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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

07/01

, 2011, and ending

06/30

, 20 12

Name of foundation Howard E. and Mildred Kyle Foundation		A Employer identification number 31-1579132
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 816	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code Piqua, Oh 45356		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,687,480	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

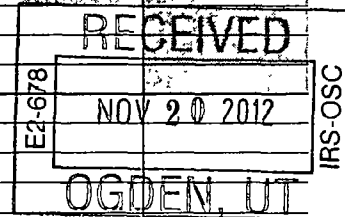
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4	4		
	4 Dividends and interest from securities	38630	38630		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		39752		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	38634	78386			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	24023	24023		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	200			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	100000			100000
26 Total expenses and disbursements. Add lines 24 and 25	124223	24023		100000	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-85589				
b Net investment income (if negative, enter -0-)		54363			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2011)

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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 Cash—non-interest-bearing	7879	7124	7124
	2 Savings and temporary cash investments			
	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 schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1577698	1532616	1680356
	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)	1585577	1539740	1687480
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1585577	1569740	
	30 Total net assets or fund balances (see instructions)	1585577	1569740	
	31 Total liabilities and net assets/fund balances (see instructions)	1585577	1539740	

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	1585577
2 Enter amount from Part I, line 27a	2	-85589
3 Other increases not included in line 2 (itemize) ▶ <u>capital gain</u>	3	39752
4 Add lines 1, 2, and 3	4	1539740
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1539740

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED				
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			39752	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
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	39752
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 (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1087
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1087
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1087
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	679	
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	679	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	408	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
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>		✓
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?		✓
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ na				
14	The books are in care of ▶ GREGORY STEPHENS Telephone no. ▶			
Located at ▶ P.O. BOX 816, PIQUA, OH ZIP+4 ▶ 45363				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☐ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	✓
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☒ Yes ☐ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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				

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				

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

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
LINDA CARMAN 2 CONIFER LANE, MT DESERT MAINE	TRUSTEE FEE	5000
MARY MILLER 417 AKER DRIVE, WILMORE KY	TRUSTEE FEE	5000
Total number of others receiving over \$50,000 for professional services		10000

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	1755647
b	Average of monthly cash balances	1b	5810
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1761457
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1761457
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26422
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1735035
6	Minimum investment return. Enter 5% of line 5	6	86752

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	86752
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1087
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1087
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85665
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	85665
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	85665

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	100000
b	Program-related investments—total from Part IX-B	1b	
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	100000
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	100000

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)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				85665
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$_____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

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

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

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

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

N/A

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> DAYTON FOUNDATION 2300 KETTERING TOWER DAYTON, OH 45356			CHARITABLE	100,000
Total			3a	100,000
b <i>Approved for future payment</i> N/A				
Total			3b	N/A

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclusion 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	38630	
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	39752	
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)				78386	
13	Total. Add line 12, columns (b), (d), and (e)				78386	78386

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

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|------------|-----------|
| 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? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | ✓ |
| | (2) Other assets | | ✓ |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | | ✓ |
| | (4) Reimbursement arrangements | | ✓ |
| | (5) Loans or loan guarantees | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee Carolyn Macjoleau Date 11-9-12 Title Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Part II Line 13

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION
31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Additional Information

Gross proceeds	THIS PERIOD 100,000.00	THIS YEAR 252,392.26
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Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and one or more affiliated banks. These assets are not covered by SIPC, but, together with any other deposits held in the same insurable capacity at each bank, are eligible for FDIC insurance to at least \$250,000 per depositor, per bank in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP	0.42	0.06	7,124.30	4.27
Interest Period 06/01/12 - 06/30/12				

Total Cash and Sweep Balances

\$7,124.30

\$4.27

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

Mutual Funds

Mutual fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return. If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions

Open End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
ALLIANCEBERNSTEIN GLOBAL BOND FD ADVISOR CL ANAYX On Reinvestment Acquired 04/26/10 L nc Reinvestments L nc Reinvestments S m	6.198 92900 411.43800 437.37500	8.19 8.37 8.38	50,769.22 3,446.83 3,667.79	52,442.88 3,480.79 3,700.22	1,673.66 33.96 32.43				
Total	3.53	7,047.74200		\$57,883.84	8.4600	\$59,623.89	\$1,740.05	\$1,952.22	3.27
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
						\$50,769.22	\$8,854.67		

