Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

A Employer identification number
34-1853367

Number and street (or P O box number if mail is not delivered to street address)
42 MCCLURG ROAD

Room/suite

B Telephone number (see page 10 of the instructions)
(330) 743-7000

City or town, state, and ZIP code
YOUNGSTOWN, OH 44512

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 22,809,932

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	581,393	581,393		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	939,737			
	b	Gross sales price for all assets on line 6a 22,912,752				
	7	Capital gain net income (from Part IV, line 2)		939,737		
	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	1,521,130	1,521,130		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	123,659	105,659		18,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,955	3,955		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	13,830	2,078		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	16,140	0		16,140
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,199	999		200
	24	**Total operating and administrative expenses.** Add lines 13 through 23	158,783	112,691		34,340
	25	Contributions, gifts, grants paid	1,073,005			1,073,005
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,231,788	112,691		1,107,345
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	289,342			
	b	**Net investment income** (if negative, enter -0-)		1,408,439		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	925,288	1,625,048	1,625,048
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	4,584,240	5,239,577	5,246,783
b	Investments—corporate stock (attach schedule)	7,906,180	8,126,006	10,070,979
c	Investments—corporate bonds (attach schedule)	5,014,466	3,972,058	4,062,333
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,021,348	1,775,057	1,804,789
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)	20,451,522	20,737,746	22,809,932
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	20,451,522	20,737,746	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see page 17 of the instructions)	20,451,522	20,737,746	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	20,451,522	20,737,746	

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	20,451,522
2	Enter amount from Part I, line 27a	2	289,342
3	Other increases not included in line 2 (itemize) ▶	3	133
4	Add lines 1, 2, and 3	4	20,740,997
5	Decreases not included in line 2 (itemize) ▶	5	3,251
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,737,746

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	939,737
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	975,772	21,616,383	0 045140
2009	1,281,234	20,246,610	0 063281
2008	1,149,531	22,763,564	0 050499
2007	1,566,042	25,125,215	0 062329
2006	684,077	23,630,475	0 028949

2	**Total** of line 1, column (d).	2	0 250198
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 050040
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	22,595,453
5	Multiply line 4 by line 3.	5	1,130,676
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,084
7	Add lines 5 and 6.	7	1,144,760
8	Enter qualifying distributions from Part XII, line 4.	8	1,107,345

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	28,169
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	28,169
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	28,169
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,776		
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	12,776
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	15,393
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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FARMERS TRUST COMPANY Telephone no ▶(330) 743-7000

Located at ▶42 MCCLURG ROAD YOUNGSTOWN OH ZIP+4 ▶44512

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | No

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 | | No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions). | 2b | |

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(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 | | No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | | No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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**		**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?	**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 page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 (see page 23 of the instructions). 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	21,404,175
b	Average of monthly cash balances	1b	1,535,371
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	22,939,546
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	22,939,546
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	344,093
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,595,453
6	**Minimum investment return.** Enter 5% of line 5	6	1,129,773

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,129,773
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 28,169		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	28,169
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,101,604
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,101,604
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,101,604

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,107,345
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	1,107,345
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,107,345

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,101,604
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007. 154,389				
c From 2008. 32,000				
d From 2009. 280,936				
e From 2010.				
f **Total** of lines 3a through e.	467,325			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,107,345				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,101,604
e Remaining amount distributed out of corpus	5,741			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	473,066			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	473,066			
10 Analysis of line 9				
a Excess from 2007. . . . 154,389				
b Excess from 2008. . . . 32,000				
c Excess from 2009. . . . 280,936				
d Excess from 2010. . . .				
e Excess from 2011. . . . 5,741				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

	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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

JAMES H SISEK FARMERS TRUST COMPANY
42 MCCLURG ROAD
YOUNGSTOWN,OH 44512
(330) 743-7000

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING AND SHOULD INCLUDE A COPY OF THE ORGANIZATION'S 501(C)(3) DETERMINATION LETTER AND A RECENT BALANCE SHEET

c Any submission deadlines

NONE

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

FUNDS ARE TO BE GRANTED TO COLLEGES AND OTHER INSTITUTIONS OF HIGHER LEARNING LOCATED WITHIN ONE HUNDRED MILES OF YOUNGSTOWN, OHIO

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 Additional Data Table				
Total . . . . ▶ **3a**				1,073,005
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities. . . .			14	581,393	
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	939,737	
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). .		0		1,521,130	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,521,130

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(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 or fiduciary) is based on all information of which preparer has any knowledge

