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 , 2011, and ending , 20

Name of foundation: LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

A Employer identification number: 34-1717038

Number and street (or P O box number if mail is not delivered to street address): 106 SOUTH MAIN STREET, SUITE 1600

Room/suite

B Telephone number (see instructions): (330) 384-7301

City or town, state, and ZIP code: AKRON, OH 44308

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: [X] 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)* ▶ $ 4,762,061.

J Accounting method: [X] 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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	134,330.	134,330.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	737.			
	b Gross sales price for all assets on line 6a 100,000.				
	7 Capital gain net income (from Part IV, line 2)		737.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	135,067.	135,067.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	46,991.	23,496.		23,496.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	5,753.	NONE	NONE	5,753.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	2,018.	1,008.		200.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	54,762.	24,504.	NONE	29,449.
	25 Contributions, gifts, grants paid	204,750.			204,750.
	26 **Total expenses and disbursements** Add lines 24 and 25	259,512.	24,504.	NONE	234,199.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-124,445.			
	b **Net investment income** (if negative, enter -0-)		110,563.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	214,786.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	907,078.		
	b Investments - corporate stock (attach schedule)	1,991,336.		
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		2,988,752.	4,762,061.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,113,200.	2,988,752.	4,762,061.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	3,113,200.	2,988,752.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	3,113,200.	2,988,752.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,113,200.	2,988,752.	

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	3,113,200.
2	Enter amount from Part I, line 27a	2	-124,445.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,988,755.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,988,752.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	100,000.		99,263.	737.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				737.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	737.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	215,383.	4,505,598.	0.04780342143
2009	242,232.	4,192,464.	0.05777795588
2008	279,290.	5,059,506.	0.05520104137
2007	277,189.	5,714,641.	0.04850505920
2006	238,582.	5,408,227.	0.04411464238

2 **Total** of line 1, column (d)	2	0.25340212026
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05068042405
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,754,550.
5 Multiply line 4 by line 3	5	240,963.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,106.
7 Add lines 5 and 6	7	242,069.
8 Enter qualifying distributions from Part XII, line 4	8	234,199.

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	2,211.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,211.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,211.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 960.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	960.
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	1,251.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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?	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 ▶ FIRSTMERIT BANK, NA Telephone no. ▶ (330)384-7301			
	Located at ▶ 106 S. MAIN ST, 5TH FL, AKRON, OH ZIP + 4 ▶ 44308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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)?	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.)	2b		X
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.)*	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)*

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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? ☐ 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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		46,991.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,498,032.
b	Average of monthly cash balances	1b	328,922.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,826,954.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,826,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,404.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,754,550.
6	**Minimum investment return.** Enter 5% of line 5	6	237,728.

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	237,728.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,211.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	235,517.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	235,517.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	235,517.

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	234,199.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	234,199.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	234,199.

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				235,517.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ,20		195,727.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 234,199.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		195,727.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				38,472.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				197,045.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 NONE				
c Excess from 2009 NONE				
d Excess from 2010 NONE				
e Excess from 2011 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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).)

N/A

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.

N/A

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:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE STATEMENT 8				
Total . . . . . ▶ **3a**				204,750.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	134,330.	
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	737.	
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)				135,067.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 135,067.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

Marcia D. Kendle | 04/16/2012 |
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF MASLANICH, EA		04/16/2012		P00390783
Firm's name ▶ THOMSON REUTERS TAX & ACCOUNTING			Firm's EIN ▶ 75-1297386	
Firm's address ▶ 6135 TRUST DRIVE, SUITE 118 HOLLAND, OH 43528			Phone no 419-861-2300	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT & T INC	3,096.	3,096.
ABBOTT LABORATORIES INC	3,760.	3,760.
ALCOA INC	240.	240.
MONEY CENTER BANKS	120.	120.
BRISTOL-MYERS SQUIBB CO.	5,280.	5,280.
COCA-COLA CO	7,520.	7,520.
COLGATE PALMOLIVE CO	3,405.	3,405.
DOMINION RESOURCES INC VA	5,910.	5,910.
EMERSON ELECTRIC CO	4,305.	4,305.
EXXON MOBIL CORP	6,157.	6,157.
FFCB 3.750% 1/29/16	3,750.	3,750.
FFCB 5.070% 12/02/13	5,070.	5,070.
FFCB 4.800% 4/01/22	4,800.	4,800.
FHLB 4.850% 2/04/11	2,425.	2,425.
FHLB 4.875% 6/13/14	4,875.	4,875.
FHLB 2.050% 1/20/12	2,050.	2,050.
FHLB 2.750% 3/25/14	2,750.	2,750.
FNMA 5.000% 3/02/15	5,000.	5,000.
FHLMC 3.750% 3/27/19	3,750.	3,750.
FEDEX CORPORATION	760.	760.
FIRSTMERIT CORPORATION	4,740.	4,740.
GENERAL ELECTRIC CO	5,220.	5,220.
HOME DEPOT INC	1,144.	1,144.
INTERNATIONAL BUSINESS MACHINE CORP	4,640.	4,640.
INTERNATIONAL PAPER CO	1,073.	1,073.
JOHNSON & JOHNSON CO	3,375.	3,375.
ELI LILLY & CO	1,960.	1,960.
MEDTRONIC INC	1,870.	1,870.
MICROSOFT CORP	3,264.	3,264.
FEDERATED PRIME OBLIGATIONS FD	34.	34.
NIKE INC CLASS B	1,116.	1,116.
NORFOLK SOUTHERN CORP	2,490.	2,490.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PFIZER INC		2,400.	2,400.
PROCTER & GAMBLE CO		4,114.	4,114.
RAYTHEON COMPANY		2,498.	2,498.
ROCKWELL INTL CORP NEW		2,325.	2,325.
ROYAL DUTCH-ADR A		6,720.	6,720.
SCHLUMBERGER LTD		1,440.	1,440.
UTILITIES SELECT SECTOR SPDR		2,737.	2,737.
3M CO		2,200.	2,200.
WAL-MART STORES INC		2,795.	2,795.
WELLS FARGO & CO NEW		1,152.	1,152.
	TOTAL	134,330.	134,330.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	3,907.			3,907.
OTHER ALLOCABLE EXPENSE-INCOME	695.			695.
TAX PREPARATION FEE (NON-ALLOC	1,151.			1,151.
TOTALS	5,753.	NONE	NONE	5,753.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	1,008.	1,008.	
OTHER TAXES	200.		200.
FEDERAL ESTIMATES - PRINCIPAL	810.		
TOTALS	2,018.	1,008.	200.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	3.
TOTAL	3.

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

OFFICER NAME:
FIRSTMERIT BANK, NA
ADDRESS:
106 S. MAIN ST, 5TH FL
AKRON, OH 44308
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 46,991.

