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Form **990-PF**

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

OMB No 1545-0052

**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 <b>THE GEORGE W CODRINGTON CHARITABLE FDN</b>		<b>A</b> Employer identification number <b>34-6507457</b>
Number and street (or P O box number if mail is not delivered to street address) <b>BNY Mellon, N A - P O Box 185</b>		<b>B</b> Telephone number (see instructions) <b>(212) 922-6844</b>
Room/suite		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code <b>Pittsburgh PA 15230-0185</b>		
<b>G</b> Check all that apply		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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		
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 14,903,863</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		0	0		
4 Dividends and interest from securities		313,629	315,966		
5 <b>GROSS REVENUE</b> a Gross income			0		
b Net rental income or (loss)		0			
6 a Net gain or (loss) from sale of assets not on line 10		77,374			
b Gross sales price for all assets on line 6a		1,866,256			
7 Capital gain net income (from Part IV, line 2)			77,374		
8 Net short-term capital gain				0	
9 Income modifications					
10 a Gross sales less returns and allowances		0			
b Less Cost of goods sold		0			
c Gross profit or (loss) (attach schedule)		0			
11 Other income (attach schedule)		23,364	0	0	
12 Total. Add lines 1 through 11		414,367	393,340	0	
13 Compensation of officers, directors, trustees, etc		31,589	23,692		7,897
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		11,093	8,320	0	2,773
b Accounting fees (attach schedule)		0	0	0	0
c Other professional fees (attach schedule)		86,406	64,805	0	21,601
17 Interest					
18 Taxes (attach schedule) (see instructions)		23,266	11,327	0	0
19 Depreciation (attach schedule) and depletion		0	0	0	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		16,604	16,404	0	200
24 Total operating and administrative expenses. Add lines 13 through 23		168,958	124,548	0	32,471
25 Contributions, gifts, grants paid		658,000			658,000
26 Total expenses and disbursements. Add lines 24 and 25		826,958	124,548	0	690,471
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-412,591			
b Net investment income (if negative, enter -0-)			268,792		
c Adjusted net income (if negative, enter -0-)				0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	0	0	
	2 Savings and temporary cash investments	588,937	395,239	395,239
	3 Accounts receivable	0		
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis	0		
Less accumulated depreciation (attach schedule)	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	15,912,540	15,665,200	14,508,624	
14 Land, buildings, and equipment basis	0			
Less accumulated depreciation (attach schedule)	0	0	0	
15 Other assets (describe )	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,501,477	16,060,439	14,903,863	
Liabilities	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe )	0	0	
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	16,501,477	16,060,439	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	16,501,477	16,060,439		
31 Total liabilities and net assets/fund balances (see instructions)	16,501,477	16,060,439		

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	16,501,477
2 Enter amount from Part I, line 27a	2	-412,591
3 Other increases not included in line 2 (itemize) See Attached Statement	3	38,771
4 Add lines 1, 2, and 3	4	16,127,657
5 Decreases not included in line 2 (itemize) See Attached Statement	5	67,218
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,060,439

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> 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	<b>2</b>	77,374
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			}	<b>3</b>

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	984,657	15,181,573	0.064859
2009	501,437	13,821,561	0.036279
2008	1,112,094	18,234,417	0.060989
2007	1,007,157	20,182,818	0.049902
2006	1,059,947	19,116,113	0.055448

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.267477
<b>3</b> 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	<b>3</b>	0.053495
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	15,770,778
<b>5</b> Multiply line 4 by line 3	<b>5</b>	843,658
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	2,688
<b>7</b> Add lines 5 and 6	<b>7</b>	846,346
<b>8</b> 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.	<b>8</b>	690,471

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

1	a 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	5,376
	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	5,376
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,376
6	Credits/Payments		
	a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,000
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,624
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 6,624 Refunded <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	The books are in care of ▶ BNY MELLON, N A Telephone no ▶ (212) 922-6844 Located at ▶ P O BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
<b>16</b>	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 ▶		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
<b>1a</b>	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 checked="" type="checkbox"/> Yes <input 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>b</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 ▶ <input type="checkbox"/>	<b>1b</b>	X
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	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 ▶ 20____, 20____, 20____, 20____		
<b>b</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 )	<b>2b</b>	N/A
<b>c</b>	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____		
<b>3a</b>	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>b</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 )	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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)? (see instructions)  Yes  No

