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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	9,307.	3,148.	3,148.	
	2	39,198.	53,737.	53,737.	
	3				
	Less allowance for doubtful accounts ►				
	4				
	Less allowance for doubtful accounts ►				
	5				
	6				
	7				
	8				
	9		492.	492.	
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	508,122.	503,862.	846,222.
	c	Investments – corporate bonds (attach schedule)	177,153.	127,556.	137,832.
	11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	416,781.	430,475.	406,193.	
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)	1,150,561.	1,119,270.	1,447,624.	
LIABILITIES	17	Accounts payable and accrued expenses.	736.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►))			
	23	Total liabilities (add lines 17 through 22)	736.		
NET ASSETS	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	1,149,825.	1,119,270.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,149,825.	1,119,270.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,150,561.	1,119,270.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,149,825.
2	Enter amount from Part I, line 27a	2	-30,555.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,119,270.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,119,270.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED				Various	Various
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 98,768.		93,357.	5,411.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			5,411.		
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	5,411.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	[If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]		3	5,411.	

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 (column (b) divided by column (c))
2010	60,457.	1,342,377.	0.045037
2009	69,317.	1,209,801.	0.057296
2008	79,313.	1,462,662.	0.054225
2007	78,605.	1,702,131.	0.046180
2006	55,661.	1,598,203.	0.034827
2 Total of line 1, column (d)			2 0.237565
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 0.047513
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,446,539.
5 Multiply line 4 by line 3			5 68,729.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 354.
7 Add lines 5 and 6			7 69,083.
8 Enter qualifying distributions from Part XII, line 4			8 56,071.

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

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

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 instrs)	
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	1 708.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3 708.
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-	5 708.
6	Credits/Payments:	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,200.
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 1,200.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 492.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11 492. Refunded

Part VII-A | Statements Regarding Activities

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	<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>	
c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	OH – Ohio	
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no ► <u>(330) 258-6483</u>	Located at ► <u>3800 EMBASSY PKWY, STE 300 AKRON OH ZIP + 4 ► 44333-8332</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	
16	Yes	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.

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

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

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?

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 NoIf 'Yes,' list the years ► 2008, 2009, 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 instructions)

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)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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
 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?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?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

 Yes No**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?

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?**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
JAMES D. KRAUS 3800 EMBASSY PKWY, SUITE 300 AKRON OH 44333	TRUSTEE 1.00	0.	0.	0.
BRUCE H. MOORE 1915 HEMLOCK DR. KENT OH 44240	TRUSTEE 0.00	0.	0.	0.
HOWARD T. BOYLE, II, C/O HOME SAVINGS BANK 142 N. WATER ST. KENT OH 44240	TRUSTEE 0.00	0.	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	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----

Total number of other employees paid over \$50,000

►

None

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

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

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

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

None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	<u>NONE</u>	
2		0.
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	<u>NONE</u>	-----
2	-----	0.

All other program-related investments. See instructions.

3 NONE _____ 0.
Total Add lines 1 through 3 ► None

Total. Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	1,396,457.
b Average of monthly cash balances	1b	72,111.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,468,568.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,468,568.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,029.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,446,539.
6 Minimum investment return. Enter 5% of line 5	6	72,327.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	72,327.
2a Tax on investment income for 2011 from Part VI, line 5	2a	708.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	708.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	71,619.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	71,619.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	71,619.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	56,071.
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	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,071.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,071.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				71,619.
2 Undistributed income, if any, as of the end of 2011:			65,674.	
a Enter amount for 2010 only		6,174.		
b Total for prior years. 20 07, 20 08, 20				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 56,071.				
a Applied to 2010, but not more than line 2a			56,071.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		6,174.		
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		6,174.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			9,603.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				71,619.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

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

N/A

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 instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JAMES D. KRAUS, TRUSTEE

3800 EMBASSY PARKWAY, SUITE 300

AKRON

OH 44333-8332 (330) 258-6483

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

SEE ATTACHED GRANT APPLICATION FORM

6 Any submission deadlines:

NONE

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

PORTAGE AND SUMMIT COUNTY, OH APPLICANTS FAVORED. WITH CONSIDERATION ALSO GIVEN TO APPLICANTS IN SURROUNDING COUNTIES.