******	2012-04-26	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature KAREN S COHEN	Date	Check if self-employed ☐	PTIN P00156983
Firm's name ▸ PACKER THOMAS		Firm's EIN ▸ 34-1667340	
Firm's address ▸ 6601 WESTFORD PLACE SUITE 101 CANFIELD, OH 44406		Phone no (330) 533-9777	

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5,300 SHS EXPRESS SCRIPTS INC	P	2011-08-30	2011-10-25
5,350 SHS AFLAC INC	P	2010-11-05	2011-07-14
48,000 AT&T INC 2 5%	P	2011-04-15	2011-04-26
48,000 AT&T INC 2 95%	P	2011-04-26	2011-08-15
216,000 BANK NOVA SCOTIA 2 25%	P	2011-04-07	2011-09-15
64,000 BOEING CAPITAL CORP 2 125%	P	2011-07-28	2011-09-06
104,000 COCA COLA CO 3 15%	P	2011-04-06	2011-05-19
500 SHS CUMMINS INC	P	2010-09-15	2011-03-15
875 SHS CUMMINS INC	P	2010-09-15	2011-05-05
2,300 SHS CUMMINS INC	P	2010-09-15	2011-07-28
3,300 SHS DTE ENERGY CO	P	2010-07-01	2011-02-11
500,000 FED HOME LOAN BANK 2 25%	P	2010-05-26	2011-03-28
50,000 FED HOME LOAN BANK 2 35%	P	2011-01-12	2011-06-21
500,000 FED HOME LOAN BANK 4 125%	P	2010-06-23	2011-03-28
504,000 FED HOME LOAN MORT 4 125%	P	2011-03-30	2011-05-12
79,000 FED NATL MORTGAGE 1 125%	P	2011-05-12	2011-07-05
96,000 FED NATL MORTGAGE 1 125%	P	2011-05-12	2011-07-07
1,000,000 FED NATL MORTGAGE 1 125%	P	2010-11-03	2011-03-28
500,000 FED NATL MORTGAGE 2 00%	P	2011-02-09	2011-03-28
302,000 FED NATL MORTGAGE 2 50%	P	2011-04-19	2011-05-12
504,000 FED NATL MORTGAGE 2 875%	P	2011-03-30	2011-05-12
44,711 01 SHS FEDERATED ULTRASHORT BOND FUND	P	2011-09-16	2011-10-31
79,000 GENERAL DYNAMICS 1 375%	P	2011-07-05	2011-07-12
248,000 GE CAPITAL CORP 1 875%	P	2011-04-07	2011-09-15
200,000 GOOGLE INC 1 25%	P	2011-05-16	2011-05-31
156,000 PEPSICO INC 2 5%	P	2011-05-03	2011-10-04
204,000 PROCTOR & GAMBLE 0 07%	P	2011-08-10	2011-08-23
122,000 ROYAL BANK OF CANADA 2 875%	P	2011-04-12	2011-06-24
109,000 SANOFI 1 2%	P	2011-09-27	2011-09-29
96,000 SANOFI AVENTIS 1 625%	P	2011-04-07	2011-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
96,000 TORONTO DOMINION BANK 1 375%	P	2011-07-07	2011-08-04
183,000 TOTAL CAPITAL SA 2 3%	P	2011-04-06	2011-08-04
152,000 U S BANCORP 1 125%	P	2011-04-04	2011-09-22
96,000 U S TREASURY NOTE 625%	P	2011-08-04	2011-08-10
24,000 U S TREASURY NOTE 1 00%	P	2011-06-28	2011-07-29
111,000 U S TREASURY NOTE 1 00%	P	2011-06-28	2011-08-10
161,000 U S TREASURY NOTE 1 00%	P	2011-04-28	2011-08-26
934,000 U S TREASURY NOTE 1 00%	P	2001-01-01	2011-09-02
108,000 U S TREASURY NOTE 1 00%	P	2011-05-31	2011-09-27
128,000 U S TREASURY NOTE 1 00%	P	2001-01-01	2011-12-07
80,000 U S TREASURY NOTE 1 25%	P	2011-04-28	2011-05-04
174,000 U S TREASURY NOTE 1 25%	P	2011-05-13	2011-12-13
103,000 U S TREASURY NOTE 1 25%	P	2001-01-01	2011-09-08
253,000 U S TREASURY NOTE 1 25%	P	2001-01-01	2011-10-31
180,000 U S TREASURY NOTE 1 25%	P	2001-01-01	2011-12-02
223,000 U S TREASURY NOTE 1 5%	P	2001-01-01	2011-12-05
356,000 U S TREASURY NOTE 1 5%	P	2011-09-02	2011-12-13
135,000 U S TREASURY NOTE 2 125%	P	2011-10-27	2011-12-13