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

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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) 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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185	TRUSTEE SEE ATTACHED	31,662	NONE	NONE
BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185	FEE REIMBURSEMENT	-73	N/A	N/A
SUPERVISORY BOARD	SUPERVISORY BOARD SEE ATTACHED	0	0	0
		00	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>NONE</b>

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NONE		
2		
All other program-related investments See instructions		
3 NONE	0	
<b>Total. Add lines 1 through 3</b>		<b>NONE</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	15,386,438
<b>b</b>	Average of monthly cash balances	<b>1b</b>	624,504
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	16,010,942
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,010,942
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	240,164
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	15,770,778
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	788,539

**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 )

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	788,539
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	5,376	
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI )	<b>2b</b>	0	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,376	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	783,163	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	783,163	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	783,163	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	690,471
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	690,471
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	690,471

**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
<b>1</b>	Distributable amount for 2011 from Part XI, line 7				783,163
<b>2</b>	Undistributed income, if any, as of the end of 2011				
<b>a</b>	Enter amount for 2010 only			0	
<b>b</b>	Total for prior years 20____, 20____, 20____		0		
<b>3</b>	Excess distributions carryover, if any, to 2011				
<b>a</b>	From 2006	150,984			
<b>b</b>	From 2007	37,893			
<b>c</b>	From 2008	226,111			
<b>d</b>	From 2009	0			
<b>e</b>	From 2010	229,356			
<b>f</b>	Total of lines 3a through e	644,344			
<b>4</b>	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 690,471				
<b>a</b>	Applied to 2010, but not more than line 2a			0	
<b>b</b>	Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b>	Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b>	Applied to 2011 distributable amount				690,471
<b>e</b>	Remaining amount distributed out of corpus	0			
<b>5</b>	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	92,692			92,692
<b>6</b>	Enter the net total of each column as indicated below:				
<b>a</b>	Corpus Add lines 3f, 4c, and 4e Subtract line 5	551,652			
<b>b</b>	Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b>	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				
<b>d</b>	Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b>	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b>	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b>	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b>	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	58,292			
<b>9</b>	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	493,360			
<b>10</b>	Analysis of line 9				
<b>a</b>	Excess from 2007	37,893			
<b>b</b>	Excess from 2008	226,111			
<b>c</b>	Excess from 2009	0			
<b>d</b>	Excess from 2010	229,356			
<b>e</b>	Excess from 2011	0			

**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

4942(j)(3) or  4942(j)(5)

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or  4942(j)(5)

**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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
0				0
<b>b</b> 85% of line 2a	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0			0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

CRAIG R MARTAHUS 3900 KEY CENTER, 127 PUBLIC SQUARE ,CLEVELAND OH 44114

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

LETTER APPLICATION

**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

NO GRANTS TO INDIVIDUALS

**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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				▶ <b>3a</b> 658,000
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>				▶ <b>3b</b> NONE





- 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

File by the due date for filing your return. See instructions	Name of exempt organization		Employer identification number (EIN) or	
	THE GEORGE W CODRINGTON CHARITABLE FDN		<input checked="" type="checkbox"/>	34-6507457
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)	
	BNY Mellon, N A - P O Box 185		<input type="checkbox"/>	
City, town or post office, state, and ZIP code For a foreign address, see instructions		PA	15230-0185	

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.**

- The books are in the care of  BNY MELLON, N A  
Telephone No.  (212) 922-6844 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 11/15/2012
- 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 ADDITIONAL TIME IS REQUESTED TO ACQUIRE THE INFORMATION REQUIRED TO PREPARE A COMPLETE AND ACCURATE RETURN

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	\$	5,860
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	\$	12,000
c	<b>Balance due.</b> 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  Vince D. [Signature] Title  Manager Date  7/30/12

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

## 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](http://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*

Enter filer's identifying number, see instructions

<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions <b>THE GEORGE W CODRINGTON CHARITABLE FDN</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>34-6507457</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>BNY Mellon, N A - P O Box 185</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Pittsburgh PA 15230-0185</b>	

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

- The books are in the care of ▶ BNY MELLON, N A
- Telephone No ▶ 412-234-8833 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 8/15/2012, 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