Part XV | Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE ATTACHED ITEMIZED LIST	N/A TO ALL			60,100.
Total			► 3a	60,100.
<i>b Approved for future payment</i> NONE				0.
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 instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4.	
4 Dividends and interest from securities			14	39,118.	
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	5,411.	
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)				44,533.	
13 Total. Add line 12, columns (b), (d), and (e)			13		44,533.
(See worksheet in line 13 instructions to verify calculations)					

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

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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign
Here

James D. Kraus

5/12/14

► TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid
Prep
Use

Print/Type preparer's name CATHY C. GODSHALL	Preparer's signature <i>Cathy C Godshall</i>	Date 5/12/14	Check <input type="checkbox"/> if self-employed	PTIN P01392736
Firm's name ► BUCKINGHAM, DOOLITTLE & BURROUGHS	Firm's EIN ► 34-1832611			
Firm's address ► 3800 EMBASSY PKWY STE 300	Phone no (330) 376-5300			
AKRON	OH	44333-8398		

BAA

THE HENRY V. AND FRANCES W. CHRISTENSON FOUNDATION
EI# 42-1537453
2011 FORM 990-PF

Page 1, Part I, Line 11: OTHER INCOME

IRS Section 4940(a) investment income tax refund \$ 4

Page 1, Part I, Line 16(a): LEGAL FEES

Provide guidance to trustees as to their duties and the foundation's distribution requirements; prepare and maintain the foundation's books and records; minute book maintenance; preparation of 2010 990-PF; oversee the foundation's Section 4940(a) tax estimate payments; review grant applications received and related correspondence; grants made follow-up matters. \$ 4,921

Page 1, Part I, Line 16c: OTHER PROFESSIONAL FEES

Investment management fees \$ 9,157

Page 1, Part I, Line 18: TAXES

2011 Section 4940(a) investment income tax \$ 708

Page 1, Part I, Line 23: OTHER EXPENSES

Ohio Charitable Trust Act annual filing fee	\$ 200
Bank service charge	<u>6</u>
	<u><u>206</u></u>

HENRY & FRANCES CHRISTENSEN FOUNDATION
 EI # 42-1537453
 2011 990-PF

PAGE 1, PART I, LINE 6a, COLUMN (a).NET GAIN OR (LOSS) FROM SALES--BOOK BASIS

SECURITY	SHARES OR FACE	ACQ DATE	SALE DATE	PROCEEDS	BOOK BASIS	GAIN/ (LOSS)
Frontier Communications Corp	84.00		02/02/11	761.02	738.82	22.20
SuperValu Inc	600.00	02/02/11		4,445.97	9,150.30	(4,704.33)
Cisco Systems, 5.25%, 02/22/11	\$ 25,000	02/22/11		25,000.00	24,798.00	202.00
Home Depot, 5.2%, 03/01/11	\$ 25,000	03/01/11		25,000.00	24,798.50	201.50
Cigna Corp	300	03/31/11		13,416.25	4,702.05	8,714.20
Pfizer Inc	1,000	03/31/11		18,155.15	14,705.00	3,450.15
Windstream Corp	1,000	03/31/11		11,989.76	14,464.78	(2,475.02)
Capital gain distributions						-
				<u>98,768.15</u>	<u>93,357.45</u>	<u>5,410.70</u>

