquired 08-18-2010	50,000.00	109.35	54,678 50	111.17	55,585.00	-906 50	158	4.94

Account Statement

CHILDREN'S FAMILY CARE INC CUSTL 20-10-216-0667420

October 1, 2011 - December 31, 2011

Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Accrued income	Current market yield (%)
TOYOTA MOTOR CREDIT CORP MED TERM NT DTD 08/12/10 1.375% DUE 08/12/13 Acquired 02-18-2011	100,000.00	100.93	100,930.00	100.06	100,060.00	870.00	531	1.36
TOTALFINANCE- CORPBONDS			**$258,921.00**		**$261,209.00**	**-$2,288.00**	**$1,121**	**3.16**
INDUSTRIAL- CORPBONDS								
BERKSHIRE HATHAWAY INC SENIOR NT DTD 02/11/10 3.20% DUE 02/11/15 Acquired 08-18-2010	50,000.00	106.01	53,008.00	105.55	52,775.50	232.50	622	3.02
HEWLETT-PACKARD CO NOTE DTD 03/03/08 4.50% DUE 03/01/13 Acquired 10-31-2008	25,000.00	102.84	25,711.25	93.69	23,424.40	2,286.85	375	4.38
HONEYWELL INTERNATIONAL INC SENIOR NT DTD 03/14/06 5 40% DUE 03/15/16 Acquired 08-18-2010	50,000.00	116.30	58,150.50	117.59	58,795.00	-644.50	795	4.64
WYETH NOTE DTD 11/14/05 5.50% DUE 02/15/16 Acquired 08-18-2010	50,000 00	116.29	58,149 00	116.91	58,456.50	-307 50	1,039	4.73
TOTALINDUSTRIAL- CORPBONDS			**$195,018.75**		**$193,451.40**	**$1,567.35**	**$2,831**	**4.19**

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Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Accrued income	Current market yield (%)
UTILITIES- CORPBONDS								
AT&T INC NOTE DTD 11/17/08 6 70% DUE 11/15/13 Acquired 08-18-2010	50,000.00	110.24	55,120.50	116.08	58,040.50	-2,920.00	428	6.08
TOTALUTILITIES- CORPBONDS			**$55,120.50**		**$58,040.50**	**-$2,920.00**	**$428**	**6.08**
TOTAL CORPORATE BONDS			**$509,060.25**		**$512,700.90**	**-$3,640.65**	**$4,381**	**3.87**
TAXABLE MUNICIPAL BONDS								
GENERALOBLIGATION								
EASTLAKE OHIO GO 12/01/04 4.75% DUE 08/01/12 TXBL ASSURED GTY Acquired 11-19-2004	110,000.00	102.00	112,201.10	99.86	109,852.60	2,348.50	2,177	4.66
TOTALGENERALOBLIGATION			**$112,201.10**		**$109,852.60**	**$2,348.50**	**$2,177**	**4.66**
TOTAL TAXABLE MUNICIPAL BONDS			**$112,201.10**		**$109,852.60**	**$2,348.50**	**$2,177**	**4.66**
FOREIGN BONDS								
FOREIGNCORPORATEBONDS								
ROYAL BANK OF SCOTLAND PLC FGN SR NT DTD 09/20/10 3 95% DUE 09/21/15 Acquired 02-18-2011	100,000.00	93.77	93,770.00	99 38	99,381.00	-5,611.00	1,108	4.21
SHELL INTERNATIONAL FINANCE B V FGN SR NT DTD 03/23/09 4.00% DUE 03/21/14 Acquired 08-18-2010	50,000.00	107 48	53,742.00	108.16	54,081.50	-339.50	556	3.72

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Holdings Detail-Principal Assets

FIXED INCOME

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Accrued income*	*Current market yield (%)*
TOTAL CAPITAL S A FGN NT DTD 09/15/10 2.30% DUE 03/15/16 Acquired 02-18-2011	100,000.00	102.63	102,633.00	97.30	97,305.00	5,328.00	677	2.24
TOTAL FOREIGN CORPORATE BONDS			**$250,145.00**		**$250,767.50**	**-$622.50**	**$2,341**	**3.30**
FOREIGN GOVERNMENT BONDS								
ONTARIO PROV CDA FGN DEB DTD 01/27/11 1.375% DUE 01/27/14 Acquired 02-18-2011	100,000.00	101.04	101,047.00	99.14	99,140.00	1,907.00	588	1.36
TOTAL FOREIGN GOVERNMENT BONDS			**$101,047.00**		**$99,140.00**	**$1,907.00**	**$588**	**1.36**
TOTAL FOREIGN BONDS			**$351,192.00**		**$349,907.50**	**$1,284.50**	**$2,929**	**2.74**
TOTAL FIXED INCOME			**$991,421 22**		**$993,831.09**	**-$2,409.87**	**$9,586**	**3.60**

CASH EQUIVALENTS

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Accrued income*	*Current market yield (%)*
Money market instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	292,968.33	1.00	292,968.33	1.00	292,968.33	0.00	2	0.01
Total Money market instruments			**$292,968.33**		**$292,968.33**	**$0.00**	**$2**	**0.01**
TOTAL CASH EQUIVALENTS			**$292,968.33**		**$292,968.33**	**$0.00**	**$2**	**0.01**

Holdings Detail-Income Assets

CASH EQUIVALENTS

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Accrued income	Current market yield (%)
Money market Instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	137,291.71	1.00	137,291.71	1.00	137,291.71	0.00	1	0.01
Total Money market instruments			$137,291.71		$137,291.71	$0 00	$1	0.01
TOTAL CASH EQUIVALENTS			**$137,291.71**		**$137,291 71**	**$0.00**	**$1**	**0.01**
Total Income Assets			**$137,291.71**		**$137,291.71**	**$0.00**	**$1**	**0.01**

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Holdings Detail-Principal Assets