<b>3a</b> 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.	<b>3a</b>	\$	5,860
<b>b</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.	<b>3b</b>	\$	12,000
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0

**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.

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

Form **8868** (Rev. 1-2012)

(HTA)

GEORGE CODRINGTON FDN

ACCOUNT NL	ACCOUNT NAME	TYPE	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX CC
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INST	117503 86	117503 86	117503 86
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INST	253550 98	253550 98	253550 98
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H107	HC CAPITAL TR EMERG MKTS-HC	40807 11	703922 72	752959 29
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H503	HC CAPITAL F/I OPP PORT-HCS	90802 46	631077 13	640000
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H552	HC CAPITAL US MORT/AST-HCS	41738 78	425318 26	417418 77
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H578	HC CAPITAL US CORP F/I-HCS	37752 79	390363 93	377627 51
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	40415H594	HC CAPITAL US GOVT F/I-STRA	46039 7	478812 96	460721 53
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H628	HC CAP TR COMMODITY RELATED	54419 29	571946 82	612816 75
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H669	HC CAPITAL VALUE EQTY-HCS	160768 86	1863311 11	2240518 81
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H685	HC CAPITAL SM CAP EQTY-HCS	26013 41	327769	338289 54
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H735	HC CAPITAL REAL EST SEC-HCS	27627 71	270199	266592 67
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H750	HC CAPITAL TR INTL EQTY-HCS	352800 49	3249292 6	3966390 85
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	40415H883	HC CAPITAL GROWTH EQUITY PO	148936 86	1994264 68	1848306 55
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	EQUITY/BALANCED MUTUAL FUNDS	784924425	SSGA EMERGING MARKETS FUND-	15311 27	276215 47	377577 95
10585170210	GEORGE CODRINGTON FDN/HIRTLE/NA	FIXED INCOME MUTUAL FUNDS	922031737	VANGUARD INFLAT PROTECTED-A	14474 95	401100 95	356622 27
Sub Total						\$ 11,954,649 47	\$ 13,026,897 33
10585170220	GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	CASH		CASH	0	-181 67	-181 67
10585170220	GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INST	8418 66	8418 66	8418 66
10585170220	GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	SUNDRY ASSETS	9E9996761	EARLY STAGE PARTNERS - CODR	478862	502419 14	493637 38
10585170220	GEORGE CODRINGTON FDN/SELFDIR/HIRTLE	SUNDRY ASSETS	9E9996779	EARLY STAGE PARTNERS II - C	50000	214776 55	283207
Sub Total						725432 68	785081 37
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INST	40 51	40 51	40 51
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	CASH MANAGEMENT VEHICLES	262006208	DREYFUS GOVT CASH MGMT INST	15906 96	15906 96	15906 96
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9D9992937	HCC TOTAL RETURN OFFSHORE F	979 41	1128503 51	1189518 02
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9D9992945	HCC ABSOLUTE RETURN OFFSHOR	429 41	463261 9	475000
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9E9992851	HCC ABSOLUTE RETURN OFFSHO	1	0	0
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	9E9992893	HCC TOTAL RETURN OFFSHORE	1	0	0
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	9G9996618	HCC PRIV EQUITY OFFSHORE FU	572 65	586579 14	536642 56
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	999Z35630	HCC PRIV EQ VII	1	0	0
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	LIMITED PARTNERSHIPS	999Z83853	HCC PRIV EQUITY VIII OFFSHO	33 25	29489 5	31352 49
10586291100	GEORGE CODRINGTON FDN/HIRTLE/NA	SUNDRY ASSETS	999Z84299	HC PRIV EQ OFFSH FD VIII SU	1	0	0
Sub Total						\$ 2,223,781 52	\$ 2,248,460 54

Account Total

\$ 14,903,863.67 \$ 16,060,439.24

**Attachment to Form 990-PF  
Part V-III, Column (b)**

**Title and average hours per week devoted to position.**

As trustee, BNY MELLON provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the trustee's fees are not based upon hourly basis but are calculated upon factors such as the market value of the account and in accordance with our agreement with the client.