OFFICER NAME:
ALLAN JOHNSON, ESQ.
ADDRESS:
955 MAYFAIR ROAD
AKRON, OH 44303
TITLE:
CO-TRUSTEE

OFFICER NAME:
ORVILLE L. REED III
ADDRESS:
3800 EMBASSY PARKWAY, SUITE 300
AKRON, OH 44333
TITLE:
CO-TRUSTEE

TOTAL COMPENSATION: 46,991.

RECIPIENT NAME:
BRENDA MOUBRAY, TRUST OFFICER
ADDRESS:
FIRSTMERIT BANK, NA 106 S. MAIN ST.
AKRON, OH 44308
RECIPIENT'S PHONE NUMBER: 330-384-7301
FORM, INFORMATION AND MATERIALS:
NO SPECIFIC FORM. APPLICATIONS SHOULD BE IN WRITING.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ANY PUBLIC EDUCATIONAL INSTITUTION, HOSPITAL, RELIGIOUS ORGANIZATION MAY APPLY

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENT
ADDRESS:
106 SOUTH MAIN STREET
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 204,750.

TOTAL GRANTS PAID: 204,750.

149 **BENEFICIARY DISTRIBUTIONS**
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

12/23/11 CASH DISBURSEMENT -1200 00 -1200 00 1112000039
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
ACTOR REHEARSAL SALARIES-$300 FOR FOUR ACTORS
FOR TA
PAID TO·
ACT II PRODUCTIONS-
THE ILLUSION FACTORY
1319 SHANABROOK DRIVE
AKRON, OH 44313-5708
TR TRAN#=CS000333000029 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -4000 00 -4000 00 1112000041
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
LECTURES FOR UPCOMING EXHIBITIONS
FOR TA
PAID TO
AKRON ART MUSEUM
ONE SOUTH HIGH STREET
AKRON, OH 44308
TR TRAN#=CS000333000032 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -1500.00 -1500 00 1112000042
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
CAPITAL CAMPAIGN THREE PHASE THEATER RENOVATION
FOR: TA
PAID TO:
AKRON WOMAN'S CITY CLUB
COACH HOUSE THEATRE
732 WEST EXCHANGE STREET
AKRON, OH 44302-1394
TR TRAN#=CS000333000033 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -500 00 -500.00 1112000040
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
COSTS OF ALL VPA AND SCHOOL SPRING MUSICAL FOR
AKRON PUBLIC SCHOOLS
FOR TA
PAID TO.
ADVOCATES FOR THE AKRON VISUAL AND
PERFORMING ARTS INC
65 STEINER DRIVE
AKRON, OH 44301-1347
TR TRAN#=CS000333000030 TR CD=146 REG=0 PORT=PRIN

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PRODUCTION OF THE FINAL CONCERT OF THE SEASON AND CHILDREN'S SCHOLARSHIPS AND PROGRAMS FOR: TA PAID TO: CENTRAL SUMMIT COUNTY CHORAL SOCIETY 715 E BUCHTEL AVENUE AKRON, OH 44305 TR TRAN#=CS000333000035 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500 00 **CHANGED** 03/08/12 BR	1112000044
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RIVERVIEW ELEMENTARY SCHOOL EDUCATIONAL WORKSHOP FOR: TA PAID TO: BALLET THEATRE OF OHIO 265 N. MAIN STREET, SUITE 13 MUNROE FALLS, OH 44262 TR TRAN#=CS000333000034 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000043
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PROGRAMMING FOR 2011-2012 SEASON FOR TA PAID TO. CHILDREN'S CONCERT SOCIETY OF AKRON E. J. THOMAS PERFORMING ARTS HALL THE UNIVERSITY OF AKRON AKRON, OH 44325-0501 TR TRAN#=CS000333000037 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500.00 **CHANGED** 03/08/12 BR	1112000045
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION 2011-2012 ALL ACCESS AND COMMUNITY PARTNERSHIP PROGRAM FOR: TA PAID TO COMMUNITY HALL FOUNDATION PROGRAM ENDOWMENT-THE CIVIC 182 SOUTH MAIN STREET AKRON, OH 44308-1538 TR TRAN#=CS000333000038 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500.00 **CHANGED** 03/08/12 BR	1112000046
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION REPAIR AND/OR REPLACE DIAPHRAGMS AND BUFFERS IN CARS FOR: TA PAID TO: CUYAHOGA VALLEY PRESERVATION AND SCENIC RAILWAY ASSOCIATION P.O. BOX 158 PENINSULA, OH 44264-0158 TR TRAN#=CS000333000040 TR CD=146 REG=0 PORT=PRIN	-2500 00		-2500.00 **CHANGED** 03/08/12 BR	1112000047
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FIRST NIGHT AKRON COMMUNITY OUTREACH PROGRAM TO PROVIDE ADMISSION BUTTONS TO LOCAL SERVICE ORGANIZATIONS AND DOWNTOWN BEAUTIFICATION & GREEN INITIATIVES FOR· TA PAID TO DOWNTOWN AKRON PARTNERSHIP INC 103 S. HIGH STREET, 4TH FLOOR AKRON, OH 44308 TR TRAN#=CS000333000043 TR CD=146 REG=0 PORT=PRIN	-2000.00		-2000 00 **CHANGED** 03/08/12 BR	1112000049
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION 36TH PERFORMANCE SEASON SUPPORT FOR: TA PAID TO: CUYAHOGA VALLEY YOUTH BALLET P.O BOX 3131 CUYAHOGA FALLS, OH 44223 TR TRAN#=CS000333000042 TR CD=146 REG=0 PORT=PRIN	-1500.00		-1500.00 **CHANGED** 03/08/12 BR	1112000048
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION WAPS-FM 91.3 THE SUMMIT FOR. TA PAID TO. FRIENDS OF 91 3 65 STEINER AVE	-500 00		-500.00 **CHANGED** 03/08/12 BR	1112000050

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TAX                                                                                        EDIT
CODE/DATE TRANSACTIONS                                  TAXABLE      INCOME     PRINCIPAL  NUMBER
--------- ------------                               ------------ ------------ ------------ ----------

