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

2011

Department of the Treasury
Internal Revenue Service

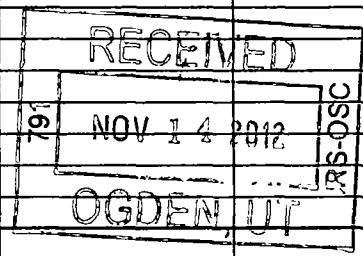
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation THE CONNEAUT FOUNDATION, INC.		A Employer identification number 34-1752119
Number and street (or P O box number if mail is not delivered to street address) 235 MAIN STREET	Room/suite	B Telephone number 440-599-8004
City or town, state, and ZIP code CONNEAUT, OH 44030-0668		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"/> Foreign organizations meeting the 85% test, 2. 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) \$ 1,362,821.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	7,892.		N/A	
2 Check <input 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	36,786.	36,786.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	314,531.			
b Gross sales price for all assets on line 6a	1,833,552.			
7 Capital gain net income (from Part IV, line 2)		314,531.		
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	359,209.	351,317.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	13,377.	3,344.		10,033.
15 Pension plans, employee benefits				
16a Legal fees STMT 2	1,275.	319.		956.
b Accounting fees STMT 3	4,060.	1,015.		3,045.
c Other professional fees STMT 4	15,037.	15,037.		0.
17 Interest				
18 Taxes STMT 5	2,514.	281.		842.
19 Depreciation and depletion	396.	99.		
20 Occupancy	2,100.	525.		1,575.
21 Travel, conferences, and meetings	479.	120.		359.
22 Printing and publications				
23 Other expenses STMT 6	8,756.	2,190.		6,566.
24 Total operating and administrative expenses. Add lines 13 through 23	47,994.	22,930.		23,376.
25 Contributions, gifts, grants paid	89,107.			89,107.
26 Total expenses and disbursements. Add lines 24 and 25	137,101.	22,930.		112,483.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	222,108.			
b Net investment income (if negative, enter -0-)		328,387.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 15 2012 Revenue



519 5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,177.	8,989.	8,989.
	2 Savings and temporary cash investments	32,888.	57,803.	57,803.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	97,360.		
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 8 1,317,790.	1,294,784.	1,294,784.	
14 Land, buildings, and equipment: basis ▶	1,969.			
Less accumulated depreciation	STMT 9 ▶ 724.	1,641.	1,245.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,463,856.	1,362,821.	1,362,821.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ WITHHELD P/R TAXES)	560.	0.		
23 Total liabilities (add lines 17 through 22)	560.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 28 and lines 30 and 31.			
	24 Unrestricted	1,463,296.	1,362,821.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	1,463,296.	1,362,821.		
31 Total liabilities and net assets/fund balances	1,463,856.	1,362,821.		

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	1,463,296.
2 Enter amount from Part I, line 27a	2	222,108.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,685,404.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	322,583.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,362,821.

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 SEE STATEMENT 12	P		
1b SEE STATEMENT 13	P		
1c SEE STATEMENT 14	P		
1d SEE STATEMENT 15	P		
1e CAPITAL GAINS DIVIDENDS			

(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 240,964.		256,689.	-15,725.
b 104,165.		101,585.	2,580.
c 251,343.		217,578.	33,765.
d 1,214,326.		943,169.	271,157.
e 22,754.			22,754.
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			-15,725.
b			2,580.
c			33,765.
d			271,157.
e			22,754.
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 }		2 314,531.
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	100,171.	1,321,036.	.075828
2009	99,535.	1,191,491.	.083538
2008	146,482.	1,347,948.	.108670
2007	28,835.	1,469,620.	.019621
2006			

2 Total of line 1, column (d)	2 .287657
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 .071914
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4 1,413,353.
5 Multiply line 4 by line 3	5 101,640.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 3,284.
7 Add lines 5 and 6	7 104,924.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8 112,483.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,284.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,284.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,284.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	33.
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	5,683.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 3,320. Refunded <input checked="" type="checkbox"/>	11	2,363.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		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>JUDITH YESSO</u> Telephone no. ► <u>440-599-8004</u> Located at ► <u>235 MAIN STREET, CONNEAUT, OH</u> ZIP+4 ► <u>44030</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 ► 15 <u>N/A</u>			
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 ► <u>N/A</u>	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.) <u>N/A</u>	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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(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 10		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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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	1,363,560.
b	Average of monthly cash balances	1b	71,316.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,434,876.
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	1,434,876.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,523.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,413,353.
6	Minimum investment return. Enter 5% of line 5	6	70,668.