**THE GEORGE W. CODRINGTON CHARITABLE FOUNDATION  
SUPERVISORY BOARD**

**Craig R. Martahus, Chairman**

**Address: Bus. - Thompson Hine LLP  
3900 Key Center  
127 Public Square  
Cleveland, OH 44114-1291**

**William R. Seelbach, Vice Chairman**

**Bus. - Ohio Aerospace Institute  
22800 Cedar Point Rd.  
Brook Park, OH 44142**

**Raymond T. Sawyer, Secretary**

**Address: Bus. - Thompson Hine LLP  
3900 Key Center  
127 Public Square  
Cleveland, OH 44114-1291**

**Curtis E. Moll**

**Address: Bus. - MTD Products, Inc.  
5965 Grafton Road  
Valley City, OH 44280**

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## In Making Applications for a Codrington Grant

APPLICATIONS for Grants by the Codrington Foundation should be directed to the Trustee or to The Supervisory Board of the Foundation.

The application should state fully but briefly the following:

1. The amount of the grant requested.
2. The need for the grant.
3. The area served by the applicant.
4. A brief history of the applicant's organization.
5. Description of applicant's contributions to the area.
6. Listing of the applicant's officers and trustees.

It is the Codrington Foundation policy to make only annual grants, and grants are not made to individuals.

Meetings of the Supervisory Board are usually held in March, June, September, November and December, at which time pending applications are carefully considered.

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THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 1 of 15

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

FUND NIA - NURTURING INDEPENDENCE &amp; ASPIRATIONS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name

PRETERM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

AMERICAN RED CROSS OF GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 12,000

Name

BECK CENTER FOR THE ARTS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name

BOY SCOUTS OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 10,000

Name

BOYS &amp; GIRLS CLUBS OF CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 6,000

THE GEORGE W CODRINGTON CHARITABLE FDN

34-6507457 Page 2 of 15

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

CLEVELAND HEARING &amp; SPEECH CENTER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 8,000
-----------------------------------------------------	-----------------

Name

CLEVELAND INSTITUTE OF ART - SCHOLARSHIP FUND

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
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Purpose of grant/contribution CONTINUING SUPPORT	Amount 6,000
-----------------------------------------------------	-----------------

Name

CLEVELAND INSTITUTE OF MUSIC

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 6,000
-----------------------------------------------------	-----------------

Name

CLEVELAND INT'L FILM FESTIVAL

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 5,000
-----------------------------------------------------	-----------------

Name

CLEVELAND MUSIC SCHOOL SETTLEMENT

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 5,000
-----------------------------------------------------	-----------------

Name

THE CLEVELAND ORCHESTRA

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 50,000
-----------------------------------------------------	------------------

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s)-paid during the year

Name

CLEVELAND PLAY HOUSE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 9,000
-----------------------------------------------------	-----------------

Name

CONSERVANCY FOR CUYAHOGA VALLEY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 2,000
-----------------------------------------------------	-----------------

Name

DANCECLEVELAND

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 6,000
-----------------------------------------------------	-----------------

Name

FREE MEDICAL CLINIC OF GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 15,000
-----------------------------------------------------	------------------

Name

HOSPICE OF THE WESTERN RESERVE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 3,000
-----------------------------------------------------	-----------------

Name

MUSEUM OF CONTEMPORARY ART

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 2,000
-----------------------------------------------------	-----------------

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

OLD STONE EDUCATION CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,000

Name

PARKWORKS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 4,000

Name

SUICIDE PREVENTION ALLIANCE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

UNIVERSITY CIRCLE INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 15,000

Name

YMCA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name

CENTRAL SCHOOL OF PRACTICAL NURSING

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

CLEVELAND FOODBANK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 11,000

Name

CLEVELAND HOUSING NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 4,000

Name

CORNUCOPIA, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,500

Name

DANCING WHEELS COMPANY &amp; SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

JOHN CARROLL UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 12,000

Name

THE LEGAL AID SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

NATIONAL ALLIANCE ON MENTAL ILLNESS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

SENIOR CITIZEN RESOURCES, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

VOCATIONAL GUIDANCE SERVICES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 10,000

Name

IDEASTREAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 20,000

Name

FUND FOR OUR ECONOMIC FUTURE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 50,000

Name

CLEVELAND PUBLIC THEATRE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 4,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

CUYAHOGA COUNTY COMMUNITY COLLEGE FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