149  BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

                   AKRON, OH 44301-1347
          TR TRAN#=CS000333000045  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -7000 00                  -7000.00  1112000051
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          PERFORMANCES AND EDUCATION/OUTREACH
          OPPORTUNITIES DURING 2011-2012 SEASON
          FOR: TA
          PAID TO
                   GREATER AKRON MUSICAL ASSOCIATION
                   SPONSOR FOR AKRON SYMPHONY ORCHESTRA
                   17 N  BROADWAY
                   AKRON, OH 44308-1946
          TR TRAN#=CS000333000047  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -1000.00                  -1000 00  1112000052
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          PUBLIC MEDIA PROGRAMMING IN NORTHEAST OHIO
          FOR: TA
          PAID TO.
                   IDEASTREAM-
                   WVIZ/PBS AND 90 3 WCPN
                   1375 EUCLID AVENUE
                   CLEVELAND, OH 44115-1835
          TR TRAN#=CS000333000049  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -2000.00                  -2000 00  1112000053
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          PORTHOUSE 2012 SEASON PATRON
          FOR: TA
          PAID TO:
                   KENT STATE UNIVERSITY FOUNDATION
                   PORTHOUSE THEATRE
                   P O  BOX 5190
                   KENT, OH 44242-0001
          TR TRAN#=CS000333000050  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -2500.00                  -2500 00  1112000054
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          OPERATIONS FOR 2011-12 SEASON
          FOR: TA
          PAID TO.
                   MAGICAL THEATRE COMPANY
                   P O. BOX 386
                   BARBERTON, OH 44203-0386
          TR TRAN#=CS000333000051  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                            -12000.00                 -12000.00  1112000055
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          CLEVELAND ORCHESTRA'S BLOSSOM FESTIVAL-CENTER FOR
          FUTURE AUDIENCE FREE TICKET OFFER
          FOR  TA
          PAID TO.
                   MUSICAL ARTS ASSOCIATION
                   BLOSSOM MUSIC CENTER
                   11001 EUCLID AVENUE
                   CLEVELAND, OH 44106
          TR TRAN#=CS000333000052  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -1500 00                  -1500 00  1112000056
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          ARTS AND CULTURE PROGRAMMING ACQUISITION COSTS
          FOR: TA
          PAID TO
                   NORTHEASTERN EDUCATIONAL TELEVISION
                   OF OHIO-WESTERN RESERVE PUBLIC MEDIA
                   P O. BOX 5191
                   KENT, OH 44240-5191
          TR TRAN#=CS000333000054  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                             -2500 00                  -2500.00  1112000057
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          DEVELOPMENT, CONSTRUCTION, INSTALLATION OF
          INTERIOR RICHARD HOWE HOUSE EXHIBITS
          FOR  TA
          PAID TO
                   OHIO & ERIE CANALWAY COALITION
                   47 WEST EXCHANGE STREET
                   AKRON, OH 44308
          TR TRAN#=CS000333000055  TR CD=146    REG=0    PORT=PRIN

12/23/11  CASH DISBURSEMENT                              -500.00                   -500 00  1112000058
          CHARITABLE CONTRIBUTION                                          **CHANGED** 03/08/12 BR
          LIVING HISTORY EDUCATION PROGRAM FOR SUMMIT COUNTY
          STUDENTS
          FOR  TA
          PAID TO
                   OHIO OUTDOOR HISTORICAL DRAMA
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TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	TRUMPET IN THE LAND P.O. BOX 450 NEW PHILADELPHIA, OH 44663 TR TRAN#=CS000333000057 TR CD=146 REG=0 PORT=PRIN				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION OPERATING EXPENSES FOR PART-TIME ADMINISTRATOR/OFFICE FOR TA PAID TO: PROGRESS THROUGH PRESERVATION INC 2074 WEST MARKET STREET AKRON, OH 44313 TR TRAN#=CS000333000059 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000 00 **CHANGED** 03/08/12 BR	1112000059
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION LEHNER FAMILY FOUNDATION $1 FOR $1 OPERATING CHALLENGE GRANT FOR THE ANNUAL FUND FOR TA PAID TO STAN HYWET HALL & GARDENS INC 714 NORTH PORTAGE PATH AKRON, OH 44303-1399 TR TRAN#=CS000334000001 TR CD=146 REG=0 PORT=PRIN	-4500 00		-4500.00 **CHANGED** 03/08/12 BR	1112000060
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION EDUCATION AND COMMUNITY OUTREACH PROGRAMS FOR. TA PAID TO· SUMMIT COUNTY HISTORICAL SOCIETY OF AKRON OHIO 550 COPLEY ROAD AKRON, OH 44320 TR TRAN#=CS000334000003 TR CD=146 REG=0 PORT=PRIN	-6000.00		-6000 00 **CHANGED** 03/08/12 BR	1112000061
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION 4/10/12 CONCERT SUPPORT FOR: TA PAID TO. TUESDAY MUSICAL ASSOCIATION ONE SOUTH MAIN STREET, SUITE 301 AKRON, OH 44308-1842 TR TRAN#=CS000334000004 TR CD=146 REG=0 PORT=PRIN	-8000 00		-8000.00 **CHANGED** 03/08/12 BR	1112000062
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PRODUCTION EXPENSES OF PERFORMING ARTS PROGRAMMING AND EDUCATION & OUTREACH PROGRAMS FOR TA PAID TO WEATHERVANE COMMUNITY PLAYHOUSE 1301 WEATHERVANE LANE AKRON, OH 44313 TR TRAN#=CS000334000005 TR CD=146 REG=0 PORT=PRIN	-3500.00		-3500 00 **CHANGED** 03/08/12 BR	1112000063
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION TUTORING FOR AKRON AREA STUDENTS AT AFTER-SCHOOL REMEDIAL PROGRAM FOR CHILDREN WITH DYSLEXIA FOR· TA PAID TO CHILDREN'S DYSLEXIA CENTERS INC- OF AKRON 150 SPRINGSIDE DRIVE, SUITE B-235 AKRON, OH 44333 TR TRAN#=CS000334000009 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000065
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION 3/31/12 PRODUCTION COSTS OF THE WIZ AT THE CIVIC THEATRE FOR: TA PAID TO: YOUTH EXCELLENCE PERFORMING ARTS WORKSHOP 1084 SEVENTH AVENUE AKRON, OH 44306 TR TRAN#=CS000334000007 TR CD=146 REG=0 PORT=PRIN	-800.00		-800.00 **CHANGED** 03/08/12 BR	1112000064
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION IMPLEMENTATION OF PROGRAMS TO REACH STUDENTS IN SUMMIT COUNTY SCHOOLS FOR: TA	-1500.00		-1500 00 **CHANGED** 03/08/12 BR	1112000067

