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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: GEORGE & MARGARET MCLANE FOUNDATION

A Employer identification number: 20-7373591

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1014 — Room/suite:

B Telephone number (see instructions): 513-312-1960

City or town, state, and ZIP code: CINCINNATI OH 45201

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) ▶ $ 9,241,841

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

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

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)	5,676,368			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	233,022	228,973	233,022	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	434,027			
	b	Gross sales price for all assets on line 6a 2,198,734				
	7	Capital gain net income (from Part IV, line 2)		434,027		
	8	Net short-term capital gain			128,260	
	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) STMT 1	-19,907	-19,907	-19,907	
	12	**Total.** Add lines 1 through 11	6,323,510	643,093	341,375	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	72,000	17,100	17,100	54,900
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	392			
	b	Accounting fees (attach schedule) STMT 3	275			
	c	Other professional fees (attach schedule) STMT 4	44,841	44,841	44,841	
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	328			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 6	5,137			880
	24	**Total operating and administrative expenses.** Add lines 13 through 23	122,973	61,941	61,941	55,780
	25	Contributions, gifts, grants paid SEE STATEMENT 7	439,069			439,069
	26	**Total expenses and disbursements.** Add lines 24 and 25	562,042	61,941	61,941	494,849
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	5,761,468			
	b	Net investment income (if negative, enter -0-)		581,152		
	c	Adjusted net income (if negative, enter -0-)			279,434	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash – non-interest-bearing	27,506	23,025	23,032
2	Savings and temporary cash investments	21,350	472,405	472,405
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 (att schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S. and state government obligations (attach schedule) STMT 8	227,692		
b	Investments – corporate stock (attach schedule) SEE STMT 9	1,868,162	7,427,432	8,746,404
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) SEE STATEMENT 10	16,684		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,161,394	7,922,862	9,241,841
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	2,161,394	7,922,862	
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			
30	**Total net assets or fund balances** (see instructions)	2,161,394	7,922,862	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,161,394	7,922,862	

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	2,161,394
2	Enter amount from Part I, line 27a	2	5,761,468
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,922,862
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,922,862

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	PUBLICLY-TRADED SECURITIES	P		
b	PUBLICLY-TRADED SECURITIES	P		
c	COIN & STAMP COLLECTION	D	12/01/11	VARIOUS
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	521,980		393,720	128,260
b	1,652,178		1,354,303	297,875
c	24,576		16,684	7,892
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				128,260
b				297,875
c				7,892
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	434,027
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	128,260

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))
2011	37,097	180,433	0.205600
2010	2		
2009			
2008			
2007			

2	Total of line 1, column (d)	2	0.205600
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	0.041120
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,745,699
5	Multiply line 4 by line 3	5	359,623
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,812
7	Add lines 5 and 6	7	365,435
8	Enter qualifying distributions from Part XII, line 4	8	494,849

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	5,812
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,812
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	5,812
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	5,815
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	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			
c	Did the foundation file **Form 1120-POL** for this year?	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. ▶ $ ____			
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? If "Yes," attach a detailed description of the activities.	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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES WELLINGHOFF Telephone no ▶ 513-312-1960
P.O. BOX 1014
Located at ▶ CINCINNATI OH ZIP+4 ▶ 45201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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 2012?	N/A	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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.)	N/A	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 2012 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 2012.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2012?		4b		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)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	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?	N/A	7b		

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES WELLINGHOFF P.O. BOX 1014	CINCINNATI OH 45201	TRUSTEE 15.00	57,000	0	0
CHRISTOPHER WHEELER 2482 ROYALVIEW COURT	CINCINNATI OH 45244	FOUND. MGR. 20.00	15,000	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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 CONTRIBUTIONS TO 501(C)(3) ORGANIZATIONS - SEE STATEMENT 7	439,069
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 N/A	
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	8,431,364
b	Average of monthly cash balances	1b	447,518
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,878,882
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	8,878,882
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	133,183
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,745,699
6	**Minimum investment return.** Enter 5% of line 5	6	437,285

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	437,285
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,812		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,812
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	431,473
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	431,473
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	431,473

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	494,849
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	
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	494,849
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	5,812
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	489,037

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					431,473
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only					
b Total for prior years: 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011	28,281				
f Total of lines 3a through e		28,281			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 494,849					
a Applied to 2011, 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 2012 distributable amount					431,473
e Remaining amount distributed out of corpus		63,376			
5 Excess distributions carryover applied to 2012 (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		91,657			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0
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 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		91,657			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011	28,281				
e Excess from 2012	63,376				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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.)

