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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning **May 1**, 2011, and ending **Apr 30**, 2012

<p>Name of foundation Randolph J. and Estelle M. Dorn Foundation</p> <p>Number and street (or P O box number if mail is not delivered to street address) 165 East Washington Row</p> <p>City or town Sandusky</p> <p>State ZIP code OH 44870</p> <p>G Check all that apply:</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial Return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> <p>H Check type of organization.</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table> <p>I Fair market value of all assets at end of year (from Part II, column (c), line 16)</p> <p style="margin-left: 20px;">► \$ 23,277,402.</p> <p>J Accounting method</p> <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> <p>(Part I, column (d) must be on cash basis)</p>		<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	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____		<p>A Employer identification number 23-7099592</p> <p>B Telephone number (see the instructions) (419) 625-8324</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here ► <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity																		
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<input type="checkbox"/> Other (specify) _____																			
<p>Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i></p>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)														
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)																		
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B																		
	3 Interest on savings and temporary cash investments																		
	4 Dividends and interest from securities ...	439,935.	439,935.																
	5a Gross rents																		
	b Net rental income or (loss)																		
	6a Net gain/(loss) from sale of assets not on line 10	-253,531.																	
	b Gross sales price for all assets on line 6a	4,594,897.																	
	7 Capital gain net income (from Part IV, line 2)		0.																
	8 Net short-term capital gain																		
	9 Income modifications																		
	10a Gross sales less returns and allowances																		
b Less Cost of goods sold																			
c Gross profit/(loss) (att sch)																			
11 Other income (attach schedule)																			
12 Total. Add lines 1 through 11	186,404.	439,935.																	
A D M I N I S T R A T U R E O P E R A T I V E A N D E X P E N S E S S E	13 Compensation of officers, directors, trustees, etc	5,200.		5,200.															
	14 Other employee salaries and wages																		
	15 Pension plans, employee benefits																		
	16a Legal fees (attach schedule)	L-16a Stmt	10,669.		10,669.														
	b Accounting fees (attach sch)	L-16b Stmt	4,634.	1,406.	3,228.														
	c Other prof fees (attach sch)	L-16c Stmt	136,653.	62,804.	73,849.														
	17 Interest																		
	18 Taxes (attach schedule) <i>(see instrs)</i> Estimated excise	-- 3,000.																	
	19 Depreciation (attach sch) and depletion																		
	20 Occupancy																		
	21 Travel, conferences, and meetings																		
	22 Printing and publications																		
	23 Other expenses (attach schedule)																		
	See attached schedule.	9,402.																	
24 Total operating and administrative expenses. Add lines 13 through 23	169,558.	64,210.		102,348.															
25 Contributions, gifts, grants paid	664,143.			664,143.															
26 Total expenses and disbursements. Add lines 24 and 25	833,701.	64,210.		766,491.															
27 Subtract line 26 from line 12:																			
a Excess of revenue over expenses and disbursements	-647,297.																		
b Net investment income (if negative, enter -0-)		375,725.																	
c Adjusted net income (if negative, enter -0-)																			

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing	51,869.	65,771.	65,771.
	2	Savings and temporary cash investments	0.	0.	0.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	25,161,980.	24,500,778.	23,211,631.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	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)	25,213,849.	24,566,549.	23,277,402.
L I A B L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable	138,800.	75,500.	
	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)	138,800.	75,500.	
		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			
A S S E T A S E L A N C O E R S	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	25,075,049.	24,491,049.	
	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)	25,075,049.	24,491,049.	
	31	Total liabilities and net assets/fund balances (see instructions)	25,213,849.	24,566,549.	

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	25,075,049.
2	Enter amount from Part I, line 27a	2	-647,297.
3	Other increases not included in line 2 (itemize) ► <u>Decrease in grants payable</u>	3	63,300.
4	Add lines 1, 2, and 3	4	24,491,052.
5	Decreases not included in line 2 (itemize) ► <u>Adjustment for rounding</u>	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	24,491,049.

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 Prime Obligation Fund		P	Various	Various
b 7241.537 SEI World Equity Ex-US Fund		P	Various	05/02/11
c 563.812 SEI Small/Mid Cap Equity Fund		P	Various	05/02/11
d .001 SEI Small/Mid Cap Equity Fund		P	Various	05/03/11
e See Columns (a) thru (d)				
(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 60,876.		60,876.		0.
b 86,826.		93,897.		-7,071.
c 7,798.		6,811.		987.
d 0.		0.		0.
e See Columns (e) thru (h)		4,686,844.		-247,447.
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			0.	
b			-7,071.	
c 0.	0.	0.	987.	
d			0.	
e See Columns (i) thru (l)		0.		-247,447.
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	-253,531.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	1,128,084.	22,220,833.	0.050767
2009	1,106,910.	20,465,691.	0.054086
2008	722,080.	20,135,409.	0.035861
2007	1,490,009.	27,191,723.	0.054796
2006	1,448,142.	26,619,455.	0.054402

2 Total of line 1, column (d)	2	0.249912
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	0.049982
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,436,085.
5 Multiply line 4 by line 3	5	1,121,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,757.
7 Add lines 5 and 6	7	1,125,157.
8 Enter qualifying distributions from Part XII, line 4	8	766,491.