CLEVELAND MUSEUM OF ART

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 12,500

Name

YOUNG AUDIENCES ARTS FOR LEARNING

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 1,000

Name

PLAYHOUSE SQUARE FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 17,000

Name

JUNIOR ACHIEVEMENT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

THE SALVATION ARMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 25,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

CENTER FOR FAMILIES AND CHILDREN

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 3,000
-----------------------------------------------------	-----------------

Name

NORTHERN UNION FARMERS MARKET

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 3,000
-----------------------------------------------------	-----------------

Name

PROVIDENCE HOUSE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 3,000
-----------------------------------------------------	-----------------

Name

YOUTH CHALLENGE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 3,000
-----------------------------------------------------	-----------------

Name

CLEVELAND ZOOLOGICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 4,000
-----------------------------------------------------	-----------------

Name

NATURE CENTER AT SHAKER LAKES

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PUBLIC
----------------------	-----------------------------

Purpose of grant/contribution CONTINUING SUPPORT	Amount 4,000
-----------------------------------------------------	-----------------

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**  
**Recipient(s) paid during the year**

Name  
 FAIRHILL PARTNERS  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 6,000

Name  
 HOPEWELL  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 6,000

Name  
 COMMUNITY RE-ENTRY, INC NETWORK  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name  
 GREAT LAKES SCIENCE CENTER  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name  
 LAKE ERIE NATURE & SCIENCE CENTER  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 7,000

Name  
 BROADWAY SCHOOL OF MUSIC & THE ARTS  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 1,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s)-paid during the year

Name

OPEN DOORS ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 1,000

Name

UNTIED WAY OF GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 1,500

Name

CLEVELAND INSTITUE OF ART

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 10,000

Name

MUSICAL ARTS ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 10,000

Name

PLANNED PARENTHOOD OF NORTHEAST OHIO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 10,000

Name

COLLEGE NOW GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 11,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

BALDWIN WALLACE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 15,000

Name

UNIVERSITY CIRCLE INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

YOUTH OPPORTUNITIES UNLIMITED

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,000

Name

GATHERING PLACE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,500

Name

INVENT NOW, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 2,500

Name

GREAT LAKES THEATRE FESTIVAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

HOLDEN ARBORETUM

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	3,000

Name

ROCK &amp; ROLL HALL OF FAME &amp; MUSEUM

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	3,000

Name

PLAYHOUSE SQUARE FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	3,500

Name

GORDON SQUARE ARTS DISTRICT

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	30,000

Name

UNITED WAY OF GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	35,000

Name

CLEVELAND RAPE CRISIS CENTER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	PUBLIC

Purpose of grant/contribution	Amount
CONTINUING SUPPORT	4,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

BUSINESS VOLUNTEERS UNLIMITED

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

CHILDRENS MUSEUM OF CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

CLEVELAND BOTANICAL GARDEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

PRETERM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

THE CITY CLUB OF CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 5,000

Name

CLEVELAND CITY MISSION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 500

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s)-paid during the year

Name

CLEVELAND FOODBANK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 500

Name

GREATER CLEVELAND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 500

Name

WESTERN RESERVE HISTORICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 6,500

Name

BREAKTHROUGH CHARTER SCHOOLS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 7,000

Name

NEAR WEST THEATRE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 7,000

Name

NORTH COAST COMMUNITY HOMES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

THE GEORGE W CODRINGTON CHARITABLE FDN

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s)-paid during the year

Name  
 UNITED NEGRO COLLEGE FUND  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 8,000

Name  
 GREAT LAKES SCIENCE CENTER  
 Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PUBLIC		
Purpose of grant/contribution CONTINUING SUPPORT			Amount 3,000

Name  
 Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name  
 Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name  
 Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name  
 Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

**Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
									Gross Sales Price	Gross Sales Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
		Long Term CG Distributions	108,181										
		Short Term CG Distributions	0										
1	X	HC CAPITAL REAL EST SEC-H	40415H735			5/21/2009		3/23/2011	44,394	26,567			17,827
2	X	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		4/18/2011	170,000	203,118			-33,118
3	X	HC CAPITAL TR INTL EQTY-H	40415H750			2/25/2008		4/27/2011	100,000	113,404			-13,404
4	X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		4/18/2011	50,000	46,065			3,935
5	X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		7/14/2011	100,000	89,732			10,268
6	X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		11/1/2011	90,000	84,678			5,322
7	X	HC CAPITAL GROWTH EQUIT	40415H883			2/25/2008		12/23/2011	100,000	91,926			8,074
8	X	SSGA EMERGING MARKETS F	784924425			5/2/2008		4/18/2011	30,000	38,056			-8,056
9	X	VANGUARD INFLAT PROTECT	922031737			12/18/2009		8/8/2011	109,561	100,000			9,561
10	X	VANGUARD INFLAT PROTECT	922031737			12/16/2010		8/8/2011	54,012	50,000			4,012
11	X	VANGUARD INFLAT PROTECT	922031737			6/8/2010		8/8/2011	86,426	78,884			7,542
12	X	HC CAPITAL US MORT/AST-H	40415H552			12/6/2010		8/8/2011	125,000	122,190			2,810
13	X	HC CAPITAL US MORT/AST-H	40415H552			12/6/2010		11/1/2011	50,000	48,924			1,076
14	X	HC CAPITAL US CORP FI-HC	40415H578			12/6/2010		11/1/2011	100,000	95,147			4,853
15	X	HC CAPITAL US GOVT FI-STR	40415H594			12/6/2010		8/8/2011	125,000	120,772			4,228
16	X	HC CAPITAL US GOVT FI-STR	40415H594			12/6/2010		11/1/2011	50,000	47,438			2,562
17	X	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		4/18/2011	90,000	106,699			-16,699
18	X	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		11/1/2011	90,000	119,353			-29,353
19	X	HC CAPITAL VALUE EQTY-HC	40415H669			2/25/2008		12/23/2011	50,000	63,185			-13,185
20	X	HC CAPITAL SM CAP EQTY-H	40415H685			5/2/2008		4/18/2011	10,000	9,327			673
21	X	HC CAPITAL FIXED INCOME-H	40415H701			12/17/2009		3/16/2011	98,387	103,004			-4,617
22	X	HC CAPITAL REAL EST SEC-H	40415H735			12/16/2010		3/16/2011	273	216			57
23	X	HC CAPITAL REAL EST SEC-H	40415H735			12/16/2010		3/16/2011	10,152	9,547			605
24	X	HC CAPITAL REAL EST SEC-H	40415H735			5/21/2009		3/16/2011	33,970	20,650			13,320
25		CLASS ACTION PROCEEDS							292				292
26		EARLY STAGE PARTNERS I LL							-3,436				-3,436
27		EARLY STAGE PARTNERS II LL							-5,956				-5,956

**Line 11 (990-PF) - Other Income**

		23,364	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEDERAL EXCISE TAX REFUND	2,111	0	
2	RETURN OF CAPITAL	21,253	0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

**Line 16a (990-PF) - Legal Fees**

		11,093	8,320	0	2,773
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	THOMPSON HINE LLP	11,093	8,320		2,773
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 16c (990-PF) - Other Fees**

		86,406	64,805	0	21,601
		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	HIRTLE CALLAGHAN INV & MGMT FEE	86,406	64,805		21,601
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		23,266	11,327	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	11,327	11,327		
2	PRIOR YEAR EXCISE TAXES DUE	3,939			
3	ESTIMATED EXCISE TAXES PAYMENT	8,000			
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		16,604	16,404	0	200
1	OHIO AG FILING FEE	200			200
2	EARLY STAGE PARTNERS II - INVESTMENT INT	394	394		
3	EARLY STAGE PARTNERS I - PORTFOLIO DED	2,696	2,696		
4	EARLY STAGE PARTNERS II - PORTFOLIO DED	13,314	13,314		
5					
6					
7					
8					
9					

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	\$13,000 REVERSAL OF GRANT - NOT INCLUDED AS GRANT IN 2010	1	13,000
2	PARTNERSHIP COST ADJUSTMENT - EARLY STAGE I & II	2	25,771
3	Total	3	38,771

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**Line 5 - Decreases not included in Part III, Line 2**

1	\$50,000 GRANT - REVERSED IN 2012, NOT INCLUDED AS GRANT IN 2011	1	50,000
2	ROC COST ADJUSTMENT - HCC PRIV EQUITY OFFSHORE FUND VII LP	2	17,218
3	Total	3	67,218