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 or e-mail of the person to whom applications should be addressed

JAMES WELLINGHOFF
P.O. BOX 1014 CINCINNATI OH 45201

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				439,069
Total			▶ 3a	439,069
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	233,022	
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			14	-19,907	
8 Gain or (loss) from sales of assets other than inventory			18	434,027	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		647,142	0

13 Total. Add line 12, columns (b), (d), and (e) 13 647,142

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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

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

Trustee | 5-14-13 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
J. CARLYLE ACKLEY		05/10/13	
Firm's name ▶ BRAMEL & ACKLEY, P.S.C.		PTIN	P01232338
Firm's address ▶ 1885 DIXIE HIGHWAY SUITE 310 FT. WRIGHT, KY 41011-2663		Firm's EIN ▶	61-1166184
		Phone no	859-341-6700

DAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
GEORGE & MARGARET MCLANE FOUNDATION	20-7373591

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33^1/_3$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: GEORGE & MARGARET MCLANE FOUNDATION

Employer identification number: 20-7373591

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILHELMINA MCLANE VINNELL ESTATE JAMES WELLINGHOFF, EXECUTOR P.O. BOX 1014 CINCINNATI OH 45201	$ 5,676,368	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

DAA

Name of organization: GEORGE & MARGARET MCLANE FOUNDATION

Employer identification number: 20-7373591

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY-TRADED SECURITIES	$ 5,352,003	01/11/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY-TRADED SECURITIES	$ 73,423	02/06/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY-TRADED SECURITIES	$ 680,190	05/11/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PUBLICLY TRADED PARTNERSHIPS	$ -19,907	$ -19,907	$ -19,907
TOTAL	$ -19,907	$ -19,907	$ -19,907

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 392	$	$	$
TOTAL	$ 392	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 275	$	$	$
TOTAL	$ 275	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEE	$ 44,841	$ 44,841	$ 44,841	$
TOTAL	$ 44,841	$ 44,841	$ 44,841	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	$ 328	$	$	$
TOTAL	$ 328	$ 0	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OFFICE EXPENSES	4,257			
INSTRUCTORS EXPENSE	880			880
TOTAL	$ 5,137	$ 0	$ 0	$ 880

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
4 C FOR CHILDREN CINCINNATI OH 45207	1924 DANA AVENUE	501(C)(3)	CHILD CARE ADVOCACY	10,000
ABILITIES FIRST MIDDLETOWN OH 45044	4710 TIMBERTRAIL DRIVE	501(C)(3)	TRAIN DEVELOPMENTALLY DISABLED	10,000
ABILITIES FIRST MIDDLETOWN OH 45044	4710 TIMBERTRAIL DRIVE	501(C)(3)	TRAIN DEVELOPMENTALLY DISABLED	20,000
ANIMAL FRIENDS HUMANE SOCIETY HAMILTON OH 45011	1820 PRINCETON ROAD	501(C)(3)	ANIMAL WELFARE	10,000
CINCINNATI CHAMBER ORCHESTRA CINCINNATI OH 45202	105 WEST 4TH ST	501(C)(3)	PERFORM MUSIC	5,000
CINCINNATI CHILDREN'S-STAR SHINE CINCINNATI OH 45229	3333 BURNETT AVE	501(C)(3)	MUSIC THERAPIST@CHILDREN'S HOSPITAL	10,000
CINCINNATI GOLFERS FOR CHARITY CINCINNATI OH 45208	1212 HIDDEN WOOD PL	501(C)(3)	RAISE AWARENESS FOR LOCAL CHARITIES	4,000
CINCINNATI MEMORIAL HALL SOCIETY CINCINNATI OH 45202	1225 ELM ST	501(C)(3)	OPERATE MEMORIAL HALL AS VENUE	10,000
CINCINNATI SYMPHONY & POPS CINCINNATI OH 45202	1241 ELM ST	501(C)(3)	YOUNG PEOPLES CONCERTS	5,000
CINCINNATI SYMPHONY & POPS CINCINNATI OH 45202	1241 ELM ST	501(C)(3)	YOUTH ORCHESTRAS	5,000
CINCINNATI SYMPHONY & POPS CINCINNATI OH 45202	1241 ELM ST	501(C)(3)	YOUTH ORCHESTRAS	20,000
CINCINNATI UNION BETHEL CINCINNATI OH 45202	300 LYTLE ST	501(C)(3)	SOCIAL SERVICE - AT RISK POPULATION	5,000
CINCINNATI UNION BETHEL CINCINNATI OH 45202	300 LYTLE ST	501(C)(3)	SOCIAL SERVICE - AT RISK POPULATION	5,000
CINCINNATI WORKS CINCINNATI OH 45202	708 WALNUT ST	501(C)(3)	PREPARE POOR PEOPLE FOR WORK	20,000
COLLEGE CONSERVATORY OF MUSIC CINCINNATI OH 45221-0003	MARY EMORY HALL	501(C)(3)	MUSIC EDUCATION	5,000
DOWNTOWN RESIDENTS COUNCIL CINCINNATI OH 45201	PO BOX 869	501(C)(3)	COMMUNITY ADVOCACY	2,500
FIRST LUTHERAN CHURCH CINCINNATI OH 45202	1208 RACE STREET	501(C)(3)	CHURCH LITERACY PROJECT	5,000