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

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

(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)
646.318 SEI large Cap Discpl Equity Fund	P	Various	05/11/11
381.009 SEI World Equity Ex-US Fund	P	Various	05/11/11
140.443 SEI Small/Mid Cap Equity Fund	P	Various	05/11/11
165.042 SEI High Yield Bond Fund	P	Various	05/11/11
82.708 SEI Emerging Markets Debt Fund	P	Various	05/11/11
4477.884 SEI High Yield Bond Fund	P	Various	05/31/11
2973.831 SEI Emerging Markets Debt Fund	P	Various	05/31/11
.001 SEI Emerging Markets Debt Fund	P	Various	06/06/11
1782.522 SEI Emerging Markets Debt Fund	P	Various	06/30/11
1000.071 SEI High Yield Bond Fund	P	Various	06/30/11
81.246 SEI Small/Mid Cap Equity Fund	P	Various	06/30/11
7,129.63 SEI Large Cap Discpl Equity Fund	P	Various	07/06/11
4,227.782 SEI World Equity Ex-Us Fund	P	Various	07/06/11
1,542.983 SEI Small/Mid Cap Equity Fund	P	Various	07/06/11
1,845.991 SEI High Yield Bond Fund	P	Various	07/06/11
914.633 SEI Emerging Markets Debt Fund	P	Various	07/06/11
2,328.707 SEI World Equity Ex-Us Fund	P	Various	07/29/11
1,427.718 SEI High Yield Bond Fund	P	Various	07/29/11
576.562 SEI Emerging Markets Debt Fund	P	Various	07/29/11
.001 SEI High Yield Bond Fund	P	Various	08/02/11
787.554 SEI Large Cap Discpl Equity Fund	P	Various	08/10/11
465.557 SEI World Equity Ex-Us Fund	P	Various	08/10/11
181.573 SEI Small/Mid Cap Equity Fund	P	Various	08/10/11
178.003 SEI High Yield Bond Fund	P	Various	08/10/11
84.016 SEI Emerging Markets Debt Fund	P	Various	08/10/11
47,792.084 SEI Large Cap Discpl Eq Fund	P	Various	08/31/11
4,615.125 SEI Small/Mid Cap Equity Fund	P	Various	08/31/11
16,990.278 SEI World Equity Ex-Us Fund	P	Various	08/31/11
13,198.117 SEI Emerging Markets Debt Fund	P	Various	08/31/11
20,634.152 SEI High Yield Bond Fund	P	Various	08/31/11
18,949.218 SEI Dynamic Asset Allocation Fund	P	Various	08/31/11
79,741.369 SEI Core Fixed Income Fund	P	Various	08/31/11
6,178.441 SEI Sii Real Return A	P	Various	08/31/11
1,643.543 SEI Large Cap Discpl Eq Fund	P	Various	09/06/11
996.948 SEI World Equity Ex-Us Fund	P	Various	09/06/11
381.471 SEI Small/Mid Cap Equity Fund	P	Various	09/06/11
388.889 SEI High Yield Bond Fund	P	Various	09/06/11
180.879 SEI Emerging Markets Debt Fund	P	Various	09/06/11
9,392.13 SEI Large Cap Discpl Eq Fund	P	Various	09/30/11
4,409.501 SEI High Yield Bond Fund	P	Various	09/30/11
.001 SEI Emerging Markets Debt Fund	P	Various	10/03/11
5,583.756 SEI Large Cap Discpl Eq Fund	P	Various	10/25/11
3,542.51 SEI World Equity Ex-Us Fund	P	Various	10/25/11
1,297.578 SEI Small/Mid Cap Equity Fund	P	Various	10/25/11
1,385.80 SEI High Yield Bond Fund	P	Various	10/25/11
672.043 SEI Emerging Markets Debt Fund	P	Various	10/25/11
5,213.497 SEI Small/Mid Cap Equity Fund	P	Various	10/31/11
5,265.845 SEI World Equity Ex-Us Fund	P	Various	10/31/11
3,257.252 SEI Large Cap Discpl Equity Fund	P	Various	10/31/11
650.927 SEI Large Cap Discpl Eq Fund	P	Various	11/04/11
415.878 SEI World Equity Ex-Us Fund	P	Various	11/04/11
148.232 SEI Small/Mid Cap Equity Fund	P	Various	11/04/11

