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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

## VESPER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

8223 BRECKSVILLE RD #100

A Employer identification number

23-6251198

City or town, state, and ZIP code

BRECKSVILLE, OH 44141

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year **► \$ 10,736,822.** (Part I, column (d) must be on cash basis.) J Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	600,000.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	Interest on savings and temporary cash investments	16,857.	16,857.	STATEMENT 1	
	4 Dividends and interest from securities	29,207.	29,207.	STATEMENT 2	
	<b>5a Gross rents</b>				
	<b>b Net rental income or (loss)</b>				
	<b>6a Net gain or (loss) from sale of assets not on line 10</b>				
	<b>b Gross sales price for all assets on line 6a</b>				
	<b>7 Capital gain net income (from Part IV, line 2)</b>		0.		
	<b>8 Net short-term capital gain</b>				
	<b>9 Income modifications</b>				
	<b>Gross sales less returns and allowances</b>				
	<b>b Less Cost of goods sold</b>				
	<b>c Gross profit or (loss)</b>				
	<b>11 Other income</b>				
	<b>12 Total. Add lines 1 through 11 -</b>	646,064.	46,064.		
<b>Operating and Administrative Expenses</b>	<b>13 Compensation of officers, directors, trustees, etc.</b>	4,800.	1,200.	3,600.	
	<b>14 Other employee salaries and wages</b>	8,820.	882.	0.	
	<b>15 Pension plans, employee benefits</b>				
	<b>16a Legal fees</b>				
	<b>b Accounting fees</b>				
	<b>c Other professional fees</b>				
	<b>17 Interest</b>				
	<b>18 Taxes</b>	200.	0.	100.	
	<b>19 Depreciation and depletion</b>				
	<b>20 Occupancy</b>				
	<b>21 Travel, conferences, and meetings</b>				
	<b>22 Printing and publications</b>				
	<b>23 Other expenses</b>	3,600.	0.	0.	
	<b>24 Total operating and administrative expenses. Add lines 13 through 23</b>	17,420.	2,082.	3,700.	
	<b>25 Contributions, gifts, grants paid</b>	1,268,000.		1,268,000.	
	<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	1,285,420.	2,082.	1,271,700.	
	<b>27 Subtract line 26 from line 12:</b>	-639,356.			
	<b>a Excess of revenue over expenses and disbursements</b>				
	<b>b Net investment income (if negative, enter -0-)</b>		43,982.		
	<b>c Adjusted net income (if negative, enter -0-)</b>			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		3,342,767.	3,582,610.	3,582,610.
	2 Savings and temporary cash investments		6,427,015.	5,547,816.	5,547,816.
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock	STMT 5	1,039,776.	1,039,776.	1,606,396.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment, basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment, basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		10,809,558.	10,170,202.	10,736,822.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		10,809,558.	10,170,202.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		10,809,558.	10,170,202.	
31 Total liabilities and net assets/fund balances			10,809,558.	10,170,202.	

## 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	10,809,558.
2 Enter amount from Part I, line 27a	2	-639,356.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	10,170,202.
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	10,170,202.

**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					
b	NONE				
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
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		
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). 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))
2011	894,700.	10,017,819.	.089311
2010	1,204,521.	9,967,705.	.120842
2009	1,078,880.	10,412,241.	.103617
2008	885,938.	8,083,933.	.109592
2007	1,043,912.	6,499,586.	.160612

2 Total of line 1, column (d)

2 .583974

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 .116795

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 10,128,774.

5 Multiply line 4 by line 3

5 1,182,990.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 440.

7 Add lines 5 and 6

7 1,183,430.

8 Enter qualifying distributions from Part XII, line 4

8 1,271,700.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

## 6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 4,156.

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

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

3,716.

Refunded ►

11 0.

**Part VII-A Statements Regarding Activities**

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?

Yes

No

1a X

1b X

1c X

1d

1e

1f

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1h

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

11		X
12		X
13	X	
Website address ► <b>N/A</b>		
14 The books are in care of ► <b>NANCY S. LENHART</b> Telephone no. ► <b>440-838-4700</b>		
Located at ► <b>8223 BRECKSVILLE ROAD, SUITE 100, BRECKSVILLE, OH ZIP+4 ► 44141-1361</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <b>15</b> N/A		
and enter the amount of tax-exempt interest received or accrued during the year		
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? Yes No		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <b>1b</b> X		
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? <b>1c</b> X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>2b</b> N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <b>3b</b> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b> 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? <b>4b</b> X		

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (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 Yes  No Yes  No Yes  No Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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?

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

6b

X

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.

(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 STATEMENT 6		4,800.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. 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

▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 7,104,760.
b	Average of monthly cash balances	1b 3,178,259.
c	Fair market value of all other assets	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 10,283,019.
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 10,283,019.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 154,245.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 10,128,774.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 506,439.

**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	1 506,439.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 440.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 440.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 505,999.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 505,999.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 505,999.

**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 1,271,700.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,271,700.
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	5 440.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 1,271,260.