79,000 U S TREASURY NOTE 2 625%	P	2001-01-01	2011-07-21
16,000 U S TREASURY NOTE 2 625%	P	2011-06-27	2011-07-25
103,000 U S TREASURY NOTE 2 625%	P	2001-01-01	2011-11-14
188,000 U S TREASURY NOTE 2 625%	P	2011-04-29	2011-12-13
95,000 U S TREASURY NOTE 3 5%	P	2011-04-29	2011-05-16
80,000 U S TREASURY NOTE 5 125%	P	2011-04-28	2011-05-04
96,000 U S TREASURY NOTE 5 125%	P	2011-04-28	2011-05-16
779,000 U S TREASURY NOTE 5 125%	P	2011-04-28	2011-06-30
136,000 UNITED PARCEL SERVICE 5 125%	P	2011-04-14	2011-07-28
216,000 VERIZON COMMUNICATIONS 4 6%	P	2011-04-14	2011-10-27
4,000 SHS 3M COMPANY	P	2009-10-01	2011-12-07
13,000 SHS ABBOTT LABS	P	2004-04-11	2011-02-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
800 SHS AUTOZONE INC	P	2009-07-31	2011-01-14
650 SHS AUTOZONE INC	P	2009-07-31	2011-10-28
170,000 BERKSHIRE HATHAWAY FINANCE CORP 4 85%	P	2008-09-19	2011-04-13
2,000 SHS CATERPILLAR INC	P	2010-01-06	2011-05-05
500 SHS CATERPILLAR INC	P	2010-01-06	2011-10-28
10,000 SHS CISCO SYS INC	P	2009-06-19	2011-03-31
1,000 SHS CISCO SYS INC	P	2009-06-26	2011-03-31
1,000,000 DU PONT E I DE NEMOURS & CO 3 25%	P	2010-01-14	2011-04-11
275,000 FED FARM CREDIT BANK 2 00%	P	2009-01-20	2011-03-28
500,000 FED FARM CREDIT BANK 2 42%	P	2010-02-03	2011-02-11
75,000 FED HOME LOAN BANK 3%	P	2010-02-10	2011-03-03
500,000 FED HOME LOAN BANK 3 5%	P	2009-06-10	2011-03-28
20,000 FED NATL MORTGAGE 1 25%	P	2010-10-15	2011-10-28
25,000 FED NATL MORTGAGE 1 25%	P	2010-11-03	2011-11-04
250,000 FED NATL MORTGAGE 2 9%	P	2009-03-24	2011-03-28
500,000 FIFTH THIRD BANCORP 6 25%	P	2008-04-24	2011-04-05
1,000,000 GE CO 5 25%	P	2008-08-21	2011-04-07
250,000 GOLDMAN SACHS GROUP INC 1 625%	P	2009-02-10	2011-04-07
500,000 HERSHEY CO 4 85%	P	2008-01-17	2011-04-06
300,000 MICROSOFT CORP 4 20%	P	2009-05-12	2011-04-14
500,000 PROCTOR & GAMBLE CO 3 5%	P	2009-02-12	2011-04-13
6,700 SHS T ROWE PRICE GROUP INC	P	2009-07-31	2011-12-07
500,000 WAL MART STORES 4 125%	P	2009-02-04	2011-04-11
250,000 YOUNGSTOWN STATE UNIVERSITY 5 359%	P	2010-03-18	2011-03-28
15,000 SHS ISHARES COMEX GOLD	P	2008-09-25	2011-01-14
13,000 SHS ISHARES COMEX GOLD	P	2008-09-25	2011-03-31
700 SHS ISHARES COMEX GOLD	P	2008-09-25	2011-03-31
ISHARES COMEX GOLD	P	2008-09-25	2011-01-23
216,000 WELLS FARGO CO 3 75%	P	2011-04-07	2011-09-13
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
204,680		249,186	-44,506
242,076		308,243	-66,167
47,896		47,931	-35
49,488		47,913	1,575
220,514		220,748	-234
65,138		63,963	1,175
100,142		96,846	3,296
48,031		41,642	6,389
99,465		72,873	26,592
245,072		191,552	53,520
154,579		149,742	4,837
500,000		500,950	-950
50,000		50,000	0
498,750		509,450	-10,700
542,737		541,074	1,663
79,423		78,889	534
96,376		95,866	510
972,750		1,000,000	-27,250
497,000		500,000	-3,000
314,429		312,613	1,816
529,512		526,007	3,505
410,000		410,000	0
79,294		78,874	420
250,160		248,191	1,969
200,784		199,954	830
161,994		155,855	6,139
203,606		203,162	444
126,107		121,712	4,395
109,134		108,866	268
96,892		95,903	989

