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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation FRANK MANGANO FOUNDATION		A Employer identification number 34-1600651
Number and street (or P O box number if mail is not delivered to street address) 119 EAST STATE STREET	Room/suite	B Telephone number (330) 821-2150
City or town, state, and ZIP code ALLIANCE, OH 44601-4933		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,602,080.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		467,759.	467,759.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		101,897.			
b Gross sales price for all assets on line 6a 2,324,970.					
7 Capital gain net income (from Part IV, line 2)			101,897.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		569,656.	569,656.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		30,355.	0.		30,355.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		12,307.	1,137.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		9,779.	9,451.		328.
24 Total operating and administrative expenses. Add lines 13 through 23		52,441.	10,588.		30,683.
25 Contributions, gifts, grants paid		358,637.			358,637.
26 Total expenses and disbursements. Add lines 24 and 25		411,078.	10,588.		389,320.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		158,578.			
b Net investment income (if negative, enter -0-)			559,068.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED AUG 27 2012

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	651,952.	311,149.	311,149.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 7,064.			
	Less: allowance for doubtful accounts ▶	7,064.	7,064.	7,064.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons	1,330.	2,660.	2,660.
	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			
	b Investments - corporate stock STMT 5	6,349,615.	6,709,400.	6,543,787.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 6)	2,601,203.	2,737,420.	2,737,420.
	16 Total assets (to be completed by all filers)	9,611,164.	9,767,693.	9,602,080.
	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 7)	5,376.	3,327.	
	23 Total liabilities (add lines 17 through 22)	5,376.	3,327.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	72,977.	72,977.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,532,811.	9,691,389.	
	30 Total net assets or fund balances	9,605,788.	9,764,366.	
	31 Total liabilities and net assets/fund balances	9,611,164.	9,767,693.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,605,788.
2 Enter amount from Part I, line 27a	2	158,578.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,764,366.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,764,366.

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 2,324,970.		2,223,073.	101,897.

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			101,897.

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	101,897.
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	N/A

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	372,688.	8,019,328.	.046474
2009	566,721.	7,457,149.	.075997
2008	768,521.	12,316,800.	.062396
2007	621,458.	14,633,988.	.042467
2006	610,993.	13,152,917.	.046453

2 Total of line 1, column (d)	2	.273787
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	.054757
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,611,406.
5 Multiply line 4 by line 3	5	416,778.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,591.
7 Add lines 5 and 6	7	422,369.
8 Enter qualifying distributions from Part XII, line 4	8	389,320.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	11,181.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	11,181.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	11,181.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,840.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,840.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,659.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 5,659. Refunded <input type="checkbox"/> 0.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 8		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MARCIE E. CURRY</u> Telephone no. ► <u>330-821-2150</u> Located at ► <u>119 EAST STATE ST., ALLIANCE, OH</u> ZIP+4 ► <u>44601-4933</u>			
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 ► <u>15</u> N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
M. E. MANGANO	TRUSTEE			
119 EAST STATE ST.				
ALLIANCE, OH 446014933	5.00	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

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,188,712.
b	Average of monthly cash balances	1b	536,046.
c	Fair market value of all other assets	1c	2,558.
d	Total (add lines 1a, b, and c)	1d	7,727,316.
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	7,727,316.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,910.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,611,406.
6	Minimum investment return. Enter 5% of line 5	6	380,570.

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	380,570.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,181.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,181.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	369,389.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	369,389.
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	369,389.

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	389,320.
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	389,320.
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	389,320.