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

Continued

(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)
163.707 SEI High Yield Bond Fund	P	Various	11/04/11
78.545 SEI Emerging Markets Debt Fund	P	Various	11/04/11
1,747.766 SEI Large Cap Discpl Eq Fund	P	Various	11/14/11
1,132.457 SEI World Equity Ex-Us Fund	P	Various	11/14/11
404.04 SEI Small/Mid Cap Eqty Fund	P	Various	11/14/11
442.968 SEI High Yield Bond Fund	P	Various	11/14/11
211.826 SEI Emerging Markets Debt Fund	P	Various	11/14/11
32,527.676 SEI World Equity Ex-Us Fund	P	Various	11/17/11
2,742.298 SEI Emerging Markets Debt Fund	P	Various	11/17/11
4,159.27 SEI High Yield Bond Fund	P	Various	11/30/11
1,257.286 SEI Emerging Markets Debt Fund	P	Various	11/30/11
1,550.197 SEI Large Cap Discpl Eq Fund	P	Various	12/27/11
914.316 SEI World Equity Ex-Us Fund	P	Various	12/27/11
465.116 SEI High Yield Bond Fund	P	Various	12/27/11
350.584 SEI Small/Mid Cap Eqty Fund	P	Various	12/27/11
189.019 SEI Emerging Markets Debt Fund	P	Various	12/27/11
8,810.602 SEI Large Cap Discpl Eq Fund	P	Various	12/30/11
1,241.599 SEI Small/Mid Cap Eqty Fund	P	Various	12/30/11
1,084.86 SEI Large Cap Discpl Eq Fund	P	Various	01/12/12
653.766 SEI World Equity Ex-Us Fund	P	Various	01/12/12
328.587 SEI High Yield Bond Fund	P	Various	01/12/12
244.101 SEI Small/Mid Cap Eqty Fund	P	Various	01/12/12
137.112 SEI Emerging Markets Debt Fund	P	Various	01/12/12
7,345.322 SEI World Equity Ex-Us Fund	P	Various	01/31/12
3,035.854 SEI Small/Mid Cap Eqty Fund	P	Various	01/31/12
2,136.752 SEI Large Cap Discpl Eq Fund	P	Various	01/31/12
1250 SEI World Equity Ex-Us Fund	P	Various	01/31/12
648.649 SEI High Yield Bond Fund	P	Various	01/31/12
473.56 SEI Small/Mid Cap Eqty Fund	P	Various	01/31/12
267.142 SEI Emerging Markets Debt Fund	P	Various	01/31/12
577.614 SEI Large Cap Discpl Eq Fund	P	Various	02/08/12
336.709 SEI World Equity Ex-Us Fund	P	Various	02/08/12
179.097 SEI High Yield Bond Fund	P	Various	02/08/12
126.247 SEI Small/Mid Cap Equity Fund	P	Various	02/08/12
73.821 SEI Emerging Markets Debt Fund	P	Various	02/08/12
2,078.389 SEI Large Cap Discpl Eq Fund	P	Various	02/29/12
1,298.008 SEI World Equity Ex-Us Fund	P	Various	02/29/12
544.388 SEI Small/Mid Cap Equity Fund	P	Various	02/29/12
.001 SEI High Yield Bond Fund	P	Various	03/02/12
8,664.055 SEI Large Cap Discpl Eq Fund	P	Various	03/30/12
17,335.658 SEI High Yield Bond Fund	P	Various	04/09/12
1,088.904 SEI Emerging Markets Debt Fund	P	Various	04/09/12
81.484 SEI Large Cap Discpl Eq Fund	P	Various	04/09/12
.001 SEI High Yield Bond Fund	P	Various	04/12/12
2,514.072 SEI Emerging Markets Debt Fund	P	Various	04/17/12
4,766.318 SEI High Yield Bond Fund	P	Various	04/17/12
5,199.394 SEI Large Cap Discpl Eq Fund	P	Various	04/17/12
1,318.907 SEI Small/Mid Cap Equity Fund	P	Various	04/17/12
5,882.585 SEI World Equity Ex-Us Fund	P	Various	04/17/12
445.034 SEI Core Fixed Income Fund	P	Various	04/17/12
1,646.84 SEI Dynamic Asset Allocation Fund	P	Various	04/17/12
1,573.682 SEI Core Fixed Income Fund	P	Various	04/17/12

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

Continued

(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)
541.855 SEI Emergin Markets Debt Fund	P	Various	04/24/12
1,131.651 SEI High Yield Bond Fund	P	Various	04/24/12
1,719.139 Large Cap Discpl Eq Fund	P	Various	04/24/12
226.33 SEI Small/Mid Cap Equity Fund	P	Various	04/24/12
333.271 SEI World Equity Ex-Us Fund	P	Various	04/24/12
62.243 SEI Core Fixed Income Fund	P	Various	04/24/12
333.533 SEI Dynamic Asset Allocation Fund	P	Various	04/24/12
319.717 SEI Core Fixed Income Fund	P	Various	04/24/12
SEI High Yield Bond Fund-STCG Dividen	P	Various	12/08/11
SEI Core Fixed Income Fund-STCG Dividend	P	Various	12/08/11
SEI Dynamic Asset Allocation Fund-LTCG Dividend	P	Various	12/08/11
SEI Dynamic Asset Allocation Fund-STCG Dividend	P	Various	12/08/11
SEI Sii Real Return A - LTCG Dividend	P	Various	12/08/11
SEI Sii Real Return A - STCG Dividend	P	Various	12/08/11
SEI Emerging Markets Debt Fund - LTCG Dividend	P	Various	12/08/11
HealthSouth Corp - Security litigation settlement	P	Various	07/12/11
Conagra Foods Inc. - Security litigation settlement	P	Various	07/20/11
Motorola Inc. - Security litigation settlement	P	Various	08/17/11
HealthSouth Corp - Security litigation settlement	P	Various	02/03/12
AOL Time Warner - Security litigation settlement	P	Various	04/20/12