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	PAID TO: JA WORLDWIDE-JUNIOR ACHIEVEMENT OF NORTH CENTRAL OHIO INC. P O BOX 26006 AKRON, OH 44319 TR TRAN#=CS000334000012 TR CD=146 REG=0 PORT=PRIN				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION CAMP INVENTION 2011 IN SUMMIT COUNTY FOR TA PAID TO. INVENT NOW INC. 3701 HIGHLAND PARK NW NORTH CANTON, OH 44720-4535 TR TRAN#=CS000334000011 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000066
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION LLOYD & LOUISE SMITH FOUNDATION SCHOLARSHIP PROGRAM COLLEGE TUITION ASSISTANCE FOR STUDENT FROM SUMMIT COUNTY FOR TA PAID TO OHIO FOUNDATION OF INDEPENDENT COLLEGES INC. 250 EAST BROAD STREET, SUITE 1700 COLUMBUS, OH 43215 TR TRAN#=CS000334000016 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500 00 **CHANGED** 03/08/12 BR	1112000069
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RECRUIT STUDENTS WHO WANT TO STUDY FOR GED, LEARN ENGLISH, TRANSITION TO POSTSECONDARY EDUCATION & THE WORKFORCE AND TO BECOME MORE SELF SUFFICIENT FOR: TA PAID TO· PROJECT LEARN OF SUMMIT COUNTY 60 SOUTH HIGH STREET AKRON, OH 44326 TR TRAN#=CS000334000020 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000071
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION KEYS TO SUCCESS: HELPING NEW STUDENTS SUCCEED IN SCHOOL PROGRAM IN SUMMIT COUNTY AT ST BERNARD- ST. MARY AND NORTH AKRON CATHOLIC ELEMENTARY SCHOOLS FOR. TA PAID TO: OFFICE OF CATHOLIC EDUCATION 1404 EAST NINTH STREET, SECOND FLOOR CLEVELAND, OH 44114-1722 TR TRAN#=CS000334000014 TR CD=146 REG=0 PORT=PRIN	-2000 00		-2000.00 **CHANGED** 03/08/12 BR	1112000068
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION CAPITAL & ENDOWMENT CAMPAIGNS PHASE II ROOF REPLACEMENT PROJECT FOR. TA PAID TO OUR LADY OF THE ELMS SCHOOL 1375 WEST EXCHANGE STREET AKRON, OH 44313 TR TRAN#=CS000334000018 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500.00 **CHANGED** 03/08/12 BR	1112000070
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION DESTINATION COLLEGE SPRING WORKSHOPS AT SUMMIT COUNTY HIGH SCHOOLS FOR TA PAID TO· SUMMIT EDUCATION INITIATIVE 520 S. MAIN STREET, SUITE 2455 AKRON, OH 44311-1010 TR TRAN#=CS000334000024 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000073
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GAR FOUNDATION 1 TO 1 CHALLENGE GRANT FOR TUITION ASSISTANCE FOR TA PAID TO SPRING GARDEN SCHOOL 1791 SOUTH JACOBY ROAD COPLEY, OH 44321 TR TRAN#=CS000334000022 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000072

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)

12/23/11 CASH DISBURSEMENT -1000.00 -1000 00 1112000078
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
CULTURAL ARTS PROGRAMS INCLUDING CUYAHOGA VALLEY
HERITAGE SERIES, MUSIC IN THE MEADOW AND
MUSIC BY NATURE
FOR TA
PAID TO:
CONSERVANCY FOR CUYAHOGA VALLEY
NATIONAL PARK
1403 WEST HINES HILL ROAD
PENINSULA, OH 44264
TR TRAN#=CS000334000033 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -1000.00 -1000 00 1112000074
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
SCHOOL OF MUSIC STUDENT ORCHESTRA GUEST COMPOSER
AND/OR CONDUCTOR RESIDENCY TO WORK WITH STUDENTS
FOR A SEMESTER
FOR: TA
PAID TO
UNIVERSITY OF AKRON FOUNDATION
302 BUCHTEL COMMON
AKRON, OH 44325-2603
TR TRAN#=CS000334000026 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -1000 00 -1000 00 1112000075
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
EXPERIMENTAL LEARNING PROJECT HANDS-ON STUDENT
EXPERIENCE TO BE INVESTIGATIVE HISTORIAN TO
IMPROVE CAREER OPPORTUNITIES AND THAT WILL RESULT
IN 9TH THROUGH 12TH GRADE EDUCATIONAL NEEDS
FOR· TA
PAID TO:
WALSH UNIVERSITY
2020 EAST MAPLE STREET
NORTH CANTON, OH 44720-3396
TR TRAN#=CS000334000028 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -2500.00 -2500.00 1112000076
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
CONSTRUCT JOURNEY TO THE REEF TEMPORARY EXHIBIT TO
ADD MORE AQUARIUM FEATURES TO THE ZOO
FOR TA
PAID TO
AKRON ZOOLOGICAL PARK
500 EDGEWOOD AVENUE
AKRON, OH 44307
TR TRAN#=CS000334000030 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -500.00 -500 00 1112000077
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
EDUCATIONAL PROGRAMS/GENERAL SUPPORT
FOR· TA
PAID TO
CASCADE LOCKS PARK ASSOCIATION
248 FERNDALE STREET
AKRON, OH 44304
TR TRAN#=CS000334000032 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -2000.00 -2000.00 1112000079
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
ORGANIC FARMING APPRENTICE STIPEND
FOR TA
PAID TO:
CROWN POINT ECOLOGY CENTER
P.O BOX 484
BATH, OH 44210
TR TRAN#=CS000334000035 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -1000 00 -1000 00 1112000080
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
ATTENDANCE OF AKRON PUBLIC SCHOOL 6TH GRADERS AT
OUTSIDE IS IN
FOR TA
PAID TO·
FRIENDS OF METRO PARKS
975 TREATY LINE ROAD
AKRON, OH 44313-5898
TR TRAN#=CS000334000036 TR CD=146 REG=0 PORT=PRIN

12/23/11 CASH DISBURSEMENT -3000 00 -3000 00 1112000081
CHARITABLE CONTRIBUTION **CHANGED** 03/08/12 BR
GENERAL OPERATING EXPENSES OF GROWING SEASON
FOR: TA
PAID TO:
LET'S GROW AKRON INC.
P O BOX 3975
AKRON, OH 44314