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				369,389.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			358,216.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 389,320.				
a Applied to 2010, but not more than line 2a			358,216.	
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				31,104.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				338,285.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A PLACE TO BE FOUNDATION P.O. BOX 1788 MIDDLEBURG, OH 20118	N/A	PUBLIC	FOR OPERATIONS	<2,000.>
AMERICAN CHILDREN OF SCORE P.O. BOX 3423 THE PLAINS, VA 20198	N/A	PUBLIC	EDUCATION	100.
AMERICAN RED CROSS - ELO P.O. BOX 3423 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	200.
BEAVER LOCAL HIGH SCHOOL ATHLETIC DEPARTMENT 13187 ST. RT. 7 LISBON, OH 44432	N/A	PUBLIC	FOR OPERATIONS	200.
BLUE RIDGE HOSPICE 333 W. CORK ST. WINCHESTER, VA 22601	N/A	PUBLIC	FOR OPERATIONS	500.
Total	SEE CONTINUATION SHEET(S)			358,637.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	467,759.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	101,897.		
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.		569,656.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	569,656.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
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					May the IRS discuss this return with the preparer shown below (see instr) ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		8-11-12 Date		TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name MARCIE E. CURRY		Preparer's signature  MARCIE E. CURRY		Date 07/11/12	Check <input type="checkbox"/> if self-employed	PTIN P00033988
	Firm's name ▶ HILL, BARTH & KING LLC					Firm's EIN ▶ 34-1897225	
	Firm's address ▶ 119 EAST STATE STREET ALLIANCE, OH 44601					Phone no. (330) 821-2150	