WELLS FARGO

ADVISORS

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
BLACKROCK GLOBAL ALLOC									
GLOBAL ALLOCATION INSTIT									
MALOX									
Acquired 07/23/09 L nc		1,693.65400	16.44	27,843.66		32,010.04	4,166.38		
Acquired 04/26/10 L nc		538.21300	18.58	10,000.00		10,172.23	172.23		
Acquired 08/09/10 L nc		824.62900	18.19	15,000.00		15,585.49	585.49		
Acquired 10/12/10 L nc		1,051.52500	19.02	20,000.00		19,873.83	-126.17		
Total	4.60	4,108.02100		\$72,843.66	18.9000	\$77,641.59	\$4,797.93	\$1,643.20	2.12
BLACKROCK FUNDS II									
STRATEGIC INCOME OPPTY'S									
PORT INSTL SHS									
BSIX									
On Reinvestment									
Acquired 08/09/10 L nc		5,015.04500	9.97	50,000.00		48,896.69	-1,103.31		
Acquired 08/03/11 S nc		2,530.36400	9.88	25,000.00		24,671.02	-328.98		
Reinvestments L nc		235.64200	10.01	2,360.78		2,297.51	-63.27		
Reinvestments S m		278.06900	9.70	2,697.45		2,711.20	13.75		
Total	4.66	8,059.12000		\$80,058.23	9.7500	\$78,576.42	-\$1,481.81	\$2,844.86	3.62
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$75,000.00			
						\$3,576.42			
ADVISORS INNER CIRCLE									
FUND II INC-CHAMPLAIN									
SMALL CO FUND									
CIPSX									
On Reinvestment									
Acquired 02/14/12 S	1.47	1,683.50200	14.85	25,000.00	14.7700	24,865.32	-134.68	N/A	N/A
COLUMBIA ACORN SELECT									
FUND CLASS Z									
ACTWX									
On Reinvestment									
Acquired 08/26/05 L nc		1,240.35300	21.40	26,550.13		30,909.58	4,359.45		
Reinvestments L nc		518.56000	26.10	13,534.96		12,922.52	-612.44		
Reinvestments S		37.59500	24.81	933.10		936.87	3.77		
Total	2.65	1,796.50800		\$41,018.19	24.9200	\$44,768.97	\$3,750.78	N/A	N/A
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$26,550.13			
						\$18,218.84			

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
DODGE & COX INCOME FD									
DODIX									
Acquired 07/23/09 L nc		1,369 33600	12.46	17,061 92		18,636.65	1,574 73		
Acquired 02/23/10 L nc		3,816 79400	13 10	50,000 00		51,946 57	1,946.57		
Total	4.18	5,186.13000		\$67,061.92	13.6100	\$70,583.22	\$3,521.30	\$2,779.76	3.94
DREYFUS									
SMALL CAP EQUITY FD									
CL I									
DSERX									
On Reinvestment									
Acquired 01/30/09 L nc		249 23500	17.30	4,313 15		6,505.03	2,191 88		
Acquired 07/23/09 L nc		957 07800	20.89	20,000 00		24,979 73	4,979.73		
Acquired 12/01/09 L nc		1,076 81700	23.21	25,000 00		28,104 92	3,104 92		
Reinvestments L nc		6,46400	24.22	156.59		168.71	12.12		
Reinvestments S nc		271 26800	23.51	6,380 21		7,080.10	699 89		
Total	3.96	2,560.86200		\$55,849.95	26.1000	\$66,838.49	\$10,988.54	\$104.99	0.16
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
EUROPACIFIC GROWTH FD									
CL F-1									
AEGFX									
On Reinvestment									
Acquired 08/26/05 L nc		1,219,08400	38.11	46,459.29		44,898.85	-1,560 44		
Reinvestments L nc		724 06400	41.06	29,731 64		26,667 28	-3,064 36		
Reinvestments S nc		34,67000	34.97	1,212.74		1,276.90	64.16		
Total	4.32	1,977.81800		\$77,403.67	36.8300	\$72,843.03	-\$4,560.64	\$1,153.06	1.58
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
FPA CAPITAL FUND INC									
FPPTX									
On Reinvestment									
Acquired 12/23/05 L nc		1,468,52700	43.22	63,469.73		59,827.79	-3,641.94		
Reinvestments L nc		593 01900	32.80	19,455.35		24,159 59	4,704.24		



HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	4.98	2,061.54600		\$82,925.08	40.7400	\$83,987.38	\$1,062.30	N/A	N/A
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
GOLDMAN SACHS TRUST									
STRATEGIC INCOME FD CL									
INSTITUTIONAL									
GSZIX									
On Reinvestment									
Acquired 02/07/11 L nc									
		3,863.03400	10.20	39,414.42		37,703.17	-1,711.25		
			10.21	39,441.57					
Reinvestments L nc									
		52.98300	10.09	534.68		517.11	-17.57		
			10.09	534.72					
Reinvestments S m									
		178.99400	9.72	1,740.08		1,747.02	6.94		
Total	2.37	4,095.01100		\$41,689.18	9.7600	\$39,967.30	-\$1,721.88	\$1,502.86	3.76
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
GROWTH FUND AMERICA									
CL F1									
GFAFX									
On Reinvestment									
Acquired 01/30/09 L nc									
		1,300.05200	19.23	25,000.00		40,769.62	15,769.62		
		255.39900	29.13	7,441.06		8,009.32	568.26		
Reinvestments L nc									
		16.53800	28.28	467.85		518.63	50.78		
Total	2.92	1,571.98900		\$32,908.91	31.3600	\$49,297.57	\$16,388.66	\$339.54	0.69
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
HARBOR FUND CAP									
APPRECIATION FD INSTL CL									
HACAX									
On Reinvestment									
Acquired 01/30/09 L nc									
		2,171.08100	23.03	50,000.00		88,840.61	38,840.61		
		10.42400	34.21	356.64		426.56	69.92		
Reinvestments L nc									
		2.57100	36.19	93.06		105.21	12.15		

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ. PRICE/ ORIG. PRICE	ADJ. COST/ ORIG. COST	CURRENT PRICE	MARKET VALUE	CURRENT VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
									ANNUAL INCOME	ANNUAL YIELD (%)
Total	5.30	2,184.07600		\$50,449.70	40.9200	\$89,372.38	\$89,372.38	\$38,922.68	\$93.91	0.11
Client Investment (Excluding Reinvestments)										
Gain/Loss on Client Investment (Including Reinvestments)										
IVY FDS INC										
ASSET STRATEGY FD CL I										
IVAEX										
On Reinvestment		1,089.32500	22.95	25,000.00		26,045.75	26,045.75	1,045.75		
Acquired 12/01/09 L nc		423.72900	23.60	10,000.00		10,131.36	10,131.36	131.36		
Acquired 04/26/10 L nc		674.76400	22.23	15,000.00		16,133.61	16,133.61	1,133.61		
Acquired 08/09/10 L nc		635.32400	23.61	15,000.00		15,190.60	15,190.60	190.60		
Acquired 10/12/10 L nc		383.28900	26.09	10,000.00		9,164.44	9,164.44	-835.56		
Acquired 08/03/11 S nc		578.70400	25.92	15,000.00		13,836.81	13,836.81	-1,163.19		
Acquired 05/02/12 S		13.46900	23.40	315.29		322.05	322.05	6.76		
Reinvestments L nc		46.68300	22.91	1,069.97		1,116.19	1,116.19	46.22		
Reinvestments S nc										
Total	5.45	3,845.28700		\$91,385.26	23.9100	\$91,940.81	\$91,940.81	\$555.55	\$1,276.63	1.39
Client Investment (Excluding Reinvestments)										
Gain/Loss on Client Investment (Including Reinvestments)										
JANUS INVT FD										
OVERSEAS FD CL I										
JIGFX										
On Reinvestment		240.86400	58.37	14,059.71		7,579.99	7,579.99	-6,479.72		
Acquired 09/05/07 L nc		531.23400	32.63	17,336.01		16,717.94	16,717.94	-618.07		
Reinvestments L nc		131.32400	32.06	4,210.26		4,132.76	4,132.76	-77.50		
Reinvestments S nc										
Total	1.68	903.42200		\$35,605.98	31.4700	\$28,430.69	\$28,430.69	-\$7,175.29	N/A	N/A
Client Investment (Excluding Reinvestments)										
Gain/Loss on Client Investment (Including Reinvestments)										
MFS SER TR I										
VALUE FD										
CL I										
MEIX										
On Reinvestment		2,858.58800	16.01	45,783.24		68,806.18	68,806.18	23,022.94		
Acquired 01/30/09 L nc		972.74100	20.56	20,000.00		23,413.89	23,413.89	3,413.89		
Acquired 02/23/10 L nc		193.85800	20.57	3,988.21		4,666.17	4,666.17	677.96		
Reinvestments L nc										