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	TR TRAN#=CS000334000038 TR CD=146 REG=0 PORT=PRIN				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION ORTHODONTIC CARE FOR SUMMIT COUNTY CHILDREN FOR. TA PAID TO· BEACON JOURNAL CHARITY FUND 333 SOUTH MAIN STREET, SUITE 319 AKRON, OH 44308-1225 TR TRAN#=CS000334000039 TR CD=146 REG=0 PORT=PRIN	-3500 00		-3500.00 **CHANGED** 03/08/12 BR	1112000082
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION HOLISTIC HEALTH AND WELLNESS PROGRAM FOR YOUTH AND ADULTS WITH DISABILITIES WHO RECEIVE SERVICES THROUGH DAY PROGRAMS FOR· TA PAID TO· BLICK CLINIC INC. 640 WEST MARKET STREET AKRON, OH 44303-1465 TR TRAN#=CS000334000040 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000 00 **CHANGED** 03/08/12 BR	1112000083
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RESIDENTIAL TREATMENT CENTER RAMAR FACILITY IMPROVEMENTS FOR: TA PAID TO COMMUNITY DRUG BOARD INC.- COMMUNITY HEALTH CENTER 725 EAST MARKET STREET AKRON, OH 44305 TR TRAN#=CS000334000044 TR CD=146 REG=0 PORT=PRIN	-2500.00		-2500 00 **CHANGED** 03/08/12 BR	1112000085
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PALLIATIVE CARE RIVER OF LIFE PROGRAM TO HELP RELIEVE DAILY FINANCIAL STRESS OF FAMILIES INCLUDING BILL PAYMENTS, MORTGAGE ASSISTANCE, HOME MEDICAL NEEDS AND FUNERAL EXPENSES FOR TA PAID TO. CHILDREN'S HOSPITAL MEDICAL CENTER OF AKRON ONE PERKINS SQUARE AKRON, OH 44308-1062 TR TRAN#=CS000334000042 TR CD=146 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/08/12 BR	1112000084
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION ADOLESCENT SUICIDE PREVENTION PROGRAM FOR· TA PAID TO: MENTAL HEALTH AMERICA OF SUMMIT COUNTY 20 OLIVE STREET, SUITE 404 AKRON, OH 44310 TR TRAN#=CS000334000046 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000.00 **CHANGED** 03/08/12 BR	1112000086
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION LOOKING AHEAD COMPREHENSIVE CLIENT SERVICE PROGRAM IN SUMMIT COUNTY AREA FOR: TA PAID TO NATIONAL MULTIPLE SCLEROSIS SOCIETY- OHIO BUCKEYE CHAPTER 6155 ROCKSIDE ROAD, SUITE 202 INDEPENDENCE, OH 44131 TR TRAN#=CS000334000047 TR CD=146 REG=0 PORT=PRIN	-500 00		-500.00 **CHANGED** 03/08/12 BR	1112000087
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PROGRAMMING FOR: TA PAID TO ACCESS INC. 230 W. MARKET STREET AKRON, OH 44303 TR TRAN#=CS000334000052 TR CD=146 REG=0 PORT=PRIN	-2500 00		-2500.00 **CHANGED** 03/08/12 BR	1112000091
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION SCHOOL'S IN PROGRAM GED PREPARATION, JOB READINESS & SUPPORT PROGRAM FOR YOUNG ADULTS 16-21 FOR TA	-2500.00		-2500.00 **CHANGED** 03/08/12 BR	1112000093

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	PAID TO AKRON COMMUNITY SERVICE CENTER & URBAN LEAGUE 440 VERNON ODOM BOULEVARD AKRON, OH 44307 TR TRAN#=CS000334000056 TR CD=146 REG=0 PORT=PRIN				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION ALL YEAR ROUND AND SUMMER CAMP PROGRAMS FOR: TA PAID TO AKRON INNER CITY SOCCER CLUB 865 ROSLYN AVENUE AKRON, OH 44320 TR TRAN#=CS000334000058 TR CD=146 REG=0 PORT=PRIN	-500 00		-500.00 **CHANGED** 03/08/12 BR	1112000094
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION ROAD RUNNER AKRON MARATHON KIDS FUN RUN - FREE TO CHILDREN UNDER AGE 14 FOR TA PAID TO: AKRON MARATHON CHARITABLE CORPORATION 365 WATER STREET AKRON, OH 44308-1013 TR TRAN#=CS000334000059 TR CD=146 REG=0 PORT=PRIN	-500 00		-500 00 **CHANGED** 03/08/12 BR	1112000095
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL OPERATIONS THROUGH CAMPERSHIPS AND CAPITAL CAMPAIGN TO MEET ADA STANDARDS AND IMPROVE AGING FACILITIES FOR· TA PAID TO: AKRON ROTARY CAMP FOR SPECIAL CHILDREN INC 4460 REX LAKE DRIVE AKRON, OH 44319 TR TRAN#=CS000334000061 TR CD=146 REG=0 PORT=PRIN	-2500 00		-2500.00 **CHANGED** 03/08/12 BR	1112000096
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION SCHOLARSHIP PROGRAM FOR CAMPERS TO ATTEND SUMMER ACADEMICS/SPORTS CAMP FOR THOSE WITH DISABILITIES FOR: TA PAID TO ALL-STAR TRAINING CLUB 3108 SPARROWCREST AKRON, OH 44319 TR TRAN#=CS000334000063 TR CD=146 REG=0 PORT=PRIN	-500.00		-500 00 **CHANGED** 03/08/12 BR	1112000097
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION MEDICAL TRANSPORTATION PROGRAM EXPENSES INCLUDING COST OF GAS FOR TA PAID TO. AMERICAN NATIONAL RED CROSS- OF SUMMIT AND PROTAGE COUNTIES 501 W MARKET STREET AKRON, OH 44303 TR TRAN#=CS000334000065 TR CD=146 REG=0 PORT=PRIN	-3500.00		-3500 00 **CHANGED** 03/08/12 BR	1112000098
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FREE CLINIC AND GROWING MENTAL HEALTH PROGRAM FOR· TA PAID TO: OPPORTUNITY PARISN ECUMENICAL NEIGHBORHOOD-MINISTRY OPEN M 941 PRINCETON STREET AKRON, OH 44311 TR TRAN#=CS000334000049 TR CD=146 REG=0 PORT=PRIN	-2000 00		-2000 00 **CHANGED** 03/08/12 BR	1112000088
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL OPERATING SUPPORT FOR AKRON AREA CLIENTS FOR: TA PAID TO· PLANNED PARENTHOOD OF NORTHEAST OHIO 444 WEST EXCHANGE STREET AKRON, OH 44302 TR TRAN#=CS000334000050 TR CD=146 REG=0 PORT=PRIN	-500 00		-500.00 **CHANGED** 03/08/12 BR	1112000089
12/23/11	CASH DISBURSEMENT	-12000.00		-12000.00	1112000092