EQUITIES

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Estimated annual income*	*Current market yield (%)*
COMMON STOCK - BASIC INDUSTRY								
CHEMICAL								
MONSANTO CO								
MON								
Acquired 11-19-2008	20.00	70 07	1,400.83	70.03	1,400.60	0.23	24	1.71
Acquired 09-11-2009	60.00		4,203.84	78.00	4,679.74	-475.90	72	
Acquired 03-29-2010	70.00		4,903.91	71.21	4,984.95	-81.04	84	
Acquired 05-12-2010	100.00		7,007.39	57.06	5,706.08	1,301.31	120	
Acquired 06-10-2010	220 00		15,414.80	50.59	11,130.04	4,284.76	264	
Acquired 05-10-2011	90 00		6,308.43	66.18	5,956.21	352.22	108	
Total Position	**560.00**		**39,239.20**		**33,857.62**	**5,381.58**	**672**	**1.71**
TOTALCHEMICAL			**$39,239.20**		**$33,857.62**	**$5,381.58**	**$672**	**1.71**
PAPERAND FORESTPRODUCTS								
OWENS ILL INC								
OI								
Acquired 05-18-2010	430.00	19.38	8,332.77	30.91	13,290.10	-4,957.33	255	3.07
Acquired 06-15-2011	130.00		2,520.03	26.32	3,422.09	-902.06	77	
Total Position	**560.00**		**10,852.80**		**16,712.19**	**-5,859.39**	**333**	**3.06**
TOTALPAPERAND FORESTPRODUCTS			**$10,852.80**		**$16,712.19**	**-$5,859.39**	**$333**	**3.06**
TRANSPORTATION								
FEDEX CORP								
FDX								
Acquired 09-30-2008	10.00	83.51	834.76	80.45	804.51	30.25	5	0.62
Acquired 05-12-2009	100.00		8,351.21	55.38	5,537.76	2,813.45	52	
Acquired 06-23-2010	60 00		5,010.73	76.70	4,602.19	408.54	31	
Total Position	**170.00**		**14,196.70**		**10,944.46**	**3,252.24**	**88**	**0.62**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
NORFOLK SOUTHERN CORP								
NSC								
Acquired 07-08-2010	180.00	72.86	13,114.80	52.18	9,393.16	3,721.64	310	2 36
SOUTHWEST AIRLINES CO								
LUV								
Acquired 10-13-2008	490.00	8.56	4,193.03	12.89	6,314 19	-2,121.16	9	0.21
Acquired 02-13-2009	1,190.00		10,185.41	7.38	8,779.58	1,405.83	21	
Acquired 02-03-2011	340.00		2,910.82	11.67	3,967.70	-1,056.88	6	
Acquired 07-14-2011	710.00		6,078.33	10.77	7,650.25	-1,571.92	13	
Acquired 08-16-2011	390.00		3,339.61	8.54	3,330.50	9.11	7	
Total Position	**3,120.00**		**26,707.20**		**30,042.22**	**-3,335.02**	**56**	**0.21**
US AIRWAYS GROUP INC								
LCC								
Acquired 02-18-2011	770.00	5.07	3,903.82	9.75	7,506.42	-3,602.60		0.00
Acquired 06-27-2011	450.00		2,281.04	9.26	4,165.81	-1,884.77		
Acquired 08-03-2011	670.00		3,397.44	5.82	3,900.07	-502.63		
Total Position	**1,890.00**		**9,582.30**		**15,572.30**	**-5,990 00**		**0.00**
UNITED CONTINENTAL HOLDINGS INC								
UAL								
Acquired 02-22-2011	290 00	18.87	5,472 18	24 82	7,197.61	-1,725.43		0.00
Acquired 06-24-2011	140.00		2,641.85	23.02	3,223.14	-581.29		
Acquired 08-03-2011	180.00		3,396.67	17.38	3,128.58	268.09		
Total Position	**610.00**		**11,510.70**		**13,549.33**	**-2,038.63**		**0 00**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
UNITED PARCEL SERVICE INC								
COM CL B								
UPS								
Acquired 07-20-2005	140.00	73.19	10,245.35	70.75	9,904.64	340.71	291	2.84
Acquired 06-10-2008	80.00		5,855.50	69.84	5,587.42	268.08	166	
Acquired 01-07-2010	70.00		5,124.25	57 53	4,027.07	1,097.18	146	
Total Position	**290.00**		**21,225.10**		**19,519.13**	**1,705 97**	**603**	**2.84**
TOTALTRANSPORTATION			**$96,336.80**		**$99,020.60**	**-$2,683.80**	**$1,057**	**1.10**
TOTAL BASIC INDUSTRY			**$146,428.80**		**$149,590.41**	**-$3,161 61**	**$2,062**	**1 41**
COMMON STOCK - CAPITAL GOODS								
MISC-INDUSTRIAL								
COOPER INDUSTRIES PLC								
FGN COM CL A								
CBE								
Acquired 11-08-2011	149.00	54.15	8,068 35	55.45	8,261.49	-193 14	173	2.14
FLOWSERVE CORP								
FLS								
Acquired 11-10-2010	80.00	99.32	7,945.60	106.51	8,520.79	-575.19	102	1.29
Acquired 05-06-2011	70.00		6,951 30	122.07	8,545.03	-1,593.73	90	
Acquired 10-13-2011	100.00		9,933 10	83.28	8,328.29	1,604.81	128	
Total Position	**250.00**		**24,830.00**		**25,394.11**	**-564.11**	**320**	**1.29**
PALL CORP								
PLL								
Acquired 10-05-2009	290.00	57.15	16,573.50	31.80	9,220.61	7,352.89	203	1.23

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
QUANTA SERVICES INC								
PWR								
Acquired 08-23-2010	500.00	21.54	10,769.91	18.84	9,419.05	1,350.86		0 00
Acquired 11-16-2011	480.00		10,339.29	20.21	9,702.56	636.73		
Total Position	**980.00**		**21,109.20**		**19,121.61**	**1,987.59**		**0.00**
TOTALMISC-INDUSTRIAL			**$70,581.05**		**$61,997.82**	**$8,583.23**	**$696**	**0.99**
TOTAL CAPITAL GOODS			**$70,581 05**		**$61,997 82**	**$8,583.23**	**$696**	**0.99**
COMMON STOCK - CONSUMER CYCLICALS								
HOMEPRODUCTS								
D R HORTON INC								
DHI								
Acquired 05-31-2011	320 00	12.61	4,034 65	12.03	3,848.16	186.49	48	1 19
Acquired 11-22-2011	270.00		3,405.25	11.23	3,030.83	374.42	41	
Total Position	**590.00**		**7,439.90**		**6,878.99**	**560.91**	**89**	**1.19**
LENNAR CORP								
LEN								
Acquired 05-31-2011	200.00	19 65	3,929.88	18.91	3,782.09	147.79	32	0.81
Acquired 11-22-2011	180.00		3,537.12	16.86	3,034.72	502.40	29	
Total Position	**380.00**		**7,467.00**		**6,816.81**	**650.19**	**61**	**0.81**
NVR INC								
NVR								
Acquired 11-28-2011	10.00	686.00	6,860.00	632.98	6,329.79	530.21		0.00