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,993.		7,656.	-663.
4,450.		4,940.	-490.
1,907.		1,697.	210.
1,589.		1,506.	83.
954.		876.	78.
42,898.		40,872.	2,026.
34,496.		31,499.	2,997.
0.		0.	0.
20,784.		18,881.	1,903.
9,461.		9,131.	330.
1,084.		982.	102.
77,000.		84,420.	-7,420.
49,000.		54,739.	-5,739.
21,000.		18,652.	2,348.
17,500.		16,859.	641.
10,500.		9,688.	812.
26,408.		30,151.	-3,743.
13,549.		13,039.	510.
6,711.		6,116.	595.
0.		0.	0.
7,104.		9,321.	-2,217.
4,521.		6,028.	-1,507.
1,937.		2,198.	-261.

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

Continued

(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)
1,614.		1,626.	-12.
969.		891.	78.
468,362.		565,665.	-97,303.
53,951.		55,876.	-1,925.
176,699.		219,982.	-43,283.
153,362.		139,996.	13,366.
186,739.		188,489.	-1,750.
201,241.		197,106.	4,135.
839,677.		804,048.	35,629.
64,750.		67,708.	-2,958.
15,400.		19,453.	-4,053.
9,800.		12,908.	-3,108.
4,200.		4,618.	-418.
3,500.		3,552.	-52.
2,100.		1,919.	181.
85,187.		111,165.	-25,978.
38,583.		40,277.	-1,694.
0.		0.	0.
55,000.		66,028.	-11,028.
35,000.		45,434.	-10,434.
15,000.		15,694.	-694.
12,500.		12,655.	, -155.
7,500.		7,131.	369.
62,353.		63,057.	-704.
52,974.		67,537.	-14,563.
32,768.		38,517.	-5,749.
6,555.		7,697.	-1,142.
4,171.		5,334.	-1,163.
1,788.		1,793.	-5.
1,490.		1,495.	-5.
894.		837.	57.
17,600.		20,667.	-3,067.
11,200.		14,524.	-3,324.
4,800.		4,887.	-87.
4,000.		4,044.	-44.
2,400.		2,257.	143.
302,350.		404,355.	-102,005.
30,878.		29,219.	1,659.
37,142.		37,894.	-752.
13,994.		13,396.	598.
15,750.		18,267.	-2,517.
8,750.		11,698.	-2,948.
4,200.		4,237.	-37.
4,200.		4,240.	-40.
2,100.		2,015.	85.
88,282.		103,713.	-15,431.
14,676.		15,014.	-338.
11,250.		12,770.	-1,520.
6,250.		8,264.	-2,014.
3,000.		2,993.	7.
3,000.		2,952.	48.
1,500.		1,463.	37.
73,453.		92,850.	-19,397.

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

Continued

(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)
38,464.		36,711.	1,753.
22,500.		25,141.	-2,641.
12,500.		15,801.	-3,301.
6,000.		5,911.	89.
6,000.		5,727.	273.
3,000.		2,855.	145.
6,273.		6,796.	-523.
3,485.		4,256.	-771.
1,673.		1,632.	41.
1,673.		1,527.	146.
836.		789.	47.
22,904.		24,454.	-1,550.
13,707.		16,408.	-2,701.
7,180.		6,583.	597.
0.		0.	0.
98,424.		101,940.	-3,516.
162,608.		158,188.	4,420.
12,424.		11,675.	749.
910.		959.	-49.
0.		0.	0.
28,786.		26,956.	1,830.
44,756.		43,493.	1,263.
58,389.		61,175.	-2,786.
17,462.		15,969.	1,493.
60,885.		74,078.	-13,193.
4,691.		4,686.	5.
18,445.		17,130.	1,315.
16,587.		15,893.	694.
6,226.		5,810.	416.
10,649.		10,326.	323.
19,031.		20,227.	-1,196.
2,954.		2,740.	214.
3,403.		4,197.	-794.
656.		655.	1.
3,712.		3,469.	243.
3,370.		3,229.	141.
2,367.		0.	2,367.
25,630.		0.	25,630.
31,657.		0.	31,657.
19,958.		0.	19,958.
9,732.		0.	9,732.
5,635.		0.	5,635.
8,041.		0.	8,041.
418.		0.	418.
25.		0.	25.
171.		0.	171.
436.		0.	436.
16.		0.	16.
Total		4,686,844.	-247,447.