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	70,668.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,284.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,284.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,384.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	67,384.
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	67,384.

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	112,483.
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	112,483.
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	3,284.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,199.

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				67,384.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	35,539.			
d From 2009	40,248.			
e From 2010	36,891.			
f Total of lines 3a through e	112,678.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 112,483.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				67,384.
e Remaining amount distributed out of corpus	45,099.			
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:	157,777.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	157,777.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	35,539.			
c Excess from 2009	40,248.			
d Excess from 2010	36,891.			
e Excess from 2011	45,099.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BEATITUDE HOUSE ASHTABULA, OH 44004	N/A		NEW WINDOWS	10,000.
C.A.R.E. FOR KIDS COMMITTEE CONNEAUT, OH 44030	N/A		PRESS BOX UPGRADES	3,910.
CONNEAUT FIREWORKS COMMITTEE CONNEAUT, OH 44030	N/A		FIREWORKS	7,500.
KARING WAYS PRESCHOOL CONNEAUT, OH 44030	N/A		PROGRAMMING	690.
KINGSVILLE PUBLIC LIBRARY KINGSVILLE, OH 44048	N/A		CHILD/TEEN PROGRAMING	2,400.
Total	SEE CONTINUATION SHEET(S)			89,107.
b Approved for future payment				
C.A.R.E. FOR KIDS COMMITTEE CONNEAUT, OH 44030	N/A		WATER AND SEWER IMPROVEMENTS	25,000.
Total				25,000.

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
FRIENDLY NEIGHBOR PROGRAM GENEVA, OH 44041	N/A		SENIOR CITIZEN SERVICES	5,000.
W. SPRINGFIELD UNITED METHOLDIST CHURCH/ALL GOD'S CHILDREN MINISTRIES WEST SPRINGFIELD, PA 16443	N/A		WHEEL CHAIR RAMPS	3,000.
CITY OF CONNEAUT POLICE DEPARTMENT CONNEAUT, OH 44030	N/A		BULLET PROOF VESTS	3,207.
CONNEAUT HUMAN RESOURCE CENTER CONNEAUT, OH 44030	N/A		NEW ROOF	35,000.
CONNEAUT PUBLIC LIBRARY CONNEAUT, OH 44030	N/A		UPDATED TECHNOLOGY	8,400.
COUNTRY NEIGHBOR PROGRAM ORWELL, OH 44076	N/A		NEW WALK-IN COOLER	10,000.
Total from continuation sheets				64,607.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-g), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

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

Table with 2 columns: 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).

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

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

OMB No 1545-0047

2011

Name of the organization

THE CONNEAUT FOUNDATION, INC.

Employer identification number

34-1752119

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization

Employer identification number

THE CONNEAUT FOUNDATION, INC.

34-1752119

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>CONNEAUT CHAMBER OF COMMERCE</p> <p>235 MAIN STREET</p> <p>CONNEAUT, OH 44030</p>	<p>\$ 7,500.</p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution.)</p>

Name of organization THE CONNEAUT FOUNDATION, INC.	Employer identification number 34-1752119
--	---

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

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

Name of organization

Employer identification number

THE CONNEAUT FOUNDATION, INC.

34-1752119

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

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

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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	DELL COMPUTER * TOTAL 990-PF PG 1 DEPR	031210SL		5.00	16	1,969.		0.	1,969.	328.		394.
						1,969.			1,969.	328.	0.	394.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT 1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EDWARD JONES	18,120.	2,291.	15,829.
EDWARD JONES	481.	86.	395.
KEY NATIONAL BANK	19,335.	15,691.	3,644.
WELLS FARGO	21,604.	4,686.	16,918.
TOTAL TO FM 990-PF, PART I, LN 4	59,540.	22,754.	36,786.