Holdings Detail-Principal Assets

EQUITIES

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Estimated annual income*	*Current market yield (%)*
TOLL BROTHERS INC								
TOL								
Acquired 06-01-2011	180.00	20.42	3,674.98	21.59	3,886.87	-211 89		0.00
Acquired 11-22-2011	170.00		3,472.02	18.99	3,228.86	243.16		
Total Position	**350.00**		**7,147.00**		**7,115.73**	**31.27**		**0.00**
TOTALHOMEPRODUCTS			**$28,913.90**		**$27,141.32**	**$1,772.58**	**$149**	**0.52**
MEDIA								
AMC NETWORKS INC								
COM CL A								
AMCX								
Acquired 06-17-2011	410 00	37.58	15,407.80	35 12	14,400.88	1,006.92		0.00
WALT DISNEY CO								
DIS								
Acquired 11-11-2008	580.00	37.50	21,750 00	22.05	12,787.90	8,962.10	348	1.60
Acquired 08-10-2011	350.00		13,122.78	31.74	11,109.98	2,012.80	210	
Acquired 08-11-2011	320 00		12,002.22	32.10	10,270.92	1,731.30	192	
Total Position	**1,250.00**		**46,875 00**		**34,168 80**	**12,706.20**	**750**	**1.60**
DISCOVERY COMMUNICATIONS INC								
COM SER A								
DISCA								
Acquired 04-30-2010	500.00	40.97	20,485.00	38.81	19,404.55	1,080.45		0.00
DIRECTV								
COM CL A								
DTV								
Acquired 11-14-2011	460.00	42.76	19,669.60	45.63	20,991.18	-1,321.58		0.00
GOOGLE INC								
COM CL A								
GOOG								
Acquired 08-17-2007	30.00	645.90	19,375.06	495.69	14,870.83	4,504.23		0.00
Acquired 08-05-2008	20.00		12,917 35	471.74	9,434.84	3,482.51		

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Acquired 10-01-2008	10.00		6,459.64	406 20	4,062.04	2,397.60		
Acquired 05-21-2010	20.00		12,918.00	477.27	9,545.37	3,372.63		
Acquired 05-10-2011	10.00		6,460.95	543.00	5,430.02	1,030.93		
Total Position	**90.00**		**58,131.00**		**43,343.10**	**14,787.90**		**0 00**
NEWS CORP INC								
COM CL A								
NWSA								
Acquired 04-14-2011	340.00	17.84	6,065.42	17.04	5,792.65	272 77	65	1.07
Acquired 06-15-2011	710.00		12,666.58	16 00	11,362.06	1,304.52	135	
Total Position	**1,050.00**		**18,732.00**		**17,154 71**	**1,577.29**	**200**	**1 06**
TIME WARNER INC								
TWX								
Acquired 03-05-2010	690.00	36.14	24,933.99	30.42	20,988.97	3,945.02	649	2.60
Acquired 10-27-2010	330.00		11,928.81	31.36	10,347.48	1,581.33	310	
Total Position	**1,020.00**		**36,862.80**		**31,336.45**	**5,526.35**	**959**	**2.60**
WASHINGTON POST CO								
WPO								
Acquired 04-29-2010	20.00	376.81	7,536.20	515.80	10,315.93	-2,779.73	188	2.50
Acquired 08-06-2010	20.00		7,536.20	376.17	7,523.33	12.87	188	
Total Position	**40.00**		**15,072.40**		**17,839.26**	**-2,766 86**	**376**	**2.49**
TOTALMEDIA			**$231,235.60**		**$198,638.93**	**$32,596.67**	**$2,284**	**0.99**
MISC - CONSUMERCYCLICALS								
CARNIVAL CORP								
CCL								
Acquired 01-07-2002	365.00	32.64	11,912.94	28.20	10,291.91	1,621.03	365	3.06
Acquired 01-29-2009	180.00		5,873.72	18.64	3,354.50	2,519.22	180	
Acquired 01-07-2010	95.00		3,100.89	32.04	3,043.80	57.09	95	
Acquired 08-08-2011	410.00		13,384.45	30 33	12,437.19	947.26	410	
Total Position	**1,050.00**		**34,272.00**		**29,127 40**	**5,144.60**	**1,050**	**3.06**
TOTALMISC - CONSUMERCYCLICALS			**$34,272.00**		**$29,127.40**	**$5,144.60**	**$1,050**	**3.06**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
RETAIL								
AMAZON COM INC								
AMZN								
Acquired 08-05-2011	20.00	173.10	3,461.65	195.83	3,916.69	-455.04		0.00
Acquired 08-12-2011	90.00		15,579.35	201.73	18,156.13	-2,576.78		
Total Position	**110 00**		**19,041.00**		**22,072.82**	**-3,031.82**		**0.00**
DICKS SPORTING GOODS INC								
DKS								
Acquired 01-05-2009	460.00	36 88	16,964.80	14.74	6,779.90	10,184.90	230	1.36
KROGER CO								
KR								
Acquired 12-07-2009	510.00	24.22	12,351.47	22.86	11,658.91	692.56	235	1.90
Acquired 01-07-2010	130 00		3,148.80	20.32	2,641.53	507.27	60	
Acquired 08-09-2011	250.00		6,055.53	21 96	5,488.83	566.70	115	
Total Position	**890.00**		**21,555.80**		**19,789.27**	**1,766.53**	**409**	**1.90**
TOTALRETAIL			**$57,561.60**		**$48,641.99**	**$8,919.61**	**$639**	**1.11**
TOTAL CONSUMER CYCLICALS			**$351,983 10**		**$303,549.64**	**$48,433 46**	**$4,123**	**1 17**