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	20,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	5,300
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	5,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	10,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	11,000
FRANKLIN CITY SCHOOLS FRANKLIN OH 45005	150 EAST 6TH ST	501(C)(3)	CITY SCHOOLS	24,997
FRANKLIN PUBLIC LIBRARY FRANKLIN OH 45005	44 EAST 4TH STREET	501(C)(3)	LIBRARY SERVICES	5,000
FRED HUTCHINSON CANCER RESEARCH CTR SEATTLE WA 98109	PO BOX 19025	501(C)(3)	CANCER RESEARCH	25,000
HAVEN HOUSE EMERGENCY SHELTER HAMILTON OH 45015	550 HIGH STREET	501(C)(3)	FAMILY EMERGENCY CENTER	10,000
HOPE HOUSE RESCUE MISSION MIDDLETOWN OH 45044	34 SOUTH MAIN STREET	501(C)(3)	FAMILY EMERGENCY CENTER	10,000
INNER CITY TENNIS PROJECT CINCINNATI OH 45224	6052 OAKWOOD AVE	501(C)(3)	TEACH TENNIS TO URBAN CHILDREN	1,000
LEAGUE FOR ANIMAL WELFARE BATAVIA OH 45103	4193 TAYLOR RD	501(C)(3)	ANIMAL WELFARE	10,000
LOUELLA THOMPSON DREAM CENTER MIDDLETOWN OH 45044	834 YANKEE RD	501(C)(3)	FAMILY FEEDING OF HOMELESS	2,000
LOUELLA THOMPSON DREAM CENTER MIDDLETOWN OH 45044	834 YANKEE RD	501(C)(3)	FAMILY FEEDING OF HOMELESS	10,000
LOWER PRICE HILL COMMUNITY SCHOOL CINCINNATI OH 45204	2104 ST MICHAEL ST	501(C)(3)	GED SCHOOL	5,000
LOWER PRICE HILL COMMUNITY SCHOOL CINCINNATI OH 45204	2104 ST MICHAEL ST	501(C)(3)	GED SCHOOL	10,000
MEDIA BRIDGES CINCINNATI OH 45202	1223 CENTRAL PARKWAY	501(C)(3)	PUBLIC MEDIA PRODUCTION	5,000

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
PAWS ADOPTION CENTER MIDDLETOWN OH 45042	2790 CINCINNATI-DAYTON RD	501(C)(3)	ANIMAL ADOPTION	10,000
PELOTONIA COLUMBUS OH 43260	L-3454	501(C)(3)	CANCER RESEARCH	1,020
SAVE THE ANIMALS FOUNDATION CINCINNATI OH 45227	4011 REDBANK RD	501(C)(3)	ANIMAL WELFARE	10,000
SOCIETY OF THE 1ST INFANTRY DIVISIO AMBLER PA 19002	PO BOX 607	501(C)(3)	DEPUY SCHOLARSHIP	2,000
SPCA CINCINNATI CINCINNATI OH 45249	11900 CONREY RD	501(C)(3)	ANIMAL WELFARE	10,000
STARFIRE CINCINNATI OH 45227	5030 OAKLAWN DRIVE	501(C)(3)	TRAINING FOR MENTALLY CHALLENGED	10,000
THE LEUKEMIA AND LYMPHOMA SOCIETY CINCINNATI OH 45242	4370 GLENDALE-MILFORD RD	501(C)(3)	CANCER RESEARCH	5,000
THE LEUKEMIA AND LYMPHOMA SOCIETY CINCINNATI OH 45242	4370 GLENDALE-MILFORD RD	501(C)(3)	CANCER RESEARCH	5,000
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	25,000
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	7,875
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	2,877
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	2,500
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	12,000
THE MERCANTILE LIBRARY CINCINNATI OH 45202	414 WALNUT ST	501(C)(3)	MEMBERSHIP LIBRARY	10,000
THE SMILE TRAIN WASHINGTON DC 20090-6231	PO BOX 96231	501(C)(3)	CLEFT PLASTIC SURGERY FOR POOR	5,000

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				439,069

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STATE AND MUNICIPAL GOVT OBLIGATIONS	$ 227,692	$	COST	$
TOTAL	$ 227,692	$ 0		$ 0