FORM 990-PF **LEGAL FEES** **STATEMENT 2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,275.	319.		956.
TO FM 990-PF, PG 1, LN 16A	1,275.	319.		956.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT 3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,060.	1,015.		3,045.
TO FORM 990-PF, PG 1, LN 16B	4,060.	1,015.		3,045.

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	14,837.	14,837.		0.
STATE OF OHIO FILING FEE	200.	200.		0.
TO FORM 990-PF, PG 1, LN 16C	15,037.	15,037.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	1,390.	0.		0.
PENALTIES	1.	0.		0.
PAYROLL TAXES	1,123.	281.		842.
TO FORM 990-PF, PG 1, LN 18	2,514.	281.		842.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	136.	34.		102.
ADMINISTRATIVE EXPENSES	1,560.	390.		1,170.
INSURANCE	2,527.	632.		1,895.
MEMBERSHIP DUES	1,162.	290.		872.
OFFICE EXPENSE	1,102.	276.		826.
PROMOTION	695.	174.		521.
TELEPHONE EXPENSE	1,476.	369.		1,107.
MISCELLANEOUS	98.	25.		73.
TO FORM 990-PF, PG 1, LN 23	8,756.	2,190.		6,566.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS CARRIED AT MARKET VALUE	322,583.
TOTAL TO FORM 990-PF, PART III, LINE 5	322,583.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	1,073,756.	1,073,756.
STOCKS AND ETF'S	FMV	221,028.	221,028.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,294,784.	1,294,784.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DELL COMPUTER	1,969.	722.	1,247.
TOTAL TO FM 990-PF, PART II, LN 14	1,969.	722.	1,247.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUDITH YESSO 1030 SANDUSKY STREET CONNEAUT, OH 44030	PRESIDENT 10.00	0.	0.	0.
JJ EATON PO BOX 36 CONNEAUT, OH 44030	VICE-PRESIDENT 10.00	0.	0.	0.
TERRY ATKINSON 5684 FURNCE ROAD CONNEAUT, OH 44030	TREASURER 10.00	0.	0.	0.
ANGIE MOORE 305 MAIN ST, PO BOX 740 CONNEAUT, OH 44030	SECRETARY 10.00	0.	0.	0.
JAMES FURMAN 810 MAIN STREET CONNEAUT, OH 44030	PAST PRESIDENT 10.00	0.	0.	0.
REV. FRANKLIN J GORE 876 GROVE STREET CONNEAUT, OH 44030	TRUSTEE 0.00	0.	0.	0.
JIM GREENFIELD 600 EAST MAIN ST, P.O. BOX 1300 ANDOVER, OH 44003	TRUSTEE 0.00	0.	0.	0.
NICK IAROCCI 213 WASHINGTON STREET CONNEAUT, OH 44030	TRUSTEE 0.00	0.	0.	0.
DAVID NOLAN 2744 STATE ROAD 307, P.O. BOX 110 AUSTINBURG, OH 44010	TRUSTEE 0.00	0.	0.	0.
LEWIS H SHILEY 522 JOANN DRIVE CONNEAUT, OH 44030	TRUSTEE 0.00	0.	0.	0.
MARY ZAPPITELLI 135 S EAGLE STREET GENEVA, OH 44041	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CONNEAUT COMMUNITY FOUNDATION - JOSEPH ZINGARO
PO BOX 668
CONNEAUT, OH 44030