PAGE 3, PART IV,NET GAIN OR (LOSS) FROM SALES--TAX BASIS

SECURITY	SHARES OR FACE	ACQ DATE	SALE DATE	PROCEEDS	TAX BASIS	GAIN/ (LOSS)
Frontier Communications Corp	84.00		02/02/11	761.02	738.82	22.20
SuperValu Inc	600.00	02/02/11		4,445.97	9,150.30	(4,704.33)
Cisco Systems, 5.25%, 02/22/11	\$ 25,000	02/22/11		25,000.00	24,798.00	202.00
Home Depot, 5.2%, 03/01/11	\$ 25,000	03/01/11		25,000.00	24,798.50	201.50
Cigna Corp	300	03/31/11		13,416.25	4,702.05	8,714.20
Pfizer Inc	1,000	03/31/11		18,155.15	14,705.00	3,450.15
Windstream Corp	1,000	03/31/11		11,989.76	14,464.78	(2,475.02)
Capital gain distributions						-
				<u>98,768.15</u>	<u>93,357.45</u>	<u>5,410.70</u>

THE HENRY V. AND FRANCES W. CHRISTENSEN FOUNDATION
 EI # 42-1537453
 2011 990-PF

PAGE 2, PART II, LINE 10(b), COLUMNS (b) AND (c): INVESTMENTS--CORPORATE STOCK

SECURITY	SHARES OWNED 12/31/2011	BOOK VALUE 12/31/2011	FAIR MARKET VALUE 12/31/2011
Abbott Labs	400	20,644.00	22,492.00
Allstate Corp	250	10,463.75	6,852.50
Amdocs Limited	400	14,147.96	11,412.00
American Electric Power	1,000	28,725.00	41,310.00
American Express Co	250	7,596.51	11,792.50
Applied Materials Inc	850	8,967.93	9,103.50
Bank of America	257	8,649.15	1,428.92
BMC Software Inc	900	14,076.45	29,502.00
Caterpillar Inc	500	8,682.63	45,300.00
Cigna Corp	600	9,404.10	25,200.00
Colgate Palmolive Company	175	10,654.00	16,168.25
Conoco Phillips	200	14,607.38	14,574.00
CVS/Caremark Corp	500	13,822.00	20,390.00
Deere & Company	200	4,604.05	15,470.00
Dover Corp	600	29,423.70	34,830.00
Duke Energy Corp	480	6,186.07	10,560.00
DuPont	400	18,872.00	18,312.00
EMC Corp	400	5,120.00	8,616.00
Equity Residential	650	14,016.02	37,069.50
Hartford Financial Services Group	200	9,832.00	3,250.00
Humana Inc	500	6,575.00	43,805.00
Intel Corp	500	7,962.50	12,125.00
International Business Machines	150	10,322.75	27,582.00
Johnson Controls Inc	750	10,313.25	23,445.00
J P Morgan Chase & Co	550	8,844.28	18,287.50
McDonalds Corp	550	13,744.78	55,181.50
Medtronic Inc	500	24,558.00	19,125.00
Merck & Co	346	6,189.87	13,044.20
Microsoft Corp	800	20,264.00	20,768.00
Omnicom Group Inc	500	22,930.00	22,290.00
Pall Corporation	800	13,700.00	45,720.00
Qualcomm Inc	400	14,418.00	21,880.00
Royal Dutch Shell	300	19,236.00	21,927.00
Schlumberger Ltd	500	8,835.13	34,155.00
Schwab Charles Corp New	600	9,516.00	6,756.00
Spectra Energy	240	4,611.73	7,380.00
3M Company	200	15,642.00	16,346.00
TJX Companies	600	16,534.20	38,730.00
Verizon Communications	350	11,169.34	14,042.00
		<u>503,861.53</u>	<u>846,222.37</u>

THE HENRY V. AND FRANCES W. CHRISTENSEN FOUNDATION
 EI # 42-1537453
 2011 990-PF

PAGE 2, PART II, LINE 10(c), COLUMNS (b) AND (c): INVESTMENTS--CORPORATE BONDS

SECURITY	AMOUNT OWNED 12/31/2011	BOOK VALUE 12/31/2011	FAIR MARKET VALUE 12/31/2011
Fannie Mae, 5.25%, 09/15/16	\$ 50,000	51,758.25	59,354.50
Abbott Labs, 5.15%, 11/30/12	\$ 25,000	25,883.25	26,050.00
General Elec Cap Crp, 3.5%, 06/29/15	\$ 50,000	49,914.50	52,427.50
		<u>127,556.00</u>	<u>137,832.00</u>