COMMON STOCK - CONSUMER STAPLES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
FOOD/BEVERAGE/MISC-STAPLES								
COCA COLA CO								
KO								
Acquired 05-27-2010	180 00	69.97	12,592.64	50.99	9,178.18	3,414.46	338	2.69
Acquired 06-02-2010	200 00		13,994.31	52.31	10,462.08	3,532.23	376	
Acquired 06-28-2011	140.00		9,797.45	65.87	9,222.17	575.28	263	
Total Position	**520 00**		**36,384.40**		**28,862.43**	**7,521.97**	**978**	**2 69**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
H J HEINZ CO								
HNZ								
Acquired 08-28-2009	280 00	54.04	15,131.20	38.35	10,737.27	4,393.93	538	3.55
KRAFT FOODS INC								
COM CL A								
KFT								
Acquired 10-12-2010	210.00	37.36	7,844.10	31.03	6,516.26	1,327.84	244	3.11
Acquired 01-05-2011	370.00		13,824.70	31.57	11,680.01	2,144.69	429	
Total Position	**580.00**		**21,668 80**		**18,196.27**	**3,472.53**	**673**	**3.10**
TOTALFOOD/BEVERAGE/MISC-STAPLES			**$73,184.40**		**$57,795.97**	**$15,388.43**	**$2,188**	**2 99**
DRUGS								
BIOMARIN PHARMACEUTICAL INC								
BMRN								
Acquired 05-31-2011	390.00	34.38	13,407.16	28.10	10,960.78	2,446.38		0.00
Acquired 06-30-2011	100.00		3,437.88	27.26	2,726.12	711.76		
Acquired 12-13-2011	140.00		4,814.36	32 46	4,543.76	270.60		
Total Position	**630.00**		**21,659.40**		**18,230.66**	**3,428.74**		**0.00**
TOTALDRUGS			**$21,659.40**		**$18,230.66**	**$3,428.74**		**0.00**
HEALTHCARE								
ALERE INC								
ALR								
Acquired 09-12-2008	440.00	23.09	10,156.27	31 99	14,076.35	-3,920.08		0.00
Acquired 09-17-2008	100.00		2,308.02	30.26	3,026.10	-718.08		
Acquired 04-29-2010	200.00		4,617.48	39.98	7,995.84	-3,378.36		
Acquired 06-16-2010	290.00		6,696.42	28.64	8,306.12	-1,609.70		
Acquired 10-19-2010	170.00		3,926.19	30.24	5,140.66	-1,214.47		
Acquired 07-07-2011	280.00		6,468.82	38.41	10,753.54	-4,284.72		
Total Position	**1,480.00**		**34,173.20**		**49,298.61**	**-15,125.41**		**0.00**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
ALLSCRIPTS HEALTHCARE SOLUTIONS								
MDRX								
Acquired 09-14-2011	370.00	18.94	7,007.32	18 33	6,780.29	227.03		0.00
Acquired 12-14-2011	380.00		7,197.68	17.52	6,657.07	540.61		
Total Position	**750.00**		**14,205.00**		**13,437.36**	**767.64**		**0 00**
BECTON DICKINSON & CO								
BDX								
Acquired 10-08-2008	80 00	74.72	5,977.00	77.50	6,200.07	-223 07	144	2.41
Acquired 11-26-2008	110.00		8,217.88	62.01	6,821.58	1,396.30	198	
Acquired 03-12-2009	100.00		7,472.76	61.75	6,175.49	1,297.27	180	
Acquired 07-27-2010	150.00		11,209.16	68.31	10,246.13	963.03	270	
Total Position	**440.00**		**32,876.80**		**29,443.27**	**3,433.53**	**792**	**2.41**
BOSTON SCIENTIFIC CORP								
BSX								
Acquired 09-28-2010	2,180.00	5.34	11,640.53	5.92	12,909.31	-1,268.78		0.00
Acquired 05-24-2011	1,570.00		8,384 47	6.74	10,580.53	-2,196.06		
Total Position	**3,750.00**		**20,025.00**		**23,489.84**	**-3,464.84**		**0.00**
CERNER CORP								
CERN								
Acquired 11-17-2008	240.00	61.25	14,696 32	18 19	4,365.94	10,330.38		0.00
Acquired 11-19-2008	160.00		9,800.32	17.41	2,785.06	7,015.26		
Acquired 12-27-2011	220 00		13,478.36	62.05	13,650.20	-171.84		
Total Position	**620.00**		**37,975.00**		**20,801.20**	**17,173.80**		**0.00**
GEN-PROBE INC								
GPRO								
Acquired 11-11-2009	190.00	59.12	11,232.80	41.67	7,918.08	3,314.72		0.00
VOLCANO CORP								
VOLC								
Acquired 06-27-2011	320.00	23.79	7,612.68	30.56	9,778.19	-2,165.51		0.00
Acquired 11-17-2011	70.00		1,665.42	23.20	1,623.99	41.43		
Total Position	**390.00**		**9,278.10**		**11,402.18**	**-2,124 08**		**0.00**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
WATERS CORP								
WAT								
Acquired 09-08-2011	130.00	74.05	9,626 50	77.08	10,020.93	-394.43		0.00
TOTALHEALTHCARE			**$169,392.40**		**$165,811.47**	**$3,580.93**	**$792**	**0.47**
TOTAL CONSUMER STAPLES			**$264,236 20**		**$241,838.10**	**$22,398 10**	**$2,980**	**1.13**
COMMON STOCK - ENERGY/UTILITIES								
OIL								
WEATHERFORD INTERNATIONAL LTD								
WFT								
Acquired 10-21-2003	910.00	14.64	13,322.19	9.02	8,208.33	5,113.86		0.00
Acquired 01-06-2009	260.00		3,806.23	13.92	3,618.57	187.66		
Acquired 01-07-2010	140.00		2,049.93	19.61	2,745.37	-695.44		
Acquired 03-02-2011	20 00		292.85	21.39	427.77	-134.92		
Total Position	**1,330.00**		**19,471.20**		**15,000 04**	**4,471.16**		**0.00**
BAKER HUGHES INC								
BHI								
Acquired 08-07-2002	450.00	48.64	21,887.90	23.08	10,384.51	11,503.39	270	1.23
Acquired 08-18-2009	70.00		3,404.43	36.63	2,564.07	840.36	42	
Acquired 11-01-2011	190.00		9,242.07	53.72	10,207.31	-965.24	114	
Total Position	**710.00**		**34,534.40**		**23,155.89**	**11,378.51**	**426**	**1.23**
HESS CORP								
HES								
Acquired 06-16-2009	150.00	56.80	8,519.31	57 62	8,642.97	-123.66	60	0.70
Acquired 07-28-2009	50.00		2,838.14	52.89	2,644.55	193.59	20	
Acquired 09-16-2009	140.00		7,952.48	55.66	7,792.71	159.77	56	