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
97,090		95,778	1,312
188,955		177,834	11,121
151,903		150,553	1,350
96,900		96,552	348
24,141		24,160	-19
111,693		111,742	-49
161,024		161,497	-473
936,843		939,225	-2,382
108,265		108,536	-271
128,080		128,576	-496
80,603		80,569	34
175,984		176,590	-606
106,255		106,072	183
259,739		260,449	-710
185,181		185,040	141
229,620		228,547	1,073
358,349		356,585	1,764
136,265		131,800	4,465
76,975		75,989	986
15,649		15,699	-50
109,421		104,447	4,974
199,661		177,800	21,861
98,933		97,468	1,465
80,575		80,700	-125
96,570		96,840	-270
779,000		785,819	-6,819
133,721		125,853	7,868
236,876		217,074	19,802
324,341		293,027	31,314
591,491		512,186	79,305

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
201,205		123,349	77,856
212,690		100,222	112,468
185,623		169,998	15,625
219,924		119,658	100,266
48,774		29,915	18,859
171,297		189,400	-18,103
17,130		18,980	-1,850
1,030,820		1,003,110	27,710
278,383		276,733	1,650
500,000		500,000	0
750,000		750,000	0
502,500		500,000	2,500
20,000		20,000	0
25,000		25,000	0
250,000		250,000	0
542,230		497,105	45,125
1,087,330		979,000	108,330
250,965		250,718	247
544,030		497,800	46,230
311,298		303,756	7,542
524,985		508,750	16,235
383,350		313,394	69,956
511,160		489,000	22,160
246,975		252,108	-5,133
198,597		128,724	69,873
181,934		111,460	70,474
9,796		6,002	3,794
999		779	220
229,586		227,042	2,544
39			39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-44,506
			-66,167
			-35
			1,575
			-234
			1,175
			3,296
			6,389
			26,592
			53,520
			4,837
			-950
			0
			-10,700
			1,663
			534
			510
			-27,250
			-3,000
			1,816
			3,505
			0
			420
			1,969
			830
			6,139
			444
			4,395
			268
			989

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,312
			11,121
			1,350
			348
			-19
			-49
			-473
			-2,382
			-271
			-496
			34
			-606
			183
			-710
			141
			1,073
			1,764
			4,465
			986
			-50
			4,974
			21,861
			1,465
			-125
			-270
			-6,819
			7,868
			19,802
			31,314
			79,305

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			77,856
			112,468
			15,625
			100,266
			18,859
			-18,103
			-1,850
			27,710
			1,650
			0
			0
			2,500
			0
			0
			0
			45,125
			108,330
			247
			46,230
			7,542
			16,235
			69,956
			22,160
			-5,133
			69,873
			70,474
			3,794
			220
			2,544
			39

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GEORGE R BERLIN 3695 MERCEDES PLACE CANFIELD,OH 44406	PRESIDENT 2 00	0	0	0
INGRID LUNDQUIST 7373 CHRISTOPHER DRIVE POLAND,OH 44514	VICE PRESIDENT 2 00	0	0	0
ELDON S WRIGHT 1104 MANSELL DRIVE YOUNGSTOWN,OH 44505	SECRETARY 2 00	0	0	0
JAMES H SISEK 8665 FOUR SEASONS TRAIL POLAND,OH 44514	TREASURER 2 00	0	0	0
KATHLEEN BROWN 10466 IOLA DRIVE NORTH BENTON,OH 44449	ASSISTANT SECRETARY 2 00	0	0	0
BRIAN J WOLF 670 ROBS ROAD GIRARD,OH 44420	EXECUTIVE DIRECTOR 10 00	18,000	0	0
NEIL H MAXWELL 12625 NEW BUFFALO ROAD NORTH LIMA,OH 44452	TRUSTEE 2 00	0	0	0
GEORGE B WOODMAN THROUGH 22811 1310 FIFTH AVENUE 1004 YOUNGSTOWN,OH 44504	TRUSTEE 2 00	0	0	0
FARMERS TRUST COMPANY 42 MCCLURG ROAD YOUNGSTOWN,OH 44512	AGENT 6 00	105,659	0	0