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PRIOR YEAR TOTAL	$ 1,868,162	$		$
3,000 SH. SEAGATE TECHNOLOGY PLC		78,740	COST	91,260
4,000 SH. AK STEEL HOLDING CORP		30,619	COST	18,400
4,262 SH. AT&T INC		117,782	COST	143,672
300 SH. AMAZON.COM INC		59,454	COST	75,261
200 SH. APPLE INC		108,434	COST	106,435
2,500 SH. ASHLAND INC NEW		123,918	COST	201,025
4,000 SH. BP PLC		147,550	COST	166,560
3,000 SH. BANK OF AMERICA CORP		24,325	COST	34,830
4,760 SH. BRISTOL MYERS SQUIBB		139,063	COST	155,128
6,000 SH. CSX CORP		116,805	COST	118,380
2,500 SH. CATERPILLAR INC		211,839	COST	224,021
1,486 SH. CHEVRON CORP		141,638	COST	160,696
2,353 SH. CINCINNATI FINANCIAL CORP		63,284	COST	92,143
2,000 SH. CISCO SYSTEMS INC		33,057	COST	39,299
3,500 SH. CLIFFS NATURA RES INC		203,480	COST	134,995
2,400 SH. CLOROX COMPANY		162,169	COST	175,728
5,000 SH. COLGATE-PALMOLIVE COMPANY		442,150	COST	522,700
15,000 SH. CORNING INC		191,099	COST	189,300
1,100 SH. CUMMINS INC		100,644	COST	119,185
4,000 SH. DANA HOLDING CORP		63,420	COST	62,440
1,000 SH. DEERE & COMPANY		80,407	COST	86,420
1,000 SH. DISNEY WALT COMPANY		31,070	COST	49,790
5,000 SH. DOW CHEMICAL COMPANY		130,844	COST	161,647
3,000 SH. E M C CORP MASS		80,115	COST	75,900
2,000 SH. ENERGIZER HLDGS INC		138,298	COST	159,960
6,000 SH. EXXON MOBIL CORP		427,384	COST	519,300

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
31,904 SH. FIFTH THIRD BANCORP	$	$ 316,767	COST	$ 484,941
1,000 SH. FREEPORT MCMORAN COPPER		32,400	COST	34,200
12,000 SH. GENERAL ELECTRIC COMPANY		182,205	COST	251,880
10,000 SH. GOODYEAR TIRE & RUBBER		107,450	COST	138,100
6,000 SH. INTEL CORP		135,244	COST	123,720
1,565 SH. INTEGRYS ENERGY GROUP		74,091	COST	81,724
4,000 SH. JPMORGAN CHASE & COMPANY		129,660	COST	175,876
2,500 SH. JOHNSON & JOHNSON		159,480	COST	175,250
600 SH. KIMBERLY CLARK CORP		41,361	COST	50,658
3,000 SH. KROGER COMPANY		65,295	COST	78,060
1,000 SH. LEGGETT & PLATT INC		21,739	COST	27,220
1,600 SH. MARATHON OIL CORP		39,448	COST	49,056
3,000 SH. MAXWELL TECH INC		27,553	COST	24,900
1,500 SH. MCDONALDS CORP		128,792	COST	132,315
5,000 SH. MICROSOFT CORP		132,531	COST	133,549
2,900 SH. NAVISTAR INTERNATIONAL		107,032	COST	63,133
5,000 SH. PNC FINANCIAL SERVICES		234,524	COST	291,550
1,000 SH. PEABODY ENERGY CORP		21,490	COST	26,610
4,000 SH. PEPCO HLDGS INC		74,675	COST	78,440
2,200 SH. PEPSICO INC		133,379	COST	150,546
22,600 SH. PFIZER INC		411,829	COST	566,792
5,700 SH. PROCTER & GAMBLE COMPANY		351,975	COST	386,973
1,500 SH. STARBUCKS CORP		78,340	COST	80,445
3,000 SH. SUPERVALU INC		16,050	COST	7,410
1,300 SH. TARGET CORP		64,825	COST	76,921
2,000 SH. TENNECO INC		61,490	COST	70,220
1,000 SH. TEREX CORP NEW		26,539	COST	28,110
1,236 SH. TRAVELERS COMPANIES INC		59,677	COST	88,770
20,000 SH. U S BANCORP DE NEW		442,850	COST	638,800
800 SH. UNITED PARCEL SERVICE		53,309	COST	58,984
2,100 SH. VERIZON COMMUNICATIONS		73,642	COST	90,867
1,500 SH. WGL HOLDINGS INC		60,056	COST	58,785
1,000 SH. WAL-MART STORES INC		51,508	COST	68,230
3,000 SH. BREITBURN ENERGY		42,077	COST	55,410
1,250 SH. KINDER MORGAN ENERGY		55,077	COST	99,738
2,000 SH. VANGUARD NATURAL RES LLC		46,691	COST	52,000
LESS: OPTIONS		-81,207	COST	-138,254

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	$ 1,868,162	$ 7,427,432		$ 8,746,404

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COIN & STAMP COLLECTION	$ 16,684	$	COST	$
TOTAL	$ 16,684	$ 0		$ 0