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Acquired 07-28-2010	100.00		5,679 95	52.95	5,294.62	385.33	40	
Acquired 08-04-2011	140.00		7,954.12	62 21	8,709.00	-754.88	56	
Total Position	**580.00**		**32,944.00**		**33,083.85**	**-139 85**	**232**	**0.70**
TOTALOIL			**$86,949.60**		**$71,239.78**	**$15,709.82**	**$658**	**0.76**
TOTAL ENERGY/UTILITIES			**$86,949.60**		**$71,239.78**	**$15,709.82**	**$658**	**0.76**
COMMON STOCK - FINANCIAL								
BANKS								
BANK OF NEW YORK MELLON CORP								
BK								
Acquired 09-16-2009	490.00	19.91	9,755.90	28.97	14,193.34	-4,437.44	255	2.61
Acquired 04-26-2011	180 00		3,583 52	28 55	5,139.06	-1,555.54	94	
Acquired 12-08-2011	130.00		2,588.58	19.30	2,508.80	79.78	68	
Total Position	**800.00**		**15,928.00**		**21,841.20**	**-5,913.20**	**416**	**2.61**
STATE STR CORP								
STT								
Acquired 01-21-2011	490.00	40.31	19,751.90	47.90	23,470.90	-3,719.00	353	1.79
TOTALBANKS			**$35,679.90**		**$45,312.10**	**-$9,632.20**	**$769**	**2.15**
FINANCIALSERVICES								
ALEXANDRIA REAL ESTATE EQUITIES								
REIT								
ARE								
Acquired 11-04-2011	60.00	68.97	4,138.20	68.20	4,091.71	46.49	118	2.84
AMERICAN EXPRESS CO								
AXP								
Acquired 12-01-2008	70.00	47.17	3,301.80	20.51	1,435.40	1,866.40	50	1.53
Acquired 02-12-2009	240.00		11,320 90	15 57	3,735.79	7,585.11	173	
Total Position	**310.00**		**14,622.70**		**5,171.19**	**9,451.51**	**223**	**1.53**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
CME GROUP INC								
CME								
Acquired 04-19-2011	70.00	243 67	17,056 90	303.63	21,253.75	-4,196.85	392	2.30
Acquired 06-28-2011	10.00		2,436.45	283.86	2,838.63	-402.18	56	
Acquired 07-06-2011	20.00		4,873.65	295.81	5,916.13	-1,042.48	112	
Total Position	**100.00**		**24,367 00**		**30,008.51**	**-5,641.51**	**560**	**2.30**
CORPORATE OFFICE PPTYS TRUST								
REIT								
OFC								
Acquired 11-03-2011	170.00	21.26	3,614.20	23.73	4,033.41	-419.21	281	7.76
DIGITAL REALTY TRUST INC								
REIT								
DLR								
Acquired 11-16-2010	20 00	66.67	1,333 33	53 30	1,066.10	267.23	54	4.08
Acquired 11-02-2011	50.00		3,333.57	62.37	3,118.32	215.25	136	
Total Position	**70.00**		**4,666.90**		**4,184.42**	**482.48**	**190**	**4.08**
DISCOVER FINANCIAL SERVICES								
DFS								
Acquired 05-16-2011	480.00	24.00	11,518.84	25.15	12,073.68	-554.84	192	1.67
Acquired 06-29-2011	240.00		5,761.16	26.23	6,294.62	-533.46	96	
Total Position	**720.00**		**17,280.00**		**18,368.30**	**-1,088.30**	**288**	**1.67**
DUPONT FABROS TECHNOLOGY INC								
REIT								
DFT								
Acquired 11-08-2011	200.00	24.22	4,844 00	23 37	4,673.60	170.40	96	1.98

Holdings Detail-Principal Assets

EQUITIES

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Estimated annual income*	*Current market yield (%)*
MASTERCARD INC								
COM CL A								
MA								
Acquired 06-07-2010	40.00	372.82	14,912.05	203.74	8,149.54	6,762.51	24	0.16
Acquired 06-10-2010	10.00		3,728.07	204.96	2,049.57	1,678.50	6	
Acquired 10-25-2010	20 00		7,457 28	243.77	4,875.45	2,581.83	12	
Total Position	**70.00**		**26,097.40**		**15,074.56**	**11,022.84**	**42**	**0 16**
MOODYS CORP								
MCO								
Acquired 10-27-2011	430.00	33.68	14,482.40	35.79	15,387.91	-905.51	275	1.90
SCHWAB CHARLES CORP NEW								
SCHW								
Acquired 09-08-2010	1,020.00	11.26	11,483.17	13.81	14,088.65	-2,605.48	245	2.13
Acquired 08-12-2011	1,280.00		14,414.83	12 41	15,885.57	-1,470.74	307	
Total Position	**2,300.00**		**25,898.00**		**29,974.22**	**-4,076.22**	**552**	**2 13**
VISA INC								
COM CL A								
V								
Acquired 08-09-2010	70.00	101.53	7,106.28	74.41	5,208.89	1,897.39	62	0.87
Acquired 08-16-2010	20.00		2,029.46	72.90	1,457.97	571.49	18	
Acquired 08-23-2010	30.00		3,045.02	70.84	2,125.28	919.74	26	
Acquired 10-13-2010	10.00		1,015.09	76.43	764.32	250.77	9	
Acquired 12-23-2010	60.00		6,092.69	68 74	4,124 63	1,968.06	53	
Acquired 06-28-2011	70.00		7,109.26	75.05	5,253.73	1,855.53	62	
Total Position	**260.00**		**26,397.80**		**18,934.82**	**7,462.98**	**229**	**0.87**
TOTALFINANCIALSERVICES			**$166,408.60**		**$149,902.65**	**$16,505.95**	**$2,854**	**1.71**
TOTAL FINANCIAL			**$202,088 50**		**$195,214 75**	**$6,873 75**	**$3,623**	**1 79**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
COMMON STOCK - TECHNOLOGY								
COMMUNICATION SERVICES								
CISCO SYS INC								
CSCO								
Acquired 01-05-2006	905.00	18.08	16,362.30	18.41	16,665.58	-303.28	217	1.33
Acquired 04-27-2009	300.00		5,423.45	18.45	5,533.95	-110.50	72	
Acquired 10-22-2010	160.00		2,893.45	23.48	3,756.46	-863.01	38	
Total Position	**1,365.00**		**24,679.20**		**25,955.99**	**-1,276 79**	**328**	**1.33**
CORNING INC								
GLW								
Acquired 08-16-2011	1,450.00	12 98	18,819.70	15.36	22,268 90	-3,449.20	435	2.31
Acquired 08-19-2011	170.00		2,207.90	14.50	2,465.10	-257.20	51	
Total Position	**1,620.00**		**21,027.60**		**24,734.00**	**-3,706.40**	**486**	**2.31**
TOTAL COMMUNICATION SERVICES			**$45,706.80**		**$50,689.99**	**-$4,983.19**	**$814**	**1.78**
COMPUTER SOFTWARE/HARDWARE SERVICES								
AUTODESK INC								
ADSK								
Acquired 01-16-2009	220.00	30.33	6,671.44	15 92	3,501.74	3,169.70		0 00
Acquired 08-07-2009	210.00		6,367.48	23.65	4,965.85	1,401.63		
Acquired 12-30-2009	190.00		5,761.98	25.53	4,850.29	911.69		
Acquired 06-28-2011	260.00		7,886.54	38 12	9,911.26	-2,024.72		
Acquired 09-01-2011	210.00		6,372.26	27.27	5,726.99	645.27		
Total Position	**1,090.00**		**33,059.70**		**28,956.13**	**4,103.57**		**0.00**
EMC CORP								
EMC								
Acquired 07-23-2008	320.00	21.54	6,892.13	13 70	4,384.61	2,507.52		0.00
Acquired 10-10-2008	450.00		9,692.90	10 21	4,592.75	5,100.15		