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

(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))
0.	0.	0.	-663.
			-490.
0.	0.	0.	210.
0.	0.	0.	83.
0.	0.	0.	78.
0.	0.	0.	2,026.
0.	0.	0.	2,997.
			0.
0.	0.	0.	1,903.
0.	0.	0.	330.
0.	0.	0.	102.
			-7,420.
			-5,739.
0.	0.	0.	2,348.
0.	0.	0.	641.
0.	0.	0.	812.
			-3,743.
0.	0.	0.	510.
0.	0.	0.	595.
			0.
			-2,217.
			-1,507.
			-261.
			-12.
0.	0.	0.	78.
			-97,303.
			-1,925.
			-43,283.
0.	0.	0.	13,366.
0.	0.	0.	-1,750.
0.	0.	0.	4,135.
			35,629.
			-2,958.
			-4,053.
			-3,108.
			-418.
			-52.
0.	0.	0.	181.
			-25,978.
			-1,694.
			0.
			-11,028.
			-10,434.
			-694.
			-155.
0.	0.	0.	369.
			-704.
			-14,563.
			-5,749.
			-1,142.

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

Continued

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))
0.	0.	0.	-1,163.
			-5.
			-5.
			57.
			-3,067.
			-3,324.
			-87.
			-44.
0.	0.	0.	143.
			-102,005.
0.	0.	0.	1,659.
			-752.
0.	0.	0.	598.
			-2,517.
			-2,948.
			-37.
			-40.
0.	0.	0.	85.
			-15,431.
			-338.
			-1,520.
			-2,014.
0.	0.	0.	7.
0.	0.	0.	48.
0.	0.	0.	37.
			-19,397.
0.	0.	0.	1,753.
			-2,641.
			-3,301.
0.	0.	0.	89.
0.	0.	0.	273.
0.	0.	0.	145.
			-523.
			-771.
0.	0.	0.	41.
0.	0.	0.	146.
0.	0.	0.	47.
			-1,550.
			-2,701.
0.	0.	0.	597.
			0.
			-3,516.
0.	0.	0.	4,420.
0.	0.	0.	749.
			-49.
			0.
0.	0.	0.	1,830.
0.	0.	0.	1,263.
			-2,786.
0.	0.	0.	1,493.

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

Continued

• 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))
0.	0.	0.	-13,193.
0.	0.	0.	5.
0.	0.	0.	1,315.
0.	0.	0.	694.
0.	0.	0.	416.
0.	0.	0.	323.
			-1,196.
0.	0.	0.	214.
			-794.
0.	0.	0.	1.
0.	0.	0.	243.
0.	0.	0.	141.
0.	0.	0.	2,367.
0.	0.	0.	25,630.
0.	0.	0.	31,657.
0.	0.	0.	19,958.
0.	0.	0.	9,732.
0.	0.	0.	5,635.
0.	0.	0.	8,041.
0.	0.	0.	418.
0.	0.	0.	25.
0.	0.	0.	171.
0.	0.	0.	436.
0.	0.	0.	16.
Total		0.	-247,447.

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 7,515.
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 7,515.
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 7,515.
6 Credits/Payments	
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 9,675.
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 9,675.
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 2,160.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 2,160. Refunded ► 11	

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?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	Yes	No
1b	X	

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

	Yes	No
1c	X	

c Did the foundation file Form 1120-POL for this year?

	Yes	No
1c	X	

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

	Yes	No
1d		

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

	Yes	No
1e		

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

	Yes	No
2	X	

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

	Yes	No
3	X	

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	Yes	No
4a		X

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

	Yes	No
4b	N/A	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

	Yes	No
5		X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

	Yes	No
6	X	

• 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?

	Yes	No
6		

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	Yes	No
7	X	

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

OH – Ohio

	Yes	No
8a	X	

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

	Yes	No
8b		X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	Yes	No
9	X	

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	Yes	No
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>M. J. Stauffer</u> Telephone no ► <u>(419) 625-8324</u> Located at ► <u>165 East Washington Row, Sandusky, OH</u> ZIP + 4 ► <u>44870-2610</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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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? ► <u>1b</u> X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions) ► <u>2b</u> N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) ► <u>3b</u> N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ► <u>4b</u> 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)?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).

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?

5b N/A

6b X

7b 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
See attached schedule.				

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
Flynn, Py & Kruse, LPA 165 East Washington Row, Sandusky,	Legal, administrative and accounting services and tax preparation	91,080.
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 N/A	0.
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

1	Amount
None	0.
2 None	0.

All other program-related investments. See instructions

3 None	0.
--------	----

Total. Add lines 1 through 3

BAA

Form 990-PF (2011)

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	22,735,433.
b Average of monthly cash balances	1b	42,318.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	22,777,751.
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	22,777,751.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	341,666.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,436,085.
6 Minimum investment return. Enter 5% of line 5	6	1,121,804.

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	1,121,804.
2a Tax on investment income for 2011 from Part VI, line 5	2a	7,515.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	7,515.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,114,289.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,114,289.
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	1,114,289.

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	766,491.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	766,491.
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	766,491.

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				1,114,289.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	9,694.			
e From 2010	25,932.			
f Total of lines 3a through e	35,626.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 766,491.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount			766,491.	
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))	35,626.			35,626.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				312,172.
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.			