Form **990-PF** (2011)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BUCHANAN HALL P.O. BOX 450 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	500.
CALCUTTA FIRE DEPT. P.O. BOX 2448 CALCUTTA, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
CERAMIC CITY SENIOR CITIZENS CTR 600 E. 4TH ST. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	200.
CHERRY BLOSSOM BREAST CANCER FUND P. O. BOX 402 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	250.
CHRIST UNITED CHURCH OF CHRIST 301 N. MAIN ST. ORRVILLE, OH 44667	N/A	PUBLIC	FOR OPERATIONS	500.
COMMUNITY MUSIC SCHOOL-PIEDMONT P. O. BOX 442 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	100.
EAST LIVERPOOL FIRE DEPT. 626 ST. CLAIR AVE. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
EAST LIVERPOOL HIGH SCHOOL 100 MAINE BOULEVARD EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
EAST LIVERPOOL POLICE DEPT. 126 W. 6TH ST. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
EDI SOUTH 15529 SPRUCEVALE RD. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	EDUCATION	200.
Total from continuation sheets				359,637.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ELON UNIVERSITY CAMPUS BOX 2600 ELON, NC 27244	N/A	PUBLIC	EDUCATION	5,500.
EMMANUEL EPISCOPAL CHURCH 9668 MAIDSTONE ROAD DELAPLANE, VA 20144	N/A	PUBLIC	FOR OPERATIONS	200.
F. I. S. H. R.D.1, BOX 274 CHESTER, WV 26034	N/A	PUBLIC	FOR OPERATIONS	500.
F. I. S. H. 213 W. 4TH ST, P.O. BOX 5181 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
FAIRMONT ST COLL-ALUMNI ASSOC. 1201 LOCUST AVENUE FAIRMONT, WV 26554	N/A	PUBLIC	EDUCATION	1,500.
FAUQUIER CO. SHERIFF'S DEPT. 78 W LEET ST SUITE 200 WARRENTON, VA 20186	N/A	PUBLIC	FOR OPERATIONS	1,000.
FAUQUIER FAMILY SHELTER P.O. BOX 3599 WARRENTON, VA 20188	N/A	PUBLIC	FOR OPERATIONS	500.
FAUQUIER FIRE & RESCUE ASSN 78 W. LEE ST., SUITE 101 WARRENTON, VA 20186	N/A	PUBLIC	FOR OPERATIONS	250.
FAUQUIER HOSPITAL 356 HOSPITAL DR. WARRENTON, VA 20186	N/A	PUBLIC	FOR OPERATIONS	500.
FAUQUIER S.P.C.A. P.O. BOX 733 WARRENTON, VA 20188	N/A	PUBLIC	FOR OPERATIONS	200.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
GLENMOOR VOLUNTEER FIRE DEPT. P. O. BOX 2761 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	250.
GOOSE CREEK ASSOCIATION P.O. BOX 1178 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	500.
GREAT MEADOWS PARK 5089 OLD TAVERN ROAD THE PLAINS, VA 20198	N/A	PUBLIC	FOR OPERATIONS	100.
HOSPICE OF FAUQUIER COUNTY 42 N. 5TH ST. WARRENTON, VA 20186	N/A	PUBLIC	FOR OPERATIONS	500.
HOSPICE OF THE RAPIDAN, INC. P.O. BOX 1715 CULPEPER, VA 22701	N/A	PUBLIC	FOR OPERATIONS	200.
HUNT COUNTRY STABLE TOUR P.O. BOX 127 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	500.
J.N. DING DARLING 1 WILDLIFE DRIVE SANIBEL, FL 33957	N/A	PUBLIC	FOR OPERATIONS	100.
LIVERPOOL TOWNSHIP FIRE DEPT. 353 ADA STREET EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
LIVERPOOL TOWNSHIP POLICE DEPT. 353 ADA STREET EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
LORD FAIRFAX FOOD BANK P.O.BOX 3142 WINCHESTER, VA 22604	N/A	PUBLIC	FOR OPERATIONS	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LOU HOLTZ/UPPER O. VALLEY HOF 120 E. 5TH ST. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	5,000.
LOUDOUN 4H THERAPEUTIC RIDING 41793 TUTT LANE LEESBURG, VA 20176	N/A	PUBLIC	FOR OPERATIONS	100.
LOUDOUN ABUSED WOMEN'S SHELTER 2 E. WASHINGTON MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	500.
M.A.D.D.-NORTHERN VA. P. O. BOX 4248 FALLS CHURCH, VA 22044	N/A	PUBLIC	FOR OPERATIONS	250.
MARSHALL VOLUNTEER RESCUE SQUAD P. O. BOX 225 MARSHALL, VA 20115	N/A	PUBLIC	FOR OPERATIONS	500.
MEALS ON WHEELS P.O.BOX 453 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
MIDDLEBURG ACADEMY, INC. 35321 NOTRE DAME LN MIDDLEBURG, VA 20117	N/A	PUBLIC	FOR EDUCATION - CAPITAL	55,000.
MIDDLEBURG ACADEMY, INC. 35321 NOTRE DAME LN MIDDLEBURG, VA 20117	N/A	PUBLIC	FOR EDUCATION - OPERATIONS	199,967.
MIDDLEBURG COMMUNITY CENTER P.O. BOX 265 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200.
MIDDLEBURG FIRE DEPARTMENT P.O. BOX 122 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	100.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
MIDDLEBURG HUMANE FOUNDATION P.O. BOX 1238 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	1,000.
MIDDLEBURG ORANGE CO. PONY CLUB 5195 BLANTYRE RD. MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200.
MOSBY HERITAGE FUND P. O. BOX 1497 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	100.
PEOPLE HELP PEOPLE-FAUQUIER CO. P.O. BOX 3108 WARRENTON, VA 201881808	N/A	PUBLIC	FOR OPERATIONS	200.
PIEDMONT CHILD CARE CENTER P.O. BOX 244 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	250.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	N/A	PUBLIC	FOR OPERATIONS	1,000.
R.E. MCCONNELL, JR. MEM. FUND P.O. BOX 1909 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200.
S.A.F.E P. O. BOX 402 CULPEPER, VA 22701	N/A	PUBLIC	FOR OPERATIONS	200.
SALVATION ARMY - EAST LIVERPOOL P.O. BOX 46 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	200.
SALVATION ARMY-WARRENTON/FAUQUIER P. O. BOX 3474 WARRENTON, VA 20188	N/A	PUBLIC	FOR OPERATIONS	200.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SANIBEL CAPTIVA FOUND P. O. BOX 839 SANIBEL, FL 33957	N/A	PUBLIC	FOR OPERATIONS	500.
SEVEN LOAVES SERVICES, INC. P.O. BOX 1924 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	200.
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DRIVE WINCHESTER, VA 22601	N/A	PUBLIC	EDUCATION	10,000.
SPECIAL OLYMPICS OHIO 3303 WINCHESTER PIKE COLUMBUS, OH 43232	N/A	PUBLIC	FOR OPERATIONS	200.
ST. CLAIR TOWNSHIP POLICE 15442 PUGH RD. SUITE #1 CALCUTTA, OH 43920	N/A	PUBLIC	FOR OPERATIONS	1,000.
ST. CLAIR TOWNSHIP POLICE 15442 PUGH RD. SUITE #1 CALCUTTA, OH 43920	N/A	PUBLIC	CAPITAL	1,000.
THE HILL SCHOOL P.O. BOX 65 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	1,100.
TRI-STATE AREA SCHOLARSHIP P.O. BOX 458 EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	1,000.
TRI-STATE CHAPLAINCY 425 WEST FIFTH STREET EAST LIVERPOOL, OH 43920	N/A	PUBLIC	FOR OPERATIONS	500.
TRINITY EPISCOPAL CHURCH P.O. BOX 127 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNION TITLE ATHLETIC CLUB 2040 SOUTH UNION AVE. ALLIANCE, OH 44601	N/A	PUBLIC	FOR OPERATIONS	3,000.
UPPERVILLE COLT AND HORSE SHOW P. O. BOX 317 THE PLAINS, VA 20198	N/A	PUBLIC	FOR OPERATIONS	8,670.
UPPERVILLE FIRE DEPT. P.O. BOX 237 UPPERVILLE, VA 20185	N/A	PUBLIC	FOR OPERATIONS	5,000.
VIRGINIA OUTDOORS FOUNDATION P. O. BOX 322 ALDIE, VA 20105	N/A	PUBLIC	FOR OPERATIONS	500.
WINCHESTER MEDICAL CTR 1840 AMHERST ST. WINCHESTER, VA 22601	N/A	PUBLIC	FOR OPERATIONS	2,000.
WINDY HILL FOUNDATION P.O. BOX 1593 MIDDLEBURG, VA 20118	N/A	PUBLIC	FOR OPERATIONS	1,000.
YMCA 500 E. FOURTH ST. EAST LIVERPOOL, OH 43920	N/A	PUBLIC	CAPITAL	40,000.
Total from continuation sheets				