PAGE 2, PART II, LINE 13, COLUMNS (b) AND (c): INVESTMENTS--OTHER: MUTUAL FUNDS

SECURITY	AMOUNT OWNED 12/31/2011	BOOK VALUE 12/31/2011	FAIR MARKET VALUE 12/31/2011
Fifth Third Total Return Bond Fund	23,618.333	239,986.42	220,359.05
Fifth Third Short Term Bond Fd	19,582.114	190,488.70	185,834.26
		<u>430,475.12</u>	<u>406,193.31</u>

THE HENRY V. & FRANCES W. CHRISTENSON FOUNDATION
EI# 42-1537453
2011 990-PF

PAGE 4, PART VII-A, QUESTION 8b EXPLANATION

The State of Ohio has requested that foundations that must file with its Charitable Law Section file with the state a form entitled "Verification of Filing with the Internal Revenue Service" rather than filing the 990-PF with the state. See attached copy of the letter Ohio foundations received from the Ohio Attorney General's Charitable Law Section.

The Christenson Foundation will file its 2011 "Verification of Filing with the Internal Revenue Service" form with Ohio the same day that it files its 2011 990-PF with IRS.

«AK3 1100774_1»



STATE OF OHIO
OFFICE OF THE ATTORNEY GENERAL
JIM PETRO, ATTORNEY GENERAL

Charitable Law
150 E. Gay St., 23rd Floor
Columbus, OH 43215-3130

Telephone: (614) 466-3180
Facsimile: (614) 466-9788
www.ag.state.oh.us

April 2, 2004

Dear Charitable Trustee:

Our records indicate that your organization is registered with the Attorney General pursuant to Ohio's Charitable Trust Act. This letter is being sent to inform you of recent changes to the Administrative Rules and Regulations of Ohio's Charitable Trust Act. **This is not a notification of a delinquency.**

If your organization files a federal form 990, 990-PF or 990-EZ with the Internal Revenue Service; it has been required to file a copy of the federal tax return with our office in the past. However, recent changes to the Administrative Rules now allow organizations headquartered in Ohio to submit the enclosed "VERIFICATION OF FILING WITH THE INTERNAL REVENUE SERVICE" form in lieu of the federal tax return, along with any applicable filing fee. The verification form simply certifies that an organization has submitted the required federal tax return to the Internal Revenue Service. The Internal Revenue Service is now providing the Attorney General with information regarding federal tax filings. Therefore, you will only need to complete the enclosed verification form and return it to our office on or before the fifteenth day of the fifth month following the close of your organization's fiscal tax year, or by any federal extension of time, along with any applicable filing fee. It is important that the required filing fee be postmarked by the financial report due date to avoid assessment of a \$200.00 late fee. Checks should be made payable to "Treasurer, State of Ohio".

If your organization is not based in Ohio, or files a federal form 1041, you will continue to submit a complete copy of your financial return with all attachments, along with any applicable filing fee. Please submit an asset schedule, or you may indicate the fair market value of assets on the federal form 1041.

If your organization had gross receipts of less than twenty-five thousand dollars, or does not otherwise file a federal tax return, you must file the "Annual Financial Report of Charitable Organization." This form is available through our website at www.ag.state.oh.us/ag_forms/charitable_law.htm. If the reported total assets exceed twenty-five thousand dollars, a filing fee is also due. Again, it is important that the required filing fee be postmarked by the financial report due date to avoid assessment of a \$200.00 late fee.

Also available through our website are instructions for filing the Annual Financial Report of Charitable Organization, a copy of Ohio's Charitable Trust Act (Revised Code Chapter 109.23-.33), the revised Administrative Rules and Regulations, the Verification of Filing with the Internal Revenue Service form, and an information sheet which further explains the requirements under this law.