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	CHARITABLE CONTRIBUTION GENERAL OPERATING EXPENSES - $10,000.00 AND OPERATING ENDOWMENT - $2,000 00 FOR: TA PAID TO AKRON-CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON, OH 44307-2234 TR TRAN#=CS000334000054 TR CD=146 REG=0 PORT=PRIN			**CHANGED** 03/08/12 BR	
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION CENTER FOR TREATMENT AND STUDY OF TRAUMATIC STRESS FOR TA PAID TO· SUMMA HEALTH SYSTEM 525 EAST MARKET STREET AKRON, OH 44304 TR TRAN#=CS000334000051 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 03/08/12 BR	1112000090
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION DOMESTIC VIOLENCE CRISIS INTERVENTION AND ADVOCACY SERVICES AMERICARE PROGRAM TO CLOSE SERVICE GAP DUE TO INCREASE OF VICTIMS FOR: TA PAID TO· BATTERED WOMEN'S SHELTER 759 W. MARKET STREET AKRON, OH 44303 TR TRAN#=CS000334000067 TR CD=146 REG=0 PORT=PRIN	-4000.00		-4000.00 **CHANGED** 03/08/12 BR	1112000099
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PATHFINDER DISTRICT INITIATIVE WITHIN CITY OF AKRON FOR LOW INCOME/DISADVANTAGED YOUTH FOR TA PAID TO BOY SCOUTS OF AMERICA- GREAT TRAIL COUNCIL P O BOX 68 AKRON, OH 44309-0068 TR TRAN#=CS000335000001 TR CD=146 REG=0 PORT=PRIN	-7000.00		-7000 00 **CHANGED** 03/08/12 BR	1112000100
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION PROGRAMS FOR AT-RISK YOUTH FOR: TA PAID TO: BOYS AND GIRLS CLUBS OF THE WESTERN RESERVE 889 JONATHAN AVENUE AKRON, OH 44306 TR TRAN#=CS000335000003 TR CD=146 REG=0 PORT=PRIN	-3000 00		-3000 00 **CHANGED** 03/08/12 BR	1112000101
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT TO CONTINUE DONATION OF FURNITURE TO SUMMIT COUNTY FAMILIES IN NEED FOR. TA PAID TO COMMUNITY OUTREACH RESOURCES EXCHANGE-CORE FURNITURE BANK P.O BOX 1192 CUYAHOGA FALLS, OH 44223 TR TRAN#=CS000335000006 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000.00 **CHANGED** 03/08/12 BR	1112000103
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RESIDENCY PROJECT PROGRAM COST FOR AKRON PUBLIC SCHOOLS CLASSROOMS FOR. TA PAID TO· DANCING CLASSROOMS NORTHEAST OHIO P O BOX 304 HINCKLEY, OH 44233 TR TRAN#=CS000335000008 TR CD=146 REG=0 PORT=PRIN	-750.00		-750.00 **CHANGED** 03/08/12 BR	1112000104
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION EARLY CHILDHOOD HOME VISITATION/PARENTS AS TEACHERS SERVICES-TO REACH ADDITIONAL CHILDREN FOR· TA PAID TO: BUILDING FOR TOMORROW 100 W. CEDAR STREET AKRON, OH 44307 TR TRAN#=CS000335000004 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000.00 **CHANGED** 03/08/12 BR	1112000102

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RIDERSHIP PROGRAM FINANCIAL ASSISTANCE FOR THOSE WITH DISABILITIES FOR· TA PAID TO: FIELDSTONE FARM THERAPEUTIC RIDING CENTER P.O BOX 23129 CHAGRIN FALLS, OH 44023 TR TRAN#=CS000335000010 TR CD=146 REG=0 PORT=PRIN	-2000.00		-2000 00	1112000105 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION OPERATIONS OF FOOD CENTER INNER CITY FOOD PANTRY FOR: TA PAID TO: GOOD NEIGHBORS INC 1453 GOODYEAR BLVD AKRON, OH 44305-4170 TR TRAN#=CS000335000013 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00	1112000107 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL OPERATING SUPPORT FOR SUMMIT COUNTY FOR· TA PAID TO: GIRL SCOUTS OF NORTHEAST OHIO ONE GIRL SCOUT WAY MACEDONIA, 44056-2156 TR TRAN#=CS000335000012 TR CD=146 REG=0 PORT=PRIN	-7000 00		-7000.00	1112000106 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL OPERATING SUPPORT FOR· TA PAID TO: GOODWILL INDUSTRIES OF AKRON INC. 570 E WATERLOO ROAD AKRON, OH 44319 TR TRAN#=CS000335000014 TR CD=146 REG=0 PORT=PRIN	-5000.00		-5000 00	1112000108 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION EXPAND TEENAGE PARENT PROGRAM TO INCLUDE AT-RISK PARENTS AGES 20-24 AND THEIR CHILDREN FOR: TA PAID TO: GREENLEAF FAMILY CENTER 212 EAST EXCHANGE STREET AKRON, OH 44304 TR TRAN#=CS000335000015 TR CD=146 REG=0 PORT=PRIN	-2000 00		-2000.00	1112000109 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION FOR TA PAID TO: HABITAT FOR HUMANITY OF SUMMIT COUNTY INC 2301 ROMIG ROAD AKRON, OH 44320 TR TRAN#=CS000335000018 TR CD=146 REG=0 PORT=PRIN	-2500 00		-2500.00	1112000111 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT OF PROGRAMS AND SERVICES FOR· TA PAID TO: GUARDIANS AGAINST SEX PREDATORS-G.A.S.P 53 UNIVERSITY AVENUE, 4TH FLOOR AKRON, OH 44308 TR TRAN#=CS000335000017 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000 00	1112000110 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION COSTS OF PROVIDING FOOD, SHELTER AND CARE TO HUNDREDS DAILY FOR TA PAID TO HAVEN OF REST MINISTRIES INC. 175 EAST MARKET STREET AKRON, OH 44309-0547 TR TRAN#=CS000335000019 TR CD=146 REG=0 PORT=PRIN	-2500 00		-2500 00	1112000112 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION	-5000 00		-5000.00	1112000114 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	HOT MEALS PROGRAM FOR· TA PAID TO· THE SALVATION ARMY- SUMMIT COUNTY AREA SERVICES 190 SOUTH MAPLE STREET AKRON, OH 44302-0549 TR TRAN#=CS000335000023 TR CD=146 REG=0 PORT=PRIN				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION MEALS AND MEDICALLY PRESCRIBED SUPPLEMENTS FOR THOSE WHO CANNOT PAY FOR TA PAID TO MOBILE MEALS INC 1063 SOUTH BROADWAY STREET AKRON, OH 44311-2340 TR TRAN#=CS000335000021 TR CD=146 REG=0 PORT=PRIN	-4500 00		-4500 00	1112000113 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION YOUTH LEADERSHIP INITIATIVE PROGRAMS FOR SUMMIT LAKE AND SOUTH AKRON COMMUNITIES FOR TA PAID TO: SOUTH STREET MINISTRIES INC. 130 W SOUTH STREET AKRON, OH 44311 TR TRAN#=CS000335000024 TR CD=146 REG=0 PORT=PRIN	-500 00		-500 00	1112000115 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION AND HOUSING PROGRAM FOR· TA PAID TO: TRULY REACHING YOU P O. BOX 814 AKRON, OH 44309 TR TRAN#=CS000335000026 TR CD=146 REG=0 PORT=PRIN	-1000 00		-1000.00	1112000116 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT FOR 2011 CAMPAIGN TO REINVEST DIRECTLY BACK INTO THE COMMUNITY FOR. TA PAID TO· UNITED WAY OF SUMMIT COUNTY 90 NORTH PROSPECT STREET AKRON, OH 44304-1273 TR TRAN#=CS000335000028 TR CD=146 REG=0 PORT=PRIN	-15000 00		-15000 00	1112000117 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION RIDER SCHOLARSHIPS TO CHILDREN FROM LOW INCOME FAMILIES WITH SERIOUS ILLNESSES, EMOTIONAL CONDITIONS OR BEHAVIORAL CHALLENGES FOR: TA PAID TO: VICTORY GALLOP INC P.O. BOX 551 BATH, OH 44210 TR TRAN#=CS000335000030 TR CD=146 REG=0 PORT=PRIN	-1500 00		-1500 00	1112000118 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION OUTREACH/MENTORING PROGRAM DIRECTED TO HIGH SCHOOL KIDS-EXPAND INTO FIRESTONE HIGH SCHOOL FOR: TA PAID TO YOUNG LIFE- OF AKRON 420 N CASCADE COLORADO SPRINGS, CO 80903 TR TRAN#=CS000335000034 TR CD=146 REG=0 PORT=PRIN	-500.00		-500 00	1112000120 **CHANGED** 03/08/12 BR
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION SUMMIT PERMANENCY COLLABORATIVE TO REDUCE NUMBER OF SUMMIT COUNTY CHILDREN WHO ENTER PERMANENT CUSTODY OF SUMMIT COUNTY CHILDREN SERVICES OR PPLA-TO FIND PERMANENT ADOPTIVE FAMILIES FOR: TA PAID TO: WAITING CHILD FUND 17407 NEFF ROAD CLEVELAND, OH 44119 TR TRAN#=CS000335000032 TR CD=146 REG=0 PORT=PRIN	-500 00		-500.00	1112000119 **CHANGED** 03/08/12 BR