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	AMERICAN FD CAP WORLD BD FD	P	VARIOUS	07/26/11
b	AMERICAN FD CAP WORLD GWTH & INCM	P	VARIOUS	07/26/11
c	DODGE & COX INCOME FUND	P	VARIOUS	07/26/11
d	PIMCO GNMA INSTL CL	P	VARIOUS	07/26/11
e	PIMCO HIGH YIELD FUND	P	VARIOUS	07/26/11
f	AMERICAN FD CAP WORLD BD FD	P	VARIOUS	07/26/11
g	AMERICAN FD CAP WORLD GWTH & INCM	P	VARIOUS	07/26/11
h	DODGE & COX INCOME FUND	P	VARIOUS	07/26/11
i	PIMCO GNMA INSTL CL	P	VARIOUS	07/26/11
j	PIMCO HIGH YIELD FUND	P	VARIOUS	07/26/11
k	THE RESERVE FUND	P	VARIOUS	12/31/11
l	CAPITAL GAINS DIVIDENDS			
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 413,901.		368,910.	44,991.
b 278,513.		274,735.	3,778.
c 566,218.		544,180.	22,038.
d 517,246.		521,635.	<4,389.>
e 402,581.		393,566.	9,015.
f 16,637.		16,089.	548.
g 7,130.		6,802.	328.
h 25,981.		25,652.	329.
i 40,032.		39,242.	790.
j 30,797.		30,466.	331.
k		1,796.	<1,796.>
l 25,934.			25,934.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			44,991.
b			3,778.
c			22,038.
d			<4,389.>
e			9,015.
f			548.
g			328.
h			329.
i			790.
j			331.
k			<1,796.>
l			25,934.
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	101,897.
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	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME - SCHWAB	306,165.	25,934.	280,231.
INTEREST INCOME - HUNTINGTON	49.	0.	49.
INTEREST INCOME - LOU HOLTZ	1,216.	0.	1,216.
INTEREST INCOME - MIDDLEBURG ACADEMY	186,263.	0.	186,263.
TOTAL TO FM 990-PF, PART I, LN 4	493,693.	25,934.	467,759.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,355.	0.		30,355.
TO FORM 990-PF, PG 1, LN 16B	30,355.	0.		30,355.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	11,170.	0.		0.
FOREIGN TAXES	1,137.	1,137.		0.
TO FORM 990-PF, PG 1, LN 18	12,307.	1,137.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SERVICE FEE	128.	0.		128.	
STATE OF OHIO FEES	200.	0.		200.	
INVESTING FEES	7,500.	7,500.		0.	
MISCELLANEOUS	778.	778.		0.	
AMORTIZATION	1,173.	1,173.		0.	
TO FORM 990-PF, PG 1, LN 23	9,779.	9,451.		328.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
AMERICAN GROWTH FUND OF AMERICA CLASS F	462,930.	501,103.		
DREYFUS MIDCAP INDEX FD	110,264.	129,749.		
ISHARES RUSSELL MIDCAP	50,049.	60,769.		
NUVEEN TRADEWINDS INTL	152,767.	125,769.		
PIMCO COMMODITY REAL	367,454.	294,205.		
PIMCO EMRG LOCAL BOND FUND	433,334.	390,767.		
PIMCO INVESTMENT GRADE CORP BD INTL	618,915.	597,323.		
PIMCO SHORT TERM INSTL	1,505,640.	1,488,802.		
PIMCO TOTAL RETURN INSTL	2,167,181.	2,146,439.		
PERRITT MICRO CAP	50,000.	59,001.		
OAKMARK INTL SMALL CAP FUND	30,037.	25,034.		
RIDGEWORTH SEIX HIGH YIELD	443,073.	416,129.		
SCHW INTL EQ ETF	99,930.	79,802.		
THORNBURG VALUE FUND	111,203.	107,482.		
VAUGHAN NELSON VALUE	105,835.	121,413.		
CITADEL BROADCASTING CORP	788.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,709,400.	6,543,787.		