Holdings Detail-Principal Assets

EQUITIES

Description	*Quantity*	*Unit price*	*Market value*	*Cost per unit*	*Tax cost*	*Unrealized gain/loss*	*Estimated annual income*	*Current market yield (%)*
Acquired 04-30-2009	270 00		5,815.05	12.68	3,422 66	2,392.39		
Acquired 06-28-2011	590.00		12,710.12	27 02	15,944.02	-3,233.90		
Total Position	**1,630.00**		**35,110.20**		**28,344.04**	**6,766.16**		**0 00**
TOTALCOMPUTERSOFTWARE/HARDWARE& SERVICES			**$68,169.90**		**$57,300.17**	**$10,869.73**		**0.00**
ELECTRONICS								
AMPHENOL CORP								
COM CL A								
APH								
Acquired 06-29-2011	200 00	45.39	9,076.91	52.10	10,420.15	-1,343.24	12	0.13
Acquired 07-01-2011	80.00		3,632.29	54.79	4,383.33	-751.04	5	
Total Position	**280.00**		**12,709.20**		**14,803.48**	**-2,094.28**	**17**	**0.13**
QUALCOMM INC								
QCOM								
Acquired 04-07-2010	250.00	54.70	13,673.14	42.75	10,686.98	2,986.16	215	1.57
Acquired 06-10-2010	290.00		15,864.86	34.79	10,089.39	5,775.47	249	
Total Position	**540 00**		**29,538.00**		**20,776 37**	**8,761.63**	**464**	**1.57**
TOTALELECTRONICS			**$42,247.20**		**$35,579.85**	**$6,667.35**	**$481**	**1.14**
TOTAL TECHNOLOGY			**$156,123 90**		**$143,570 01**	**$12,553 89**	**$1,295**	**0 83**

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
COMMON STOCK - MISCELLANEOUS								
REALESTATECOMPANIES								
BIOMED REALTY TRUST INC BMR Acquired 11-07-2011	230.00	18.08	4,158.40	18.56	4,269.91	-111.51	184	4.43
TOTALREALESTATECOMPANIES			$4,158.40		$4,269.91	-$111.51	$184	4.42
TOTAL MISCELLANEOUS			$4,158.40		$4,269 91	-$111 51	$184	4.42
TOTAL COMMON STOCK			$1,282,549.55		$1,171,270.42	$111,279.13	$15,620	1.22
TOTAL EQUITIES			$1,282,549.55		$1,171,270.42	$111,279 13	$15,620	1 22

CASH EQUIVALENTS

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	54,068.14	1.00	54,068.14	1.00	54,068.14	0.00	5	0.01
Total Money market instruments			$54,068.14		$54,068.14	$0.00	$5	0.01
TOTAL CASH EQUIVALENTS			$54,068.14		$54,068.14	$0.00	$5	0.01

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Holdings Detail-Income Assets

CASH EQUIVALENTS Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Money market Instruments								
VICTORY GOVT RESERVES FD TR CL VGGXX	19,251.05	1.00	19,251.05	1.00	19,251.05	0.00	2	0 01
Total Money market Instruments			**$19,251.05**		**$19,251.05**	**$0.00**	**$2**	**0.01**
TOTAL CASH EQUIVALENTS			**$19,251.05**		**$19,251.05**	**$0.00**	**$2**	**0.01**
Total Income Assets			**$19,251.05**		**$19,251.05**	**$0.00**	**$2**	**0.01**

Realized Gain/Loss from Sales

Description	*Settle date*	*Trade date*	*Units sold*	*Tax cost*	*Proceeds*	*Short-term gain/loss*	*Long-term gain/loss*
COGNIZANT TECH SOLUTIONS CORP	5/13	5/10	-100.00	-$1,594.46	$7,771.85	$0.00	$6,177.39
EBAY INC	5/13	5/10	-300.00	-9,970.50	10,184.29	0.00	213.79
QUALCOMM INC	5/13	5/10	-200.00	-8,265.38	11,340.90	0.00	3,075.52
YAHOO! INC	5/13	5/10	-800.00	-22,861.20	14,756.51	0.00	-8,104.69
EBAY INC	10/13	10/10	-1,000.00	-32,648.03	31,983.88	0.00	-664.15
Total Realized Gain/Loss from Sales				**-$75,339.57**	**$76,037.43**	**$0.00**	**$697.86**

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Transaction Detail

Date	Description	Income cash	Principal cash	Tax cost
12/29	AMERICAN EUROPACIFIC GRWTH FD OPEN-END FUND CL A REINVESTED ON 12/28/11 PURCH 279.434 SHS @ 35.16 A SHR		-9,824.91	9,824.91
12/29	TRANSFER INCOME TO PRINCIPAL	-9,824.91		
12/29	TRANSFER INCOME TO PRINCIPAL		9,824.91	
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY PURCHASE OF AUTOMATIC CASH INVESTMENT	-0.01	-1,600.00	1,600.01
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY SALE OF AUTOMATIC CASH INVESTMENT	0.01	1,407.52	-1,407.53
	Ending balance on 12/31	**$0.00**	**$0.00**	**$534,827.80**

Realized Gain/Loss from Sales

Description	Settle date	Trade date	Units sold	Tax cost	Proceeds	Short-term gain/loss	Long-term gain/loss
AMERICAN EUROPACIFIC GRWTH FD	9/6	9/2	-42.59	-$1,744 36	$1,600.00	-$144.36	$0.00
Total Realized Gain/Loss from Sales				**-$1,744.36**	**$1,600.00**	**-$144.36**	**$0.00**

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Transaction Detail

Date	Description	Income cash	Principal cash	Tax cost
12/27	JPMORGAN CHASE & CO MED TERM NT DTD 06/24/10 3.40% DUE 06/24/15 INTEREST ON 50,000 PAR PAYABLE 12/24/11	850 00		
12/28	NORTHERN TRUST FUNDS REPRESENT PAYMENT FOR ACCT MGMT FEES ID # 78638 A/R CUSTOMER # 348219 INVOICE # -01296173 DUE 1/6/2012 CHILDREN S FAMILY CARE INC	-641.96		
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY PURCHASE OF AUTOMATIC CASH INVESTMENT	-47,086 65	-357,646.96	404,733.61
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY SALE OF AUTOMATIC CASH INVESTMENT	7,755.02	397,499 16	-405 254.18
	Ending balance on 12/31	**$0.00**	**$0.00**	**$1,424,091.13**