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

N/A

Part XVII 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

M. J. Stauffer

165 East Washington Row

Sandusky

OH 44870

(419) 625-8324

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

No specific form is prescribed.

c Any submission deadlines

5
No

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

Generally, grants are made to organizations treated as public charities operating in Erie County, Ohio. No grants are made 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
<i>a Paid during the year</i> See attached schedule.	N/A	See Schedule	See schedule.	664,143.
Total			► 3a	664,143.
<i>b Approved for future payment</i> See attached schedule.	N/A	See Schedule	See schedule.	75,500.
Total			► 3b	75,500.

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					
4 Dividends and interest from securities				14	439,935.
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	-253,531.
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)					186,404.
13 Total. Add line 12, columns (b), (d), and (e)				13	186,404.

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

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

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
EIN: 23-7099592
2011 Form 990PF
Fiscal Year May 1, 2011 - April 30, 2012

SCHEDULES ATTACHED:

Part I, Line 16a - Legal expenses
Part I, Line 16b - Accounting fees
Part I, Line 16c - Other professional fees
Part I, Line 23 - Other expenses

Part II, Line 10 - (b) Investments - Securities

Part IV - Capital Gains and Losses

Part VII-A, Line 8b - Explanation

Part VIII, Line 1 Information about officers, directors, trustees, foundation managers, highly paid employees and contractors

Part XV - (a) Grants and contributions paid during the year
(b) Grants and contributions approved for future payment

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Flynn, Py & Kruse, LPA</u>	<u>Legal Services</u>	<u>10,669.</u>			<u>10,669.</u>
Total		<u>10,669.</u>			<u>10,669.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Flynn, Py & Kruse</u>	<u>Accounting/Tax Prepara</u>	<u>4,634.</u>	<u>1,406.</u>		<u>3,228.</u>
Total		<u>4,634.</u>	<u>1,406.</u>		<u>3,228.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>SEI</u>	<u>Management Fees</u>	<u>56,978.</u>	<u>56,978.</u>		
<u>SEI</u>	<u>Trust Services</u>	<u>3,898.</u>	<u>3,118.</u>		<u>780.</u>
<u>Flynn, Py & Kruse</u>	<u>Other-Adm. Services</u>	<u>75,777.</u>	<u>2,708.</u>		<u>73,069.</u>
Total		<u>136,653.</u>	<u>62,804.</u>		<u>73,849.</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2009 FORM 990-PF
F/Y - 5/01/2011 - 04/30/2012

PART I, Line 23

<u>Other expenses:</u>	1. Ohio filing fee	\$ 200.00
	2. Bank wire transfer fees	135.00
	3. Secretarial/administrative expense	<u>9,066.55</u>
	Total other expenses	<u>\$ 9,401.55</u>

THE RANDOLPH J. AND ESTELLE M. DORN FOUNDATION - #23-7099592
Fiscal Year - May 1, 2011 - April 30, 2012

PART II, Line 10b

Investments - Securities:

<u>Description</u>	<u>Shares</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1. SEI Account:			
SEI Dynamic Asset Allocation Fund (CUSIP: 783980683)	105,331.54	\$1,095,628.35	\$1,184,979.86
SEI Large Cap Disciplined Equity Fund (SCPAX) (CUSIP #783980824)	577,026.38	6,789,214.15	6,520,398.07
SEI Small/Mid Cap Equity Fund (SSMAX) (CUSIP #783980816)	130,674.09	1,582,200.18	1,745,805.88
Sit Asset Real Return Fund (CUSIP #783980667)	218,495.26	2,147,661.79	2,097,554.47
SEI Core Fixed Income Fund #285 (SCOAX) (CUSIP #783980204)	139,625.23	1,415,918.30	1,474,442.44
SEI Institutional Investment Trust High Yield Bond Fund (SGYAX) (CUSIP #783980303)	165,659.64	1,511,641.19	1,567,140.15
Sit Emerging Markets Debt Fund (SEDAZ) (CUSIP #783980758)	74,052.90	794,002.96	854,570.49
Sit Real Return Class A (RRPAX) (CUSIP #783980733)	63,521.73	694,665.51	656,179.47
Sit World Equity Ex-US Fund (WEUSX) (CUSIP #783980774)	347,992.11	4,382,158.53	3,608,678.22
SEI Offshore Opportunity Fund (CUSIP #99999OP24)	3,883.41	3,900,000.00	3,425,982.00
2. First Citizens Banc Corp Common stock			
Total Securities		<u>\$24,500,778.46</u>	<u>\$23,211,631.05</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2011 FORM 990-PF

PART VII-A - Statements Regarding Activities

Line 8b -

Pursuant to changes in the Administrative Rules and Regulations of the Ohio Charitable Trust Act, a copy of the Foundation's Form 990-PF is not being furnished to the Attorney General of the State of Ohio. Instead, as required by the Ohio Charitable Trust Act, the Foundation has filed a "Charitable Registration Annual Report" for its fiscal year ending April 30, 2012 with the Ohio Attorney General's Office.