Form 990PF Part XV Line 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*				
COLLEGE OF WOOSTER1189 BEALL AVENUE WOOSTER,OH 44691	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	225,211
LAKE ERIE COLLEGE391 WEST WASHINGTON STREET PAINESVILLE,OH 44077	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	120,000
MOUNT UNION COLLEGE1972 CLARK AVENUE ALLIANCE,OH 44601	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	149,455
THIEL COLLEGE75 COLLEGE AVENUE GREENVILLE,PA 16125	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	198,000
WESTMINSTER COLLEGE319 SOUTH MARKET STREET NEW WILMINGTON,PA 16172	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	230,339
YOUNGSTOWN STATE UNIVERSITY 1 UNIVERSITY PLAZA YOUNGSTOWN,OH 44555	N/A	PUBLIC CHARITY	EDUCATIONAL GRANTS	150,000
Total . . . . ▶ **3a**				1,073,005

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TY 2011 Accounting Fees Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX PREPARATION FEES	3,955	3,955		0

TY 2011 Investments Corporate Bonds Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100,000 GOLDMAN SACHS GROUP 5.0% 10/1/14	99,990	101,367
25,000 HERSHEY CO 5.00% 4/1/13	24,969	26,262
20,000 BERKSHIRE HATHAWAY FINANCE CORP 4.85% 1/15/15	20,000	22,155
15,000 JOHNSON & JOHNSON 5.55% 8/15/17	14,944	18,108
25,000 DU PONT E I DE NEMOURS & CO 3.25% 1/15/15	25,077	26,661
50,000 AT&T INC 2.50% 8/15/15	50,250	51,773
50,000 MERCK & CO 2.25% 1/15/16	49,743	51,883
191,000 WESTPAC BANKING CORP 2.25% 11/19/12	193,105	192,899
120,000 BLACKROCK INC 2.25% 12/10/12	122,366	121,622
80,000 AT&T INC 6.7% 11/15/13	90,142	88,193
113,000 TOYOTA MOTOR CREDIT CORP 1.25% 11/17/14	112,751	113,631
80,000 BERKSHIRE HATHAWAY FINANCE CORP 4.85% 1/15/15	79,999	88,619
231,000 MICROSOFT CORP 2.5% 2/8/16	232,592	245,267
120,000 JPMORGAN CHASE & CO 3.45% 3/1/16	119,760	121,914
104,000 METLIFE INC 6.75% 6/1/16	120,019	119,812
36,000 AT&T INC 2.4% 8/15/16	35,882	36,730
182,000 BOEING CAPITAL CORP 2.125% 8/15/16	184,803	185,922
100,000 TOYOTA MOTOR CREDIT CORP 2% 9/15/16	99,481	100,995
227,000 WELLS FARGO CO 2.625% 12/15/16	226,419	226,862
64,000 CISCO SYS INC 3.15% 3/14/17	63,680	69,464
152,000 MERRILL LYNCH 6.875% 4/25/18	169,684	149,863
183,000 GOLDMAN SACHS GROUP INC 6% 6/15/20	195,556	187,458
95,000 JPMORGAN CHASE & CO 4.4% 7/22/20	92,750	97,016
175,000 CITIGROUP INC 5.375% 8/9/20	181,610	179,947
232,000 STATE STREET CORP 4.375% 3/7/21	231,234	254,425
215,000 WAL MART STORES 4.25% 4/15/21	213,600	248,430
89,000 BLACKROCK INC 4.25% 5/24/21	88,491	93,044
16,000 GOLDMAN SACHS GROUP INC 5.25% 7/27/21	15,991	15,609
173,000 MORGAN STANLEY 5.5% 7/28/21	174,909	159,963
99,000 VERIZON COMMUNICATIONS INC 3.5% 11/1/21	98,216	103,071
80,000 DIAGEO CAP PLC 7.375% 1/15/14	91,980	90,292
144,000 SHELL INTERNATIONAL FIN 3.1% 6/28/15	147,136	154,388
128,000 COOPERATIEVE CENTRALE RAIFFEI 2.125% 10/13/15	123,809	125,427
167,000 STATOILHYDRO ASA 5.25% 4/15/19	181,120	193,261

TY 2011 Investments Corporate Stock Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY
EIN: 34-1853367