FORM 990-PF	OTHER ASSETS		STATEMENT	6
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
NOTE RECEIVABLE - MIDDLEBURG ACADEMY	2,550,000.	2,690,000.	2,690,000.	
NOTE RECEIVABLE - TRI-STATE PROMOTERS	25,835.	25,835.	25,835.	
NOTE RECEIVABLE - HALL OF FAME	25,368.	21,585.	21,585.	
TO FORM 990-PF, PART II, LINE 15	2,601,203.	2,737,420.	2,737,420.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	7
DESCRIPTION	BOY AMOUNT		EOY AMOUNT	
ACCRUED FEDERAL INCOME TAX	5,376.		3,327.	
TOTAL TO FORM 990-PF, PART II, LINE 22	5,376.		3,327.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	8
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EXPLANATION

THE STATE OF OHIO REQUIRES A "VERIFICATION OF FILING WITH THE INTERNAL REVENUE SERVICE" FORM BE FILED IN LIEU OF THE FEDERAL FORM 990 AND EXPLICITLY STATES THAT NO FEDERAL FORM 990 BE FURNISHED.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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. FRANK MANGANO FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 34-1600651
	Number, street, and room or suite no. If a P.O. box, see instructions. 119 EAST STATE STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ALLIANCE, OH 44601-4933	

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

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

MARCIE E. CURRY

- The books are in the care of ► **119 EAST STATE ST. - ALLIANCE, OH 44601-4933**
Telephone No. ► **330-821-2150** 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	\$	16,840.
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	\$	7,840.
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	\$	9,000.

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.

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

Form 8868 (Rev. 1-2012)