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	**BENEFICIARY DISTRIBUTIONS (CONTINUED)** DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION REPAIR OF BUILDING USED FOR PROGRAMMING TO HELP REBUILD AKRON'S NORTH HILL AND ELIZABETH PARK COMMUNITIES FOR· TA PAID TO. URBAN VISION P O BOX 1563 AKRON, OH 44309-1563 TR TRAN#=CS000335000036 TR CD=146 REG=0 PORT=PRIN	-500 00		-500.00 **CHANGED** 03/08/12 BR	1112000121
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT FOR: TA PAID TO· YOUNG MEN'S CHRISTIAN ASSOCIATION OF AKRON OHIO 209 S. MAIN STREET, SUITE 501 AKRON, OH 44308 TR TRAN#=CS000335000038 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000.00 **CHANGED** 03/08/12 BR	1112000122
12/23/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT IN MEMORY OF LLOYD L. & LOUISE K. SMITH FOR: TA PAID TO. FIRST CONGREGATIONAL CHURCH OF AKRON 292 E. MARKET STREET AKRON, OH 44308 TR TRAN#=CS000335000039 TR CD=146 REG=0 PORT=PRIN	-1000.00		-1000 00 **CHANGED** 03/08/12 BR	1112000123
	TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-204750.00	0.00	-204750.00	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

Employer identification number: 34-1717038

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	737.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	737.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			737.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			737.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: LLOYD L & LOUISE K SMITH FOUNDATION 11095-00

Employer identification number: 34-1717038

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. FHLB 2/04/11	03/23/2006	02/04/2011	100,000.00	99,263.00	737.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 737.00

FIRSTMERIT BANK, N.A., ALLAN JOHNSON
AND & ORVILLE L. REED III
CO-TRUSTEES OF THE LLOYD L. AND
AND LOUISE K. SMITH FOUNDATION
U/A/D 11/29/1991

ACCOUNT 11095-00

STATEMENT OF ACCOUNT

FOR THE PERIOD

12/01/11 THROUGH 12/31/11

THOMSONREUTE
THOMSON REUTERS
ATTN: JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER M. DAVIS
(330) 384-7268 / (888) 384-6388

WEALTH MANAGEMENT SERVICES
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

TABLE OF CONTENTS

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

ACCOUNT SUMMARY

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING MARKET VALUE	4,880,393.29	4,708,650.21
ADDITIONS	84,827.13	84,827.13
DISTRIBUTIONS	296,786.08-	344,338.81-
INCOME	21,601.63	134,327.56
REALIZED CAPITAL GAINS/LOSSES	0.00	737.00
UNREALIZED CAPITAL GAINS/LOSSES	72,025.08	177,857.96
ENDING MARKET VALUE	4,762,061.05	4,762,061.05

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

CASH AND MONEY MARKET SUMMARY

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING CASH AND MONEY MARKET BALANCE	379,959.31	214,786.11
CASH ADDITIONS	84,827.13	84,827.13
DISTRIBUTIONS		
PAYMENTS TO OR FOR BENEFICIARIES	0.00	0.00
FEES	3,956.95-	48,141.77-
EXPENSES	205,002.00-	206,768.00-
OTHER DISBURSEMENTS	87,827.13-	89,429.04-
TOTAL DISTRIBUTIONS	296,786.08-	344,338.81-
INCOME		
TAXABLE INTEREST	4,972.50	34,470.00
NON-TAXABLE INTEREST	0.00	0.00
TAXABLE DIVIDENDS	16,629.13	99,857.56
NON TAXABLE DIVIDENDS	0.00	0.00
OTHER INCOME	0.00	0.00
CAPITAL GAINS/DISTRIBUTIONS	0.00	0.00
TOTAL INCOME	21,601.63	134,327.56
BUY AND SELL ACTIVITY		
PURCHASES	0.00	0.00
SALES	0.00	100,000.00
TOTAL BUY AND SELL ACTIVITY	0.00	100,000.00
ENDING CASH BALANCE	0.00	0.00
ENDING MONEY MARKET BALANCE	189,601.99	189,601.99

ASSET SUMMARY

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

AS OF 12/31/11

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	806.16-	0.02-%	806.16-			
MONEY MARKET FUNDS	189,601.99	3.98 %	189,601.99	0.00	19	0.01 %
U.S. GOVERNMENT AGENCIES	882,860.00	18.54 %	807,814.91	75,045.09	32,045	3.63 %
COMMON EQUITY SECURITIES	3,617,639.06	75.97 %	1,931,294.97	1,686,344.09	100,827	2.79 %
CLOSED END EQUITY MUTUAL FUND	71,960.00	1.51 %	60,040.00	11,920.00	2,736	3.80 %
PRINCIPAL PORTFOLIO TOTAL	4,761,254.89	99.98 %	2,987,945.71	1,773,309.18	135,627	2.85 %
INCOME PORTFOLIO						
INCOME CASH	806.16	0.02 %	806.16			
TOTAL ASSETS	4,762,061.05	100.00 %	2,988,751.87	1,773,309.18	135,627	2.85 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO							
	PRINCIPAL CASH	806.16-	0.02-%	806.16-			
MONEY MARKET FUNDS							
189,601.99	FEDERATED PRIME OBLIGATIONS FUND	189,601.99 1.000	3.98 %	189,601.99	0.00	19	0.01 %
U.S. GOVERNMENT AGENCIES							
100,000	FEDERAL HOME LOAN BANK DTD 01/21/2009 2.050% 01/20/2012 NON CALLABLE	100,077.00 100.077	2.10 %	100,450.00	373.00-	2,050	2.05 %
100,000	FEDERAL FARM CREDIT BANK DTD 02/02/2007 5.070% 12/02/2013 NON CALLABLE	108,858.00 108.858	2.29 %	100,940.11	7,917.89	5,070	4.66 %
100,000	FEDERAL HOME LOAN BANK DTD 03/25/2009 2.750% 03/25/2014 NON CALLABLE	104,964.00 104.964	2.20 %	100,600.00	4,364.00	2,750	2.62 %
100,000	FEDERAL HOME LOAN BANK DTD 09/29/2006 4.875% 06/13/2014 NON CALLABLE	110,464.00 110.464	2.32 %	99,666.80	10,797.20	4,875	4.41 %
100,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 03/02/2005 5.000% 03/02/2015	113,439.00 113.439	2.38 %	99,350.00	14,089.00	5,000	4.41 %