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6,300 SHS CHEVRON CORP	285,240	670,320
4,400 SHS COCA COLA CO	225,016	307,868
2,885 SHS CONOCOPHILLIPS	130,833	210,230
7,000 SHS EXXON MOBIL CORP	299,355	593,320
30,000 SHS GENERAL ELECTRIC	684,846	537,300
5,500 SHS INTERNATIONAL BUSINESS MACHINES	666,975	1,011,340
8,000 SHS JOHNSON & JOHNSON	408,780	524,640
800 SHS CONOCOPHILLIPS	20,955	58,296
2,500 SHS GENERAL ELEC CO	121,438	44,775
150 SHS MCDONALDS CORP	5,484	15,050
600 SHS AT&T INC	11,203	18,144
15,000 SHS AQUA AMERICA INC	272,054	330,750
600 SHS AUTOZONE INC	92,512	194,982
10,000 SHS JPMORGAN CHASE & CO	430,150	332,500
5,000 SHS MCDONALDS CORP	286,550	501,650
7,000 SHS PHILIP MORRIS INTL INC	291,747	549,360
4,000 SHS PRAXAIR INC	287,536	427,600
800 SHS AQUA AMERICA INC	14,510	17,640
50 SHS AUTOZONE INC	7,709	16,248
1,975 SHS HOME DEPOT INC	60,183	83,029
750 SHS PHILIP MORRIS INTL INC	31,259	58,860
350 SHS PRAXAIR INC	24,770	37,415
400 SHS THE HERSHEY CO	19,015	24,712
10,000 SHS MICROSOFT CORPORATION	277,500	259,600
6,500 SHS AMERISOURCEBERGEN CORP	200,865	241,735
1,500 SHS CATERPILLAR INC	89,744	135,900
7,500 SHS HOME DEPOT INC	243,541	315,300
7,500 SHS AT&T INC	291,342	226,800
200 SHS BANK OF NOVA SCOTIA	10,669	9,962
150 SHS DONALDSON CO	9,711	10,212
800 SHS ILLINOIS TOOL WORKS INC	44,976	37,368
100 SHS INTERNATIONAL BUSINESS MACHINES	16,956	18,388
750 SHS MOLEX INC	20,953	17,895
100 SHS NIKE CL B	9,732	9,637
750 SHS PNC FINL SVCS GROUP INC	47,426	43,252
100 SHS SIMON PROPERTY GROUP INC	11,622	12,894
700 SHS WELLS FARGO & CO	17,878	19,292
2,000 SHS BANK OF NOVA SCOTIA	106,690	99,620
3,000 SHS DONALDSON CO	194,226	204,240
4,500 SHS ILLINOIS TOOL WORKS INC	252,988	210,195
10,000 SHS MOLEX INC	279,367	238,600
2,000 SHS NIKE CL B	194,638	192,740
6,000 SHS NORFOLK & SOUTHERN CO	386,284	437,160
4,000 SHS PNC FINL SVCS GROUP INC	252,938	230,680
2,000 SHS SIMON PROPERTY GROUP INC	232,440	257,880
10,000 SHS WELLS FARGO & CO	255,400	275,600

TY 2011 Investments - Other Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
9,300 SHS ISHARES MSCI EMERGING MARKETS INDEX	AT COST	371,997	352,842
4,970 SHS ISHARES MSCI EAFE INDEX FUND	AT COST	375,606	246,164
4,469 SHS ISHARES S&P MIDCAP 400	AT COST	377,075	391,529
5,499 SHS ISHARES S&P SMALLCAP 600 INDEX FUND	AT COST	371,505	375,582
485 SHS ISHARES S&P MIDCAP 400	AT COST	39,144	42,491
605 SHS ISHARES S&P SMALLCAP 600 INDEX FUND	AT COST	39,779	41,322
22,000 SHS ISHARES COMEX GOLD	AT COST	188,795	335,060
1,300 SHS ISHARES COMEX GOLD	AT COST	11,156	19,799

TY 2011 Other Decreases Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Description	Amount
CARRYOVER OF ACCRUED INTEREST PAID	2,578
ISHARES COMEX GOLD BASIS ADJUSTMENT	673

TY 2011 Other Expenses Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	200	0		200
INVESTMENT EXPENSE	999	999		0

TY 2011 Other Increases Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY

EIN: 34-1853367

Description	Amount
ACCRUAL TO CASH CONVERSION	133

TY 2011 Taxes Schedule

Name: MARION G RESCH FOUNDATION
C/O FARMERS TRUST COMPANY
EIN: 34-1853367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	2,078	2,078		0
2011 EXCISE TAX ESTIMATED PAYMENTS	11,752	0		0