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Amount	108,181										
	Short Term CG Distributions	0											
1	HC CAPITAL REAL EST SEC-HCS	40415H735		5/21/2009	3/23/2011	44,394	0	26,567	17,827	0	0	0	17,827
2	HC CAPITAL TR INTL EQTY-HCS	40415H750		2/25/2008	4/18/2011	170,000	0	203,118	-33,118	0	0	0	-33,118
3	HC CAPITAL TR INTL EQTY-HCS	40415H750		2/25/2008	4/27/2011	100,000	0	113,404	-13,404	0	0	0	-13,404
4	HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	4/18/2011	50,000	0	46,065	3,935	0	0	0	3,935
5	HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	7/14/2011	100,000	0	89,732	10,268	0	0	0	10,268
6	HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	11/1/2011	90,000	0	84,678	5,322	0	0	0	5,322
7	HC CAPITAL GROWTH EQUITY PORT-H	40415H883		2/25/2008	12/23/2011	100,000	0	91,926	8,074	0	0	0	8,074
8	SSGA EMERGING MARKETS FUND-S	784924425		5/22/2008	4/18/2011	30,000	0	38,056	-8,056	0	0	0	-8,056
9	VANGUARD INFLAT PROTECTED-AD	922031737		12/18/2009	8/8/2011	109,561	0	100,000	9,561	0	0	0	9,561
10	VANGUARD INFLAT PROTECTED-AD	922031737		12/16/2010	8/8/2011	54,012	0	50,000	4,012	0	0	0	4,012
11	VANGUARD INFLAT PROTECTED-AD	922031737		6/8/2010	8/8/2011	86,426	0	78,884	7,542	0	0	0	7,542
12	HC CAPITAL US MORT/AST-HCS	40415H552		12/6/2010	8/6/2011	125,000	0	122,190	2,810	0	0	0	2,810
13	HC CAPITAL US MORT/AST-HCS	40415H552		12/6/2010	11/1/2011	50,000	0	48,924	1,076	0	0	0	1,076
14	HC CAPITAL US MORT/AST-HCS	40415H578		12/6/2010	11/1/2011	100,000	0	95,147	4,853	0	0	0	4,853
15	HC CAPITAL US GOVT FI-STRA	40415H594		12/6/2010	8/8/2011	125,000	0	120,772	4,228	0	0	0	4,228
16	HC CAPITAL US GOVT FI-STRA	40415H594		12/6/2010	11/1/2011	50,000	0	47,438	2,562	0	0	0	2,562
17	HC CAPITAL VALUE EQTY-HCS	40415H669		2/25/2008	4/18/2011	90,000	0	106,699	-16,699	0	0	0	-16,699
18	HC CAPITAL VALUE EQTY-HCS	40415H669		2/25/2008	11/1/2011	90,000	0	119,353	-29,353	0	0	0	-29,353
19	HC CAPITAL VALUE EQTY-HCS	40415H669		2/25/2008	12/23/2011	50,000	0	63,185	-13,185	0	0	0	-13,185
20	HC CAPITAL SM CAP EQTY-HCS	40415H685		5/22/2008	4/18/2011	10,000	0	9,327	673	0	0	0	673
21	HC CAPITAL FIXED INCOME-HCS	40415H701		5/22/2008	3/16/2011	98,387	0	103,004	-4,617	0	0	0	-4,617
22	HC CAPITAL REAL EST SEC-HCS	40415H735		12/17/2009	3/16/2011	273	0	216	57	0	0	0	57
23	HC CAPITAL REAL EST SEC-HCS	40415H735		12/16/2010	3/16/2011	10,162	0	9,547	605	0	0	0	605
24	HC CAPITAL REAL EST SEC-HCS	40415H735		5/21/2009	3/16/2011	33,970	0	20,650	13,320	0	0	0	13,320
25	CLASS ACTION PROCEEDS					292	0	0	292	0	0	0	292
26	EARLY STAGE PARTNERS I LONG TER					-3,436	0	0	-3,436	0	0	0	-3,436
27	EARLY STAGE PARTNERS II LONG TER					-5,956	0	0	-5,956	0	0	0	-5,956



**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return		4,000
2 First quarter estimated tax payment		
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		8,000
7 Total		12,000