Realized Gain/Loss from Sales

Description	Settle date	Trade date	Units sold	Tax cost	Proceeds	Short-term gain/loss	Long-term gain/loss
FIRST REPUBLIC BANCORP	1/26	1/21	-25,000.00	-$25,112 50	$26,312 50	$0 00	$1,200.00
ISTAR FINANCIAL INC	1/26	1/21	-72,000.00	-70,704.00	66,240 00	0 00	-4,484.00
ROYAL BANK OF SCOTLAND GROUP PLC	1/26	1/21	-50,000.00	-48,492 99	48,850.00	0 00	357.01
AMERICAN INTERNATIONAL GROUP INC	10/19	10/19	-25,000 00	-24,000.00	25,000.00	0.00	1,000.00
Total Realized Gain/Loss from Sales				**-$168,309.49**	**$166,402.50**	**$0.00**	**-$1,906.99**

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Transaction Detail

Date	Description	Income cash	Principal cash	Tax cost
12/29	CME GROUP INC COM DIV PAYABLE 12/29/11 @ 1.40 A SHR ON 100 SHARES	140.00		
12/30	BECTON DICKINSON & CO COM DIV PAYABLE 12/30/11 @ .45 A SHR ON 440 SHARES	198.00		
12/30	CERNER CORP COM COWEN AND COMPANY 12/27 PURC 220 SHS @ 62.0163 COMM 6.60		-13,650.20	13,650.20
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY PURCHASE OF AUTOMATIC CASH INVESTMENT	-17,069.50	-572,831.31	589,900.81
12/31	CONSOLIDATION OF STATEMENT ACI ACTIVITY SALE OF AUTOMATIC CASH INVESTMENT	18,502.92	547,303.84	-565,806.76
	Ending balance on 12/31	**$0.00**	**$0.00**	**$1,244,589.61**

Realized Gain/Loss from Sales

Description	Settle date	Trade date	Units sold	Tax cost	Proceeds	Short-term gain/loss	Long-term gain/loss
THERMO FISHER SCIENTIFIC INC	1/7	1/4	-310.00	-$10,502.71	$17,527.63	$0.00	$7,024.92
BOSTON SCIENTIFIC CORP	1/10	1/5	-1,050.00	-7,254.24	7,808.92	554.68	0.00
VULCAN MATERIALS CO	1/10	1/5	-150.00	-5,770.08	6,198.18	428.10	0.00
SCHWAB CHARLES CORP NEW	1/18	1/12	-990.00	-14,952.07	17,784.35	2,832.28	0.00
MARTIN MARIETTA MATLS INC	1/25	1/20	-60.00	-5,126.97	5,059.28	-67.69	0.00
WALGREEN CO	1/26	1/21	-390.00	-13,291.90	16,220.52	2,928.62	0.00

Realized Gain/Loss from Sales

Description	*Settle date*	*Trade date*	*Units sold*	*Tax cost*	*Proceeds*	*Short-term gain/loss*	*Long-term gain/loss*
GEN-PROBE INC	1/31	1/26	-260.00	-11,195.27	16,318.01	0.00	5,122.74
PROGRESSIVE CORP OHIO	2/4	2/1	-1,470.00	-25,388.42	29,369.59	0.00	3,981.17
MONSANTO CO	2/10	2/7	-160.00	-12,479.48	12,076.40	0.00	-403.08
AMERICAN EXPRESS CO	2/22	2/16	-190.00	-7,640.28	8,814.75	1,174.47	0.00
HOME DEPOT INC	2/24	2/18	-510.00	-14,016.21	19,526 60	2,185 38	3,325.01
SHERWIN WILLIAMS CO	3/30	3/25	-260.00	-14,732.32	21,975.94	0.00	7,243.62
WEATHERFORD INTERNATIONAL LTD	4/8	4/5	-440.00	-9,410 85	9,964.00	553.15	0.00
BAKER HUGHES INC	4/8	4/5	-200.00	-8,672.70	14,570.96	3,724.74	2,173.52
WASTE MANAGEMENT INC	4/12	4/7	-280.00	-9,483.33	10,649.03	315.41	850.29
HESS CORP	4/13	4/8	-190.00	-10,947.76	16,159.48	0.00	5,211.72
KOHLS CORP	4/20	4/15	-330.00	-15,682.65	17,742.96	988.85	1,071.46
JUNIPER NETWORKS INC	4/29	4/26	-320.00	-10,782.21	12,527.30	114.84	1,630.25
GEN-PROBE INC	5/3	4/28	-100.00	-4,167.41	7,022.58	0.00	2,855.17
AUTOMATIC DATA PROCESSING INC	5/16	5/11	-455.00	-16,843.04	24,501.17	0.00	7,658.13
AMERICAN EXPRESS CO	5/18	5/13	-210.00	-4,503.26	10,420.92	94.11	5,823.55
JUNIPER NETWORKS INC	6/7	6/2	-300.00	-4,399.65	10,050.58	0.00	5,650.93
KOHLS CORP	6/7	6/2	-170.00	-6,067.08	8,867.11	0.00	2,800.03
PEPSICO INC	6/22	6/17	-300.00	-18,638.71	20,782.66	2,143.95	0.00
KELLOGG CO	6/30	6/27	-180 00	-7,191.42	9,869.73	0.00	2,678.31
SAFEWAY INC	6/30	6/27	-400.00	-8,903.58	9,021.91	81.65	36.68
UNITED THERAPEUTICS CORP	6/30	6/27	-120.00	-7,160.59	6,432.11	-728.48	0.00
BANK OF NEW YORK MELLON CORP	7/1	6/28	-690.00	-20,199.80	16,834.46	0.00	-3,365.34
KROGER CO	7/1	6/28	-420.00	-9,766.84	10,204.42	265.30	172.28
SHAW GROUP INC	7/1	6/28	-380.00	-12,829.75	12,245.26	-584.49	0.00
OWENS ILL INC	7/5	6/29	-420.00	-13,097.99	10,581.10	-1,659.77	-857.12
MANPOWERGROUP INC	7/6	6/30	-240.00	-11,019.22	12,820.69	0.00	1,801.47
WASHINGTON POST CO	7/19	7/14	-20.00	-10,315.94	8,341.59	0.00	-1,974.35
NORTHERN TR CORP	7/20	7/15	-420.00	-22,832.71	18,621.01	-455 93	-3,755.77
EAGLE MATERIALS INC	8/12	8/9	-430.00	-10,134.11	7,954.88	-2,179.23	0.00
WASTE MANAGEMENT INC	8/12	8/9	-400.00	-12,596.60	11,540.65	0.00	-1,055.95
DEVRY INC DEL	8/15	8/10	-90.00	-4,740.07	4,689.82	-50.25	0.00