If you do not have access to the Attorney General's website, please contact our office at the telephone number listed below to obtain the required forms.

The Attorney General appreciates your cooperation in complying with these registration requirements. The registry serves to increase public confidence in the integrity of Ohio's charities. If you have any questions, do not hesitate to contact the Charitable Law Section at (614) 466-3180. Thank you for your cooperation and for your work in promoting charitable giving in Ohio.

Sincerely,

JIM PETRO
ATTORNEY GENERAL



Brian C. Cook
Senior Deputy Attorney General
Charitable Law Section
150 East Gay Street, 23rd Floor
Columbus, Ohio 43215-3130
(614) 466-3180

Application Deadline: April 1, 2012

THE HENRY V. AND FRANCES W. CHRISTENSON FOUNDATION

3800 Embassy Parkway, Suite 300, Akron, OH 44333-8332

Ph: 330-258-6483 – Fax: 330-252-5483

Attn: James D. Kraus

GRANT APPLICATION

Cover Sheet (Please Return with Application)

Revised 4/23/09

Date _____

Name of Applicant Organization: _____

Address: _____

City, State, Zip: _____ County: _____

Telephone Number: _____ Fax: _____

E-mail Address (if available): _____

Executive Director: _____

Contact Person for Grant Project: _____

Contact Person's Title and Telephone Number: _____

Date of Current 501(c)(3) Determination Letter: _____

Date of Current 509(a) Determination Letter: _____

Federal EIN No.: _____

PROJECT REQUEST

1. Amount Requested: _____

2. Brief Description of Project (one or two paragraphs): _____

**I HAVE REVIEWED THE INFORMATION IN THIS APPLICATION AND TO THE
BEST OF MY KNOWLEDGE IT IS ACCURATE.**

Executive Director

Date

President or Chairman of the Board

Date

THE HENRY V. AND FRANCES W. CHRISTENSON FOUNDATION GRANT APPLICATION

(Please retype this form on a separate sheet of paper following the sequence of the application, using the headings provided in the application to identify the section of the application being addressed, and providing a short descriptive paragraph under each heading.)

A. PURPOSE OF REQUEST

1. Please provide a one or two sentence description of each of the following:

- (a) Qualifications of the project staff team, if applicable
- (b) Need for the project
- (c) Objectives
- (d) Numbers to be served
- (e) Timetable
- (f) Outcomes expected
- (g) Long-term strategies for funding

2. Project Finances:

- (a) Total project budget
- (b) Description of other foundation and corporate contributions requested (indicate if committed, denied, or pending)

B. THE APPLICANT ORGANIZATION:

1. The founding, history, and mission of the organization (one or two paragraphs)

2. Please provide a brief description of each of the following:

- (a) The organization's major programs
- (b) Use of the organization's facilities by the community
- (c) Exact location of organization (please provide a map if available)
- (d) Complete sources of funding for the organization
- (e) Name/firm of accountant
- (f) Name/firm of attorney
- (g) Any federal or state audits of the organization conducted within last five years
- (h) The name of and fee paid to any professional fund raiser working for the organization

3. Financial Information on Organization:

- (a) Operating Budgets -- Please provide actual revenue and expense figures for the two most recently completed fiscal years and corresponding budget figures for the current fiscal year.

	Last Year	This Year	Projected
	(dates)	(dates)	(dates)
Revenue (totals only)			
Expenses (totals only)			
Excess/Deficit			

If the figures reported above differ from your financial statements, please explain the discrepancy.