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132

JUNE 1 - JUNE 30, 2012

ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Reinvestments S m		88 08400	22.57	1,988.68		2,120.19	131.51		
Total	5.87	4,113.27100		\$71,760.13	24.0700	\$99,006.43	\$27,246.30	\$1,929.12	1.95
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
JP MORGAN TR I									
US LARGE CAP CORE PLUS									
FD SEL CL									
JLPSX									
On Reinvestment									
Acquired 05/02/12 S									
3.97 3,127.79300 22.38 70,000.00 21.4400 67,059.88 -2,940.12 400.35 0.59									
PIMCO UNCONSTRAINED BD									
FUND CL INSTITUTIONAL									
PFIUX									
On Reinvestment									
Acquired 08/03/11 S nc									
3,155.99600 11.09 35,000.00 35,883.64 883.64									
Reinvestments S m									
69.14200 10.99 760.14 786.17 26.03									
Total	2.17	3,225.13800		\$35,760.14	11.3700	\$36,669.81	\$909.67	\$625.67	1.71
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
\$35,000.00 \$1,669.81									
PIMCO FDS PAC INVT									
MGMT SER TOTAL RETURN FD									
INSTL CL									
PTTRX									
On Reinvestment									
Acquired 09/05/07 L nc									
797.22600 10.38 8,275.20 9,008.65 733.45									
Reinvestments L nc									
3,408.95700 10.55 35,973.43 38,521.22 2,547.79									
Reinvestments S m									
257.83000 10.99 2,834.97 2,913.47 78.50									
Total	2.99	4,464.01300		\$47,083.60	11.3000	\$50,443.34	\$3,359.74	\$1,647.22	3.27
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
\$8,275.20 \$42,168.14									
PIMCO									
ALL ASSET FND INST CL									
PAAIX									
On Reinvestment									
Acquired 02/23/10 L nc									
5,176.87700 11.58 59,996.17 62,070.70 2,074.53									
11.59 60,000.00									

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132

JUNE 1 - JUNE 30, 2012

ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ. PRICE/ ORIG. PRICE	ADJ. COST/ ORIG. COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 10/31/11 S nc		822.36800	12.16	10,000.00		9,860.21	-139.79		
Acquired 05/02/12 S		816.32700	12.25	10,000.00		9,787.78	-212.22		
Reinvestments L nc		521.24400	12.05	6,285.82		6,249.72	-36.10		
Reinvestments S m		447.66900	11.70	5,238.26		5,367.56	129.30		
Total	5.53	7,784.48500		\$91,520.25	11.9900	\$93,335.97	\$1,815.72	\$6,227.58	6.67
				\$91,524.08					
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$80,000.00			
						\$13,339.80			
RUSSELL INVT CO COMMODITY STRATEGIES FD									
CL S									
RCCSX									
On Reinvestment									
Acquired 01/13/11 L nc		1,330.96700	11.27	15,000.00		12,085.17	-2,914.83		
Acquired 08/03/11 S nc		436.30000	11.46	5,000.00		3,961.60	-1,038.40		
Acquired 10/31/11 S nc		472.59000	10.58	5,000.00		4,291.12	-708.88		
Acquired 02/14/12 S		1,016.26000	9.84	10,000.00		9,227.64	-772.36		
Reinvestments S nc		97.50600	9.56	933.13		885.36	-47.77		
Total	1.80	3,353.62300		\$35,933.13	9.0800	\$30,450.89	-\$5,482.24	\$583.53	1.92
Client Investment (Excluding Reinvestments)						\$35,000.00			
Gain/Loss on Client Investment (Including Reinvestments)						-\$4,549.11			
ROWE T PRICE EQUITY									
INCOME FD									
SH BEN INT									
PRFDX									
On Reinvestment									
Acquired 01/30/09 L nc		3,463.95400	15.10	52,305.69		85,490.35	33,184.66		
Acquired 10/31/11 S nc		218.62700	22.87	5,000.00		5,395.73	395.73		
Reinvestments L nc		204.55600	20.50	4,195.01		5,048.44	853.43		
Reinvestments S m		92.80900	23.07	2,141.81		2,290.54	148.73		
Total	5.82	3,979.94600		\$63,642.51	24.6800	\$98,225.06	\$34,582.55	\$2,069.57	2.11
Client Investment (Excluding Reinvestments)						\$57,305.69			
Gain/Loss on Client Investment (Including Reinvestments)						\$40,919.37			



HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
ROYCE FUND									
TOTAL RETURN FD CL W									
RTRWX									
On Reinvestment									
Acquired 08/26/05 L nc		4,079.31400	12.58	51,317.77		53,602.15	2,284.38		
Acquired 02/07/11 L nc		1,107.01100	13.55	15,000.00		14,546.12	-453.88		
Reinvestments L nc		1,608.92200	12.57	20,228.12		21,141.27	913.15		
Reinvestments S m		167.52400	12.56	2,104.94		2,201.27	96.33		
Total	5.42	6,962.77100		\$88,650.83	13.1400	\$91,490.81	\$2,839.98	\$1,121.00	1.23
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
						\$66,317.77			
						\$25,173.04			
RUSSELL EMERGING MKTS									
CL S									
REMSX									
On Reinvestment									
Acquired 02/07/11 L nc		733.49600	20.45	15,000.00		12,286.05	-2,713.95		
Acquired 08/03/11 S nc		368.73200	20.34	7,500.00		6,176.26	-1,323.74		
Reinvestments S nc		65.70000	16.29	1,070.26		1,100.48	30.22		
Total	1.16	1,167.92800		\$23,570.26	16.7500	\$19,562.79	-\$4,007.47	\$314.17	1.61
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
						\$22,500.00			
						-\$2,937.21			
RUSSELL INVT CO									
GLOBAL REAL ESTATE SECS									
FD CL S									
RRESX									
On Reinvestment									
Acquired 01/13/11 L nc		410.50900	36.54	15,000.00		15,225.77	225.77		
Acquired 08/03/11 S nc		137.58900	36.34	5,000.00		5,103.18	103.18		
Acquired 10/31/11 S nc		146.88600	34.04	5,000.00		5,448.00	448.00		
Acquired 02/14/12 S		279.17400	35.82	10,000.00		10,354.57	354.57		
Reinvestments L nc		3.05100	36.95	112.73		113.16	0.43		
Reinvestments S m		15.35000	35.21	540.50		569.33	28.83		
Total	2.18	992.55900		\$35,653.23	37.0900	\$36,814.01	\$1,160.78	\$780.15	2.12
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
						\$35,000.00			
						\$1,814.01			

HOWARD E. & MILDRED M. KYLE
CHARITABLE FOUNDATION

31-1579132
JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 4565-9376

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
RUSSELL STRATEGIC BOND									
CLASS S									
RFCTX									
On Reinvestment									
Acquired 05/28/08 L nc		4,355.88820	10.60	46,179.95		48,873.02	2,693.07		
Acquired 10/31/11 S nc		1,364.87700	10.99	15,000.00		15,313.96	313.96		
Reinvestments L nc		1,836.38380	10.20	18,735.32		20,604.23	1,868.91		
Reinvestments S m		309.18800	10.97	3,392.52		3,469.09	76.57		
Total	5.23	7,866.33700		\$83,307.79	11.2200	\$88,260.30	\$4,952.51	\$2,611.62	2.96
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$61,179.95			
						\$27,080.35			
ROWE T PRICE MID-CAP									
GROWTH FUND INC									
RPMGX									
On Reinvestment									
Acquired 01/29/99 L nc		138.81800	34.54	4,794.77		7,882.08	3,087.31		
Acquired 04/27/04 L nc		549.93400	45.46	25,000.00		31,225.25	6,225.25		
Reinvestments L nc		746.83200	48.18	35,989.13		42,405.11	6,415.98		
Reinvestments S nc		154.76100	50.63	7,835.55		8,787.34	951.79		
Total	5.35	1,590.34500		\$73,619.45	56.7800	\$90,299.78	\$16,680.33	N/A	N/A
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)						\$29,794.77			
						\$60,505.01			
Total Open End Mutual Funds	99.58			\$1,532,584.89		\$1,680,356.13	\$147,771.24	\$32,001.01	1.90
				\$1,532,615.91					
Total Mutual Funds	99.58			\$1,532,584.89		\$1,680,356.13	\$147,771.24	\$32,001.01	1.90
				\$1,532,615.91					