Realized Gain/Loss from Sales

Description	Settle date	Trade date	Units sold	Tax cost	Proceeds	Short-term gain/loss	Long-term gain/loss
SPIRIT AEROSYSTEMS HOLDINGS INC	8/15	8/10	-620.00	-15,308.11	9,339.38	-5,968.73	0.00
BOEING CO	8/16	8/11	-340.00	-19,142.88	19,479.04	-362.76	698.92
MARTIN MARIETTA MATLS INC	8/16	8/11	-70.00	-5,926.72	4,486.57	-158.82	-1,281 33
SAFEWAY INC	8/16	8/11	-700.00	-14,905.04	12,638.46	0.00	-2,266.58
VULCAN MATERIALS CO	8/16	8/11	-310.00	-11,719.55	9,398 11	-2,321.44	0.00
STRAYER ED INC	8/17	8/12	-40.00	-4,801.77	4,075.84	-725.93	0.00
WESTERN UNION CO	8/18	8/15	-380.00	-6,678.35	6,391.89	0.00	-286.46
NORDSTROM INC	8/26	8/23	-510.00	-6,602.67	20,256.56	0.00	13,653.89
CAPELLA EDUCATION CO	8/30	8/25	-110.00	-6,206 56	3,447.67	-2,758.89	0.00
WESTERN UNION CO	8/31	8/26	-1,130.00	-18,700.00	18,313.55	0.00	-386.45
NEWS CORP INC	9/19	9/14	-840 00	-14,311.25	13,421.26	-889.99	0.00
CERNER CORP	9/22	9/19	-350.00	-15,215.85	23,628.53	7,530.93	881.75
COCA COLA CO	10/5	9/30	-50.00	-3,293 63	3,380 52	86.89	0.00
GENERAL MLS INC	10/28	10/25	-680.00	-21,230.95	26,533.22	1,323.86	3,978.41
MASTERCARD INC	10/28	10/25	-40.00	-10,443.51	13,382.19	2,938.68	0.00
DISCOVER FINANCIAL SERVICES	10/31	10/26	-260.00	-6,863.26	5,983.21	-880.05	0.00
VISA INC	10/31	10/26	-150.00	-11,464.83	13,671.42	0.00	2,206.59
CERNER CORP	11/1	10/27	-190.00	-7,242.47	12,313.72	0.00	5,071.25
FEDEX CORP	11/2	10/28	-80.00	-6,436.04	6,727.53	0.00	291.49
NORFOLK SOUTHERN CORP	11/8	11/3	-200.00	-11,475.09	14,740.64	836.16	2,429.39
SCHWAB CHARLES CORP NEW	11/23	11/18	-900.00	-13,077.13	10,135.06	-871.36	-2,070.71
UNITED PARCEL SERVICE INC	12/5	11/30	-250.00	-17,713.39	17,553.39	0.00	-160.00
SUCCESSFACTORS INC	12/8	12/5	-300.00	-7,023.60	11,894.76	4,871.16	0.00
BOSTON SCIENTIFIC CORP	12/19	12/14	-850.00	-5,750.36	4,354.89	-1,163.37	-232.10
KRAFT FOODS INC	12/28	12/22	-160.00	-5,050.82	5,979.24	928.42	0.00
Total Realized Gain/Loss from Sales				**-$679,321 05**	**$772,623.20**	**$15,074.45**	**$78,227.70**

This is for informational purposes only and is not tax advice. Please see your tax advisor for tax advice

CHILDREN'S FAMILY CARE, INC.
AWARDS PROGRAM

Children's Family Care, Inc. is a not-for-profit private foundation. The organization's primary purpose and first priority is to support the work of RMH of Akron, Inc., the volunteer organization that operates the Akron Ronald McDonald House. A second priority is consideration for funding of special child-care programs of Children's Hospital Medical Center of Akron.

When financial resources are available, CFC may from time to time provide contributions to other qualified 501(c) (3) not-for-profit organizations that benefit children living in one or more of the following counties: Richland, Ashland, Medina, Wayne, Coshocton, Summit, Portage, Stark, Tuscarawas, Guernsey, Trumbull, Mahoning, Columbiana, Carroll, Jefferson and Harrison.

The Board of Trustees of Children's Family Care, Inc., has determined that several financial awards of between $1,000 and $10,000 may be awarded to different organizations

Initial requests for funding consideration by CFC should be made in a maximum two-page letter that provides the information requested in the attached application instructions. An allocations committee of CFC will review all requests and in those cases where the committee chooses to give further consideration, additional information may be requested.

The committee asks that all requests for financial support be made only in writing. Other forms of communication or direct contact with board members are not encouraged and will not improve the applicant's chance for favorable consideration.

Requests should be mailed not later than September 30

Announcement of all awards will be made by December 15.

AWARD APPLICATION INSTRUCTIONS

Children's Family Care, Inc.

Please provide the following information in a maximum two-page letter.

1. **Name of organization, address, program director/principal contact (or chief executive officer) and telephone number(s) where this person can be reached.**
2. **Purpose and brief history of accomplishments of your organization.**
3. **Description of project, program or activity. What is unique? What is the need or what problem is being addressed?**
4. **How will this have a direct, positive effect on children and their families in your region, including how many will be served?**
5. **What is the time frame of your project?**
6. **Indicate the specific dollar amount being requested and how these funds will be spent if received?**
7. **How will you evaluate and measure the effectiveness of the award?**
8. **Add any additional comments you feel will be helpful to the committee.**

   In addition to your letter, please enclose a copy of your latest designation as a 501(c)(3) charitable organization and a copy of your latest audited financial statements.

Mail your proposal not later than September 30

Note: Financial awards for the following organizations or purposes generally will not be considered:

* Public school programs or campaigns that could be funded by tax initiatives
* Individuals
* Endowments
* Athletic teams or events
* Debt retirement
* Religious or political purposes
* Community foundations
* Advertising / public relations
* Annual campaigns

Children's Family Care, Inc. will not generally support the funding of staff positions.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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* 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CHILDREN'S FAMILY CARE, INC.	Employer identification number (EIN) or ☒ 34-1405958
	Number, street, and room or suite no. If a P.O. box, see instructions. 245 LOCUST STREET	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AKRON, OH 44302-1817	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ RICK E. ARCHER 245 LOCUST STREET - AKRON, OH 44302
  Telephone No.▶ 330-253-5400 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 AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2011 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	$ 4,182.
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	$ 2,382.
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	$ 1,800.

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.