- (b) Salaries of top executives -- Please provide current salaries.
- (c) Endowment -- Please provide the total fair market value of all endowment funds held by or for the benefit of the applicant. Indicate what percentage of this total is donor-restricted and what percentage is board-restricted. Also describe your organization's spending and investment policies and the custodian, trustee, and list professional money-managers, if any.
- (d) Contracts with non-profits – Please describe any continuing or recurring contractual relationships your organization may have with other non-profit entities or government units that provide income to your organization or under which you provide income to another non-profit organization.
- (e) Contracts with for-profits – Please describe any continuing or recurring contractual relationships your organization may have with for-profit entities (including partnerships, corporate subsidiaries, or joint ventures) that provide income to your organization or under which your organization provides income to a for-profit.

C. **ATTACHMENTS**

The following attachments are very important to your application. Please be sure to include them

- 1. **On Your Organization**
 - (a) A copy of the **current IRS determination letter** confirming the organization's status as a tax exempt corporation under Section 501(c)(3) and as a public charity under Section 509(a) or, if not available, an explanation of application status.
 - (b) A list of current members of your **Board of Trustees**, showing business, professional and community affiliations. Please make this list a separate attachment to your application.
 - (c) The most recent **Annual Report**, if one is published.

(d) **Finances**

- (i) **Financial statements** (audited, if available) for the last two fiscal years.
- (ii) Your current **annual operating budget**, including expenses and revenue.

(e) A legible and complete photocopy of the two most recent information returns (**Form 990**) filed with the IRS.

2. **On Your Proposed Project**

(a) **Finances**

- (i) A line item **income and expense budget**, including cash and in-kind support. Please indicate which line items you are proposing for The Henry V. and Frances W. Christenson Foundation funding and describe them.
- (ii) If you are using a **fiscal sponsor** list the following information:
Organization
Address
City, State, Zip
Phone/Fax
tax status (enclose IRS letters)
Current list of Board of Trustees

In addition, please also provide all information listed in Section B(3) of this application as pertains to your fiscal sponsor.

(b) **Equipment**

- (i) If this request relates to the purchase of equipment or materials or to a construction/renovation project, provide written estimates from the provider for the purchase or project.

* * * * *

Please mail or deliver your completed application to:

THE HENRY V. AND FRANCES W. CHRISTENSON FOUNDATION
c/o James D. Kraus
3800 Embassy Parkway, Suite 300
Akron, OH 44333-8332
Ph: 330-258-6483 – Fax: 330-252-5483

Application Deadline: April 1, 2012

THE HENRY V. & FRANCES W. CHRISTENSON FOUNDATION
 AMENDED 2011 990-PF
 EI # 42-1537453

PART XV, PAGE 11, NUMBER 3 SECTION a
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

#	RECIPIENT'S NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT OF GRANT OR CONTRIBUTION
#1	Keep Akron Beautiful 850 East Market Street Akron, Ohio 44305	PC	for Flowerscape program	3,500
#2	Kent United Church of Christ 1400 East Main Street Kent, Ohio 44240	PC	\$5,000 for kitchen improvements; \$5,000 for pipe organ repairs, \$1,000 for general support	11,000
#3	Kent City Schools 321 N Depeyster Street Kent, Ohio 44240	PC	addition to the Christenson Scholarship Fund of Kent Roosevelt High School	9,000
#4	Cuyahoga Valley Scenic Railroad P O. Box 158 Peninsula, Ohio 44264	PC	for safety maintenance of coaches	1,000
#5	The Burbick Foundation 138 E Main Street Kent, Ohio 44240	PC	for Old Hotel Franklin renovation	5,000
#6	Standing Rock Cultural Arts Foundation 257 N Water Street Kent, Ohio 44240	PC	general support	2,000
#7	Kevin Coleman Foundation 5982 Rhodes Road Kent, Ohio 44240	PC	property improvements	5,000
#8	Invent Now 3701 Highland Park, NW North Canton, Ohio 44720	PC	for Camp Invention program in Portage County, Ohio	5,000
#9	Revere Local School District 3496 Everett Road Richfield, Ohio 44286	PC	for scholarship fund in memory of Gunnery Sgt Robert Gilbert, II	3,000
#10	Haven of Rest Ministries P O. Box 547 Akron, Ohio 44309-0547	PC	for dormitory care operations	1,000