PART VIII, Line 1

Officers, directors, trustees, foundation managers and their compensation:

(A) <u>Name and Address</u>	(B) Title and Average hours per week Devoted to Position	(C) Contributions to employee <u>benefit plans</u>	(D) Expense acct. other <u>allowances</u>		(E) <u>Compensation</u>
			None	None	
M. J. Stauffer 165 East Washington Row Sandusky, Ohio 44870	President Trustee Part time	None	None	None	None
David F. Reid 1021 Roy Drive Lakewood, OH 44107	Vice President Trustee Part time	None	None	None	2,600.00
Mary Jane Hill 165 East Washington Row Sandusky, Ohio 44870	Vice President/ Secretary/Trustee Part time	None	None	None	None
Bobbie J. Hummel 7309 West Mason Road Sandusky, Ohio 44870	Treasurer Trustee Part time	None	None	None	None
John O. Bacon P. O. Box 574 Sandusky, Ohio 44871	Trustee	None	None	None	2,600.00

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2011 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 1):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
AARP Foundation c/o 2217 Meter Road Marblehead, Ohio 43440	Public Charity	For purchase of two laptop computers and printer for Income Tax Assistance program	\$1,069.89
American Red Cross Firelands Chapter 300 Central Avenue Sandusky, Ohio 44870	Public Charity	Swimming Scholarships	2,000.00
Back to the Wild 4504 Bardshar Road P. O. Box 423 Castalia, Ohio 44824	Public Charity	General Operating	5,000.00
Boys and Girls Club of Sandusky 431 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	15,000.00
Boys and Girls Club of Sandusky 431 Columbus Avenue Sandusky, Ohio 44870	Public Charity	Teen Center Equipmetn	5,000.00
Cancer Services of Erie County 505 East Perkins Avenue Sandusky, Ohio 44870	Public Charity	Transportation Program	7,500.00
Care and Share of Erie County 241 Jackson Street Sandusky, Ohio 44870	Public Charity	Food purchases for food bank and general operating	7,500.00
Central Catholic Athletic Boosters c/o 1416 Ogontz Street Sandusky, Ohio 44870	Public Charity	Dorn Park baseball field upgrade	5,000.00
Cleveland Museum of Natural History 1 Wade Oval Drive University Circle Cleveland, Ohio 44106-1767	Public Charity	Annual Fund Campaign	5,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 2) :

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Erie County Common Pleas Court (Juvenile) 323 Columbus Avenue, 4th Floor Sandusky, Ohio 44870	Government Entity	Wraparound Program	5,000.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	Economic development in Erie County for 2011	15,000.00
Erie County Economic Development Corp 247 Columbus Avenue, Suite 126 Sandusky, Ohio 44870	Public Charity	RISE Program	9,000.00
Erie County Metropolitan Housing Authority 322 Warren Street Sandusky, Ohio 44870	Government Entity	Bayshore Towers Resident Services Program	5,000.00
Erie Shore Network Inc. 326 East Market Street Sandusky, Ohio 44870	Public Charity	EHOVE basic computer class for disabled members	3,500.00
Firelands Christian Academy P. O. Box 334 Sandusky, Ohio 44870	Public Charity	Tuition Assistance	2,500.00
Firelands Regional Medical Center 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	The Initiative for Firelands	50,000.00
Firelands Symphony Orchestra 334 E. Washington Street Sandusky, Ohio 44870	Public Charity	Support for 2011-2012 Season	37,500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	Sponsorship of fund raising event fbo Pediatric Therapy Services and Boys and Girls Club	500.00
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	2012 Hearts in Flight Jubilee	5,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 3) :

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Foundation for Firelands 1111 Hayes Avenue Sandusky, Ohio 44870	Public Charity	2012 Caddyshack Golf Open	1,500.00
First Baptist Church 211 E. Monroe Street Sandusky, Ohio 44870	Public Charity	Sandusky Prescription Fund	2,000.00
Friends of the Sandusky City Greenhouse 118 46 th Street Sandusky, Ohio 44870	Public Charity	Hayes Avenue planters	3,600.00
Friends of the Sandusky City Greenhouse 118 46 th Street Sandusky, Ohio 44870	Public Charity	Greenhouse Signage	400.00
The Gathering Place Miller Family Campus 2330 Commerce Park Beachwood, Ohio 44122	Public Charity	Expansion of Children's Program	15,000.00
Girl Scouts of Northeast Ohio One Girl Scout Way Macedonia, OH 44056	Public Charity	General Operating	5,000.00
Goodwill Industries 419 W. Market Street Sandusky, Ohio 44870	Public Charity	ADA accessible work stations	9,051.00
Hayes Presidential Museum Spiegel Grove Fremont, OH 43420	Public Charity	Newsletter, china exhibit and Squires baseball	10,000.00
Historic Lyme Village P. O. Box 342 Bellevue, Ohio 44811	Public Charity	Sidewalk project	5,000.00
Huron Playhouse Inc. P. O. Box 247 Huron, Ohio 44839	Public Charity	General Operating	25,000.00
Imagination Station 1 Discover Way Toledo, OH 43604	Public Charity	Sandusky City Schools 2011-2012 5 th Grade Workshops	6,500.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 4) :