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

THE HOWARD E. AND MILDRED M. KYLE FOUNDATION
EIN: 31-1579132
FYE 6/30/12

PARTIV CAPITAL GAINS AND LOSSES

Symbol/Description	Open Date	Close Date	Quantity	Sale Proceeds	Adjusted Cos Basis	Realized Gain/(Loss)	Term
Mutual Funds							
AEGFX - EUROPACIFIC GROWTH FD F1	08/26/05	1/24/2012	135.245	5,000.00	5,154.19	-154.19	N/A
ANAYX - ALLNCEBERNSTN GBL ADVSR	04/26/10	6/21/2012	2,958.58	25,000.00	24,230.78	769.22	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/98	2/14/2012	52.391	1,849.92	1,271.07	578.85	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/99	2/14/2012	0.398	14.05	11.09	2.96	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/99	2/14/2012	89.343	3,154.71	2,485.23	669.48	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/99	2/14/2012	9.571	337.95	266.27	71.68	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/01/00	2/14/2012	9.085	320.79	247.33	73.46	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/01/00	2/14/2012	51.616	1,822.58	1,405.03	417.55	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/01/00	5/2/2012	350.178	12,834.02	9,532.08	3,301.94	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/01/00	5/2/2012	38.345	1,405.34	1,043.79	361.55	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/04/01	5/2/2012	6.007	220.15	149.76	70.39	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/02	5/2/2012	24.554	899.9	539.67	360.23	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/02/03	5/2/2012	28.94	1,060.65	772.58	288.07	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/04	5/2/2012	24	879.6	733.32	146.28	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/05/05	5/2/2012	25.115	920.46	859.97	60.49	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/04/06	5/2/2012	20.698	758.58	787.32	-28.74	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	09/05/07	5/2/2012	1,240.98	45,482.01	50,000.00	-4,517.99	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/04/07	5/2/2012	44.117	1,616.89	1,791.37	-174.48	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/02/08	5/2/2012	53.983	1,978.47	1,159.23	819.24	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/02/09	5/2/2012	23.748	870.36	731.68	138.68	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/02/10	5/2/2012	48.197	1,766.43	1,597.72	168.71	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/22/11	5/2/2012	19.083	699.4	620.97	78.43	N/A
DSERX - DREYFUS SM CAP EQ FD I	01/30/09	2/14/2012	276.345	7,500.00	4,782.32	2,717.68	N/A
GFAFX - GROWTH FUND AMERICA F1	08/26/05	5/2/2012	221.489	7,255.97	6,398.81	857.16	N/A
GFAFX - GROWTH FUND AMERICA F1	12/21/05	5/2/2012	32.86	1,076.49	1,007.48	69.01	N/A
GFAFX - GROWTH FUND AMERICA F1	12/21/05	5/2/2012	37.587	1,231.35	1,152.43	78.92	N/A
GFAFX - GROWTH FUND AMERICA F1	12/21/06	5/2/2012	34.026	1,114.69	1,117.77	-3.08	N/A
GFAFX - GROWTH FUND AMERICA F1	12/21/06	5/2/2012	128.314	4,203.56	4,215.11	-11.55	N/A
GFAFX - GROWTH FUND AMERICA F1	12/20/07	5/2/2012	44.48	1,457.16	1,476.28	-19.12	N/A
GFAFX - GROWTH FUND AMERICA F1	12/20/07	5/2/2012	111.745	3,660.78	3,708.83	-48.05	N/A