THE HENRY V & FRANCES W. CHRISTENSON FOUNDATION
 AMENDED 2011 990-PF
 EI # 42-1537453

PART XV, PAGE 11, NUMBER 3 SECTION a:
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT'S NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT OF GRANT OR CONTRIBUTION
#11 Cuyahoga Valley National Park Association 1403 W Hines Hill Road Peninsula, Ohio 44264	PC	support for All Rivers Run program	1,000
#12 Victory Gallop 1745 N. Hametown Road Akron, Ohio 44333	PC	for therapeutic horseback riding programs	2,000
#13 Salvation Army of Portage County 268 West Main Street Ravenna, Ohio 44266	PC	general support	500
#14 Goodwill Industries 570 East Waterloo Road Akron, Ohio 44319	PC	\$1,000 contribution to Elizabeth Clark Emergency Fund; \$500 for general support	1,500
#15 Hattie Larlham Foundation 9772 Diagonal Road Mantua, Ohio 44255	PC	support for Creative Arts program	2,100
#16 Kent Parks and Recreation 930 Overholt Road, 2nd Floor Kent, Ohio 44240	PC	general support	1,000
#17 Stan Hywet Hall and Gardens 714 North Portage Path Akron, Ohio 44303-1399	PC	support for operations	500
#18 Junior Achievement of North Central Ohio P O Box 26006 Akron, Ohio 44319	PC	support for Summit County programs	1,000

Page 1, Part 1, Line 25(d).

TOTAL 2011 QUALIFIED GRANTS AND CONTRIBUTIONS PAID

55,100

GRANT MADE IN ERROR TO NON-QUALIFIED ORGANIZATION:

Kent United Services Organization 138 East Main Street Kent, Ohio 44240	504(c)(4)	for funding for the Kent Heritage Festival	5,000
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Page 1, Line 25 (a) and Part XV, Line 3

TOTAL QUALIFYING AND NON-QUALIFYING GRANTS AND CONTRIBUTIONS PAID

60,100

<AK3 1148977_v1>

THE HENRY V. AND FRANCES W. CHRISTENSON FOUNDATION
EIN: 42-1537453

AMENDED 2011 FORM 990-PF

The foundation's 2011 Form 990-PF is being amended because it has been discovered that between 2008 and 2013, the foundation inadvertently made grants to several tax-exempt organizations which were not qualified charities and said grants were incorrectly listed as 'Disbursements for Charitable Purposes' on the Form 990-PFs filed for the foundation for tax years 2008 through 2012. For 2011, the non-qualified grant totaled \$5,000.00.

The following lines on 2011 Form 990-PF are amended accordingly:

Part 1, Line 25(d) – Reduced from \$60,100 on the return as originally filed to \$55,100.

Part VII-B, Line 2(a) – Answer changed from 'No' to 'Yes' as to whether the foundation had undistributed income from prior years. (Form 4720 also being filed as required.)

Part VII-B, Line 5(a)(4) and Line 5(b) – Answers changed from 'No' to 'Yes'. (Form 4720 also being filed as required.)

Part XII – Amounts paid for charitable purposes and the corresponding 'Qualifying Distributions' and 'Adjusted Qualifying Distributions' have been reduced by \$5,000 to \$56,071 to reflect the payment of a non-qualified grant of \$5,000.

Part XIII:

(1) Undistributed income: Lines 2(b), 6(b) and 6(c) have been amended to reflect \$6,174 of undistributed income for years prior to 2010 and the payment of 4942(a) tax on this undistributed income.

(2) Line 4(a) has been reduced by \$5,000 to \$56,071, which results in Line 6(e) of undistributed income of \$9,603. (Form 4720 is being filed as a result of the undistributed income.)

As noted above, Form 4720 is being filed for 2011 and the appropriate penalties and taxes resulting from the erroneous grant will be paid with said filing. The minimum distribution and taxable expenditure violations have been corrected.