LIST OF ASSETS

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
100,000	FEDERAL FARM CREDIT BANK DTD 01/29/2009 3.750% 01/29/2016 NON CALLABLE	111,188.00 111.188	2.33 %	101,973.00	9,215.00	3,750	3.37 %
100,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 03/27/2009 3.750% 03/27/2019 NON CALLABLE	114,153.00 114.153	2.40 %	101,908.00	12,245.00	3,750	3.29 %
100,000	FEDERAL FARM CREDIT BANK DTD 04/01/2008 4.800% 04/01/2022 NON CALLABLE	119,717.00 119.717	2.51 %	102,927.00	16,790.00	4,800	4.01 %
TOTAL U.S. GOVERNMENT AGENCIES		882,860.00	18.54 %	807,814.91	75,045.09	32,045	3.63 %
COMMON EQUITY SECURITIES							
2,000	ABBOTT LABS	112,460.00 56.230	2.36 %	27,049.50	85,410.50	3,840	3.41 %
2,000	ALCOA INC COM	17,300.00 8.650	0.36 %	44,948.00	27,648.00-	240	1.39 %
1,800	AT & T INC	54,432.00 30.240	1.14 %	20,452.60	33,979.40	3,168	5.82 %
3,000	BANK AMERICA CORP	16,680.00 5.560	0.35 %	56,033.68	39,353.68-	120	0.72 %

SMITH FOUNDATION - CO-TRUSTEE
ACCOUNT: 11095-00

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
4,000	BRISTOL MYERS SQUIBB CO	140,960.00 35.240	2.96 %	74,773.98	66,186.02	5,440	3.86 %
4,000	COCA COLA CO	279,880.00 69.970	5.88 %	69,865.00	210,015.00	7,520	2.69 %
1,500	COLGATE PALMOLIVE CO	138,585.00 92.390	2.91 %	79,455.00	59,130.00	3,480	2.51 %
3,000	DOMINION RESOURCES INC VA	159,240.00 53.080	3.34 %	88,050.00	71,190.00	5,910	3.71 %
3,000	EMERSON ELEC CO	139,770.00 46.590	2.94 %	101,383.95	38,386.05	4,800	3.43 %
3,328	EXXON MOBIL CORPORATION	282,081.28 84.760	5.92 %	80,328.25	201,753.03	6,257	2.22 %
2,000	FEDEX CORPORATION	167,020.00 83.510	3.51 %	54,452.39	112,567.61	1,040	0.62 %
7,406	FIRSTMERIT CORP	112,052.78 15.130	2.35 %	62,268.74	49,784.04	4,740	4.23 %
9,000	GENERAL ELECTRIC CORP	161,190.00 17.910	3.38 %	48,796.87	112,393.13	6,120	3.80 %
1,100	HOME DEPOT INC	46,244.00 42.040	0.97 %	39,270.00	6,974.00	1,276	2.76 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,600	INTERNATIONAL BUSINESS MACHINES CORP	294,208.00 183.880	6.18 %	37,250.00	256,958.00	4,800	1.63 %
1,100	INTERNATIONAL PAPER CO	32,560.00 29.600	0.68 %	36,815.63	4,255.63-	1,155	3.55 %
1,500	JOHNSON & JOHNSON	98,370.00 65.580	2.07 %	102,810.00	4,440.00-	3,420	3.48 %
1,000	LILLY ELI & CO	41,560.00 41.560	0.87 %	57,271.00	15,711.00-	1,960	4.72 %
2,000	MEDTRONIC INC	76,500.00 38.250	1.61 %	50,999.00	25,501.00	1,940	2.54 %
4,800	MICROSOFT CORP	124,608.00 25.960	2.62 %	36,150.00	88,458.00	3,840	3.08 %
1,200	NIKE INC-CLASS B	115,644.00 96.370	2.43 %	45,348.00	70,296.00	1,728	1.49 %
1,500	NORFOLK SOUTHN CORP	109,290.00 72.860	2.30 %	31,935.00	77,355.00	2,580	2.36 %
3,000	PFIZER INC	64,920.00 21.640	1.36 %	106,101.49	41,181.49-	2,640	4.07 %
2,000	PROCTER & GAMBLE CO	133,420.00 66.710	2.80 %	89,568.00	43,852.00	4,200	3.15 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,500	RAYTHEON COMPANY	72,570.00 48.380	1.52 %	58,785.00	13,785.00	2,580	3.56 %
1,500	ROCKWELL AUTOMATION INC	110,055.00 73.370	2.31 %	92,788.05	17,266.95	2,550	2.32 %
2,000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	146,180.00 73.090	3.07 %	71,555.00	74,625.00	5,712	3.91 %
1,500	SCHLUMBERGER LTD	102,465.00 68.310	2.15 %	50,203.34	52,261.66	1,500	1.46 %
2,000	WAL MART STORES INC	119,520.00 59.760	2.51 %	56,547.50	62,972.50	2,920	2.44 %
2,400	WELLS FARGO & CO	66,144.00 27.560	1.39 %	73,020.00	6,876.00-	1,152	1.74 %
1,000	3M CO	81,730.00 81.730	1.72 %	87,020.00	5,290.00-	2,200	2.69 %
TOTAL COMMON EQUITY SECURITIES		3,617,639.06	75.97 %	1,931,294.97	1,686,344.09	100,827	2.79 %
CLOSED END EQUITY MUTUAL FUND							
2,000	UTILITIES SELECT SECTOR SPDR	71,960.00 35.980	1.51 %	60,040.00	11,920.00	2,736	3.80 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO TOTAL		4,761,254.89	99.98 %	2,987,945.71	1,773,309.18	135,627	2.85 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO							
	INCOME CASH	806.16	0.02 %	806.16			
TOTAL ASSETS		4,762,061.05	100.00 %	2,988,751.87	1,773,309.18	135,627	2.85 %