THE HOWARD E. AND MILDRED M. KYLE FOUNDATION
EIN: 31-1579132
FYE 6/30/12

PARTIV CAPITAL GAINS AND LOSSES

Symbol/Description	Open Date	Close Date	Quantity	Sale Proceeds	Adjusted Cos Realized Basis	Gain/(Loss)	Term
GSZIX - GLDMN SCHS STRAT INCM IN	02/07/11 "	2/14/2012	1,034 13	10,000 00	10,551 16	-551 16	N/A
JIGFX - JANUS OVERSEAS FD CL I	09/05/07 "	6/21/2012	807 494	25,000 00	47,135 03	-22,135 03	N/A
MALOX - BLACKROCK GLBL ALLOC I	07/23/09 "	6/21/2012	1,347 71	25,000 00	22,156 34	2,843 66	N/A
MEIIX - MFS VALUE FD CL I	01/30/09 "	2/14/2012	352 99	8,500 00	5,653 50	2,846 50	N/A
PRFDX - ROWE T PRICE EQUITY INCM	01/30/09 "	1/24/2012	206 526	5,000 00	3,118 55	1,881 45	N/A
PRFDX - ROWE T PRICE EQUITY INCM	01/30/09 "	2/14/2012	303 03	7,500 00	4,575 76	2,924 24	N/A
PTTRX - PIMCO TOTAL RETURN INSTL	09/05/07 "	6/21/2012	2,214 35	25,000 00	22,984 94	2,015 06	N/A
RPMGX - ROWE T PRICE MID-CAP GR	01/29/99 "	5/2/2012	166 778	10,000 00	5,760 51	4,239 49	N/A
ACTWX - COLUMBIA ACORN SELECT-Z	08/26/05 "	8/3/2011	188 466	5,000 00	4,034 18	965 82	N/A
ACTWX - COLUMBIA ACORN SELECT-Z	08/26/05 "	10/31/2011	412 541	10,000 00	8,830 57	1,169 43	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	01/02/98 "	8/3/2011	101 593	3,452 13	2,296 48	1,155 65	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	02/20/98 "	8/3/2011	45 552	1,547 87	1,062 37	485 5	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	02/20/98 "	10/31/2011	237 443	7,861 72	5,537 63	2,324 09	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/98 "	10/31/2011	20 995	695 14	509 37	185 77	N/A
DNVYX - DAVIS NY VENTURE FD CL-Y	12/03/98 "	10/31/2011	43 586	1,443 14	1,057 46	385 68	N/A
DSERX - DREYFUS SM CAP EQ FD I	01/30/09 "	8/3/2011	272 529	7,500 00	4,716 28	2,783 72	N/A
DSERX - DREYFUS SM CAP EQ FD I	01/30/09 "	10/31/2011	560 538	15,000 00	9,700 44	5,299 56	N/A
FPPTX - FPA CAPITAL FUND INC	12/23/05 "	8/3/2011	230 84	10,000 00	9,976 91	23 09	N/A
GFAFX - GROWTH FUND AMERICA F1	08/26/05 "	8/3/2011	165 235	5,000 00	4,773 64	226 36	N/A
GFAFX - GROWTH FUND AMERICA F1	08/26/05 "	10/31/2011	341 647	10,000 00	9,870 18	129 82	N/A
JIGFX - JANUS OVERSEAS FD CL I	09/05/07 "	8/3/2011	116 523	5,000 00	6,801 68	-1,801 68	N/A
RFCTX - RUSSELL STRATEGIC BOND S	05/28/08 "	8/3/2011	3,610 11	40,000 00	38,273 39	1,726 61	N/A
RPMGX - ROWE T PRICE MID-CAP GR	01/29/99 "	8/3/2011	170 329	10,000 00	5,883 17	4,116 83	N/A
CAPITAL GAIN				19,369 00			
TOTAL				404,261.26	364,509.02	39,752.24	

THE HOWARD E. AND MILDRED M. KYLE FOUNDATION
EIN: 31-1579132
FORM 990 -PF
FYE 6/30/12

PART VIII

GREGORY K STEPHENS 241 FOX DRIVE PIQUA, OHIO 45356	PRESIDENT	0	0	0
CAROLYN MAGOTEAUx 5 CORONADA CT PIQUA, OHIO 45356	SECRETARY/TREASURER	0	0	0
LINDA CARMAN 2 CONIFER COVE LANE MT DESERT, ME 04660	TRUSTEE	0	0	0
MARY K MILLER 417 AKERS DR. WILMORE, KY 40390	TRUSTEE	0	0	0

1. **Introduction**