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

440-599-8004

NONE

FORM AND CONTENT OF APPLICATIONS

DONEE'S NAME, ADDRESS AND AMOUNT REQUESTED ALONG WITH REASON GRANT IS
NEEDED BY THE ORGANIZATION AND DESCRIPTION OF THE USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
119.941 DODGE & COX INTERNATION	12/22/2010	02/18/2011	4,495.39	4,242.31	253.08
AL STOC F OPEN-END FUND					
44.474 LAZARD EMERGING MARKETS	12/29/2010	02/18/2011	934.40	948.18	-13.78
PORTF OPEN-END FUND INSTL					
13.353 LAZARD EMERGING MARKETS	08/10/2010	02/18/2011	280.55	261.85	18.70
PORTF OPEN-END FUND INSTL					
3727.463 LAZARD EMERGING MARKETS	07/14/2010	02/18/2011	78,313.99	69,218.99	9,095.00
PORTF OPEN-END FUND INSTL					
33.378 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	01/31/2011	02/18/2011	361.48	362.15	-0.67
41.417 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	12/31/2010	02/18/2011	448.55	449.37	-0.82
32.523 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	12/08/2010	02/18/2011	352.22	351.25	0.97
422.929 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	12/08/2010	02/18/2011	4,580.32	4,567.63	12.69
58.763 ROYCE FD PREMIER SER	12/09/2010	02/18/2011	1,297.49	1,161.75	135.74
4330.033 ROYCE FD PREMIER SER	07/14/2010	02/18/2011	95,607.13	71,921.85	23,685.28
16.531 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	10/19/2010	02/18/2011	224.82	227.80	-2.98
327.639 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	09/27/2010	02/18/2011	4,455.89	4,468.99	-13.10
1507.816 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	09/21/2010	02/18/2011	20,506.30	20,445.99	60.31
16.844 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	11/17/2010	02/18/2011	229.08	228.24	0.84
17.226 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	01/20/2011	02/18/2011	234.27	232.73	1.54
17.209 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	02/17/2011	02/18/2011	234.04	232.32	1.72
9.644 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	09/17/2010	02/18/2011	131.16	130.19	0.97
17.157 TEMPLETON GLOBAL BOND					
FUND OPEN-END FUND ADV CL	12/17/2010	02/18/2011	233.34	229.56	3.78
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1870.835 KT DIVERSIFIED EQUITY	04/02/2009	02/18/2011	367,896.15	284,448.01	83,448.14
390.824 KT DIVERSIFIED EQUITY	12/22/2008	02/18/2011	76,854.80	52,186.57	24,668.23
1254.449 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	01/07/2010	02/18/2011	47,016.75	41,058.12	5,958.63
100.603 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	12/22/2009	02/18/2011	3,770.60	3,145.86	624.74
851.786 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	11/02/2009	02/18/2011	31,924.94	26,235.00	5,689.94
480.573 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	06/18/2009	02/18/2011	18,011.88	12,081.60	5,930.28
479.551 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	06/24/2009	02/18/2011	17,973.57	11,950.40	6,023.17
1176.72 DODGE & COX INTERNATIONAL					
L STOC F OPEN-END FUND	12/22/2008	02/18/2011	44,103.47	24,664.05	19,439.42
4226.644 DODGE & COX INTERNATIONAL					
AL STOC F OPEN-END FUND	04/02/2009	02/18/2011	158,414.61	87,914.20	70,500.41
.998 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	08/31/2009	02/18/2011	10.81	10.76	0.05
61.726 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	07/31/2009	02/18/2011	668.49	656.15	12.34
54.948 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	06/30/2009	02/18/2011	595.09	574.21	20.88
54.016 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	05/29/2009	02/18/2011	584.99	563.39	21.60
1151.106 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	06/24/2009	02/18/2011	12,466.48	11,971.50	494.98
52.529 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	04/30/2009	02/18/2011	568.89	536.85	32.04
11.652 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	01/30/2009	02/18/2011	126.19	118.27	7.92
3.598 PIMCO FUNDS-TOTAL					
RETURN FUND OPEN-END FUND	12/31/2008	02/18/2011	38.97	36.48	2.49
Totals					

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. THE CONNEAUT FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 34-1752119
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 235 MAIN STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CONNEAUT, OH 44030-0668	

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

04

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

JUDITH YESSO

- The books are in the care of ▶ **235 MAIN STREET - CONNEAUT, OH 44030**
 Telephone No ▶ **440-599-8004** 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	\$	6,980.
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	\$	0.
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	\$	6,980.

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)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions THE CONNEAUT FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 34-1752119
	Number, street, and room or suite no. If a P.O. box, see instructions. 235 MAIN STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CONNEAUT, OH 44030-0668	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JUDITH YESSO

- The books are in the care of **▶ 235 MAIN STREET - CONNEAUT, OH 44030**
Telephone No. **▶ 440-599-8004** 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.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**
- 5 For calendar year **2011**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a 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.	8a	\$ 6,980.
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 and any amount paid previously with Form 8868.	8b	\$ 6,980.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete and that I am authorized to prepare this form.

Signature **▶ [Signature]** Title **▶ CPA** Date **▶ 8/14/12**