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Junior Achievement of Northwestern Ohio Erie County Division 4918 Milan Road Sandusky, Ohio 44870	Public Charity	Operating expenses	5,000.00
KinShip 3920 Perkins Avenue Sandusky, Ohio 44870	Public Charity	2011 operations	5,000.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	General Operating and scholarships	7,000.00
Leadership Erie County 225 West Washington Row Sandusky, Ohio 44870	Public Charity	Class of 2012 Project: Oakland Cemetery Monument repair	2,500.00
LP's Southside Community Youth Center P. O. Box 1031 Sandusky, Ohio 44870	Public Charity	Operations/programs	5,000.00
Museum of Carousel Art and History 301 Jackson Street Sandusky, Ohio 44870	Public Charity	"Grab the Brass Ring" exhibit	5,000.00
Maritime Museum of Sandusky 125 Meigs Street Sandusky, Ohio 44870	Public Charity	2012 Arctic Ice Festival	2,500.00
Ohio Foundation of Independent 250 E. Broad Street Suite 1700 Columbus, Ohio 43215	Public Charity	Operations/Programs	5,000.00
Ohio State University Extension 2900 South Columbus Avenue Sandusky, Ohio 44870	Government Entity	Erie County 4-H Programs	2,750.00
Perkins Athletic Boosters Club 3714 Campbell Street Sandusky, Ohio 44870	Public Charity	Perkins High School Stadium renovation project	15,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 5):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Safe Harbour Domestic Violence Shelter P. O. Box 2616 Sandusky, Ohio 44870	Public Charity	Operations/Programs	5,000.00
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	General Operating	500.00
Sts. Peter & Paul Catholic Church 510 Columbus Avenue Sandusky, Ohio 44870	Public Charity	General Operating	6,000.00
Sandusky Area Health Education Center 1912 Hayes Avenue Sandusky, Ohio 44870	Public Charity	General Operating	10,000.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	Capital Needs	10,000.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Summer Team Camp for SHS Boys' Basketball Program	2,000.00
Sandusky Board of Education 407 Decatur Street Sandusky, Ohio 44870	Government Entity	Annual Community Safety Celebration	2,500.00
Sandusky Concert Association P. O. Box 1537 Sandusky, Ohio 44870	Public Charity	Support for 2011/2012 Season	5,000.00
Sandusky Cultural Center 2130 Hayes Avenue Sandusky, Ohio 44870	Government Entity	Operating Support for 2012-2013 Season	5,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2011 Community Competitive Grants	25,000.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 6) :

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2012 Community Competitive Grants	25,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Sandusky Police light bars in memory of Officer Dunn	2,172.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Western Reserve Land Conservancy/Erie County Land Bank	15,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	Main Street/Downtown Beautification Project	2,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Parking agreement with First Congregational Church	1,800.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Collection Development	25,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	General operating	25,000.00
Sandusky Main Street Association 279 East Market Street Sandusky, Ohio 44870	Public Charity	One-half appraisal cost of East Water Street property	925.00
Sandusky State Theatre 107 Columbus Avenue Sandusky, Ohio 44870	Public Charity	For general operating expenses	84,375.00
Second Harvest Food Bank of North Central Ohio 7445 Deer Trail Lane Lorain, Ohio 44053	Public Charity	General Operating/ Harvest for Hunger Program to benefit Erie County residents	2,500.00

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (page 7):

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Serving Our Seniors 310 E. Boalt Street Sandusky, Ohio 44870	Public Charity	Theater tickets for volunteer recognition	3,500.00
United Way of Erie County, Inc. 416 Columbus Avenue Sandusky, Ohio 44870	Public Charity	2011-2012 Annual Campaign	10,000.00
Victory Temple Soup Kitchen 1613 Hayes Avenue Sandusky, Ohio 44870	Public Charity	General Operating	5,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Grant writing program	7,500.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	General Operating	6,000.00
Volunteers of America 1843 Superior Street Sandusky, Ohio 44870	Public Charity	Food baskets	3,500.00
Western Reserve Land Conservancy P. O. Box 314 Novelty, Ohio 44072	Public Charity	Wakefield property purchase	<u>50,000.00</u>
Total grants and contributions paid during the year			<u>\$ 664,142.89</u>

RANDOLPH J. AND ESTELLE M. DORN FOUNDATION
E.I.N. 23-7099592
SCHEDULE OF INFORMATION FOR 2011 FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT (Page 1)

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
St. Joseph's Children's Center 79 Chapel Street Monroeville, Ohio 44847	Public Charity	Children's Center	500.00
Sandusky Area YMCA 2101 W Perkins Avenue Sandusky, Ohio 44870	Public Charity	Capital Needs	10,000.00
Sandusky Erie County Community Foundation 135 East Washington Row Sandusky, Ohio 44870	Public Charity	2012 Competitive Grants	25,000.00
Sandusky Library 114 West Adams Street Sandusky, Ohio 44870	Public Charity	Collection Development	25,000.00
The Volunteer Center 174 East Market Street Sandusky, Ohio 44870	Public Charity	Grant Writing Program	15,000.00
Total grants and contributions approved for future payment			<u>\$ 75,500.00</u>