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				505,999.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years: 2010, 2009, 2008		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	725,687.			
b From 2008	487,201.			
c From 2009	560,444.			
d From 2010	706,594.			
e From 2011	394,180.			
f Total of lines 3a through e	2,874,106.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,271,700.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				505,999.
e Remaining amount distributed out of corpus	765,701.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,639,807.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	725,687.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,914,120.			
10 Analysis of line 9:				
a Excess from 2008	487,201.			
b Excess from 2009	560,444.			
c Excess from 2010	706,594.			
d Excess from 2011	394,180.			
e Excess from 2012	765,701.			



## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
URBAN DOVE CHURCH STREET STATION PO BOX 305 NEW YORK, NY 10008-0305		EXEMPT	GENERAL	31,000.
TABOR ACADEMY ANNUAL FUND 266 FRONT STREET MARION, MA 02738		EXEMPT	GENERAL	212,000.
TULANE UNIVERSITY 3499 PRYTANIA STREET SUITE 200 NEW ORLEANS, LA 70115		EXEMPT	GENERAL	290,000.
FRIENDSHIP HOME WASHINGTON HANCOCK COMMUNITY AGENCY PO BOX 299 ELLSWORTH, ME 04605		EXEMPT	GENERAL	2,750.
THE HAMILTON FOUNDATION HAMILTON TOWN HALL, 577 BAY ROAD, PO BOX 429 HAMILTON, MA 01936		EXEMPT	GENERAL	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 1,268,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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.	46,064.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	46,064.
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**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****VESPER FOUNDATION****Employer identification number****23-6251198****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 organizationForm 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

VESPER FOUNDATION

23-6251198

**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	SUMMA HOLDINGS 8221 BRECKSVILLE RD BRECKSVILLE, OH 44141	\$ 600,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

**Name of organization**

**Employer identification number**

## VESPER FOUNDATION

23-6251198

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

**Name of organization**

**Employer identification number**

## VESPER FOUNDATION

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$*

## VESPER FOUNDATION

23-6251198

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL ACADEMY SCHOOL 5 EAST 89TH STREET NEW YORK, NY 10128		EXEMPT	GENERAL	25,000.
COLUMBIA COMMUNITY SERVICE 304 EARL HALL BROADWAY, NY 10027		EXEMPT	GENERAL	3,000.
AMERICAN INDEPENDENCE MUSEUM ONE GOVENOR'S LANE EXETER, NH 03833		EXEMPT	GENERAL	66,000.
AVON LIONS CLUB PO BOX 32 AVON, MN 56310		EXEMPT	GENERAL	5,000.
FRIENDS OF THE PUBLIC GARDEN, INC. 69 BEACON STREET BOSTON, MA 02108		EXEMPT	GENERAL	10,000.
WETLANDS FOUNDATION 8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT - PRIVATE FOUND	GENERAL	60,000.
SMITH COVE PRESERVATION 8223 BRECKSVILLE ROAD, SUITE 100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT - PRIVATE FOUND	GENERAL	45,000.
WOMEN'S COMMITTEE OF THE CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022		EXEMPT	GENERAL	1,000.
KNEISEL HALL CHAMBER MUSIC FESTIVAL KNEISEL HALL PO BOX 648 BLUE HILL, ME 04614		EXEMPT	GENERAL	500.
NATIONAL ACADEMY MUSEUM AND SCHOOL 1083 FIFTH AVENUE AT 89TH STREET NEW YORK, NY 10128		EXEMPT	GENERAL	85,000.
<b>Total from continuation sheets</b>				<b>731,250.</b>

## VESPER FOUNDATION

23-6251198

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
BROOKLYN BOTANIC GARDEN/ ELIZ. SCHOLTZ EDUCATION FUND 1000 WASHINGTON AVENUE BROOKLYN, NY 11225		EXEMPT	GENERAL	500.
METROPOLITAN MUSEUM OF ART 100 FIFTH AVENUE AT 82ND STREET NEW YORK, NY 10028		EXEMPT	GENERAL	550.
NATIONAL TRUST FOR SCOTLAND FOUNDATION 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108		EXEMPT	GENERAL	5,000.
DECORDOVA MUSEUM AND SCULPTURE PARK 51 SANDY POND ROAD LINCOLN, MA 01773		EXEMPT	GENERAL	4,000.
CENTRAL PARK TRACK CLUB 369 CLINTON STREET; APT #1 BROOKLYN, NY 11231		EXEMPT	GENERAL	5,000.
PAPER BAG PLAYERS 225 WEST 99TH STREET NEW YORK, NY 10025		EXEMPT	GENERAL	500.
CITY GARDENS CLUB 755 PARK AVENUE NEW YORK, NY 10021		EXEMPT	GENERAL	500.
THE SHAKESPEARE GUILD 5B CALLE SAN MARTIN SANTA FE, NM 87506-7536		EXEMPT	GENERAL	500.
THE SANTA FE OPERA PO BOX 2408 SANTA FE, ME 87504-2408		EXEMPT	GENERAL	2,500.
THE CENTER FOR FICTION/ MERCANTILE LIBRARY 17 EAST 14TH STREET NEW YORK, NY 10017		EXEMPT	GENERAL	48,500.
<b>Total from continuation sheets</b>				

## VESPER FOUNDATION

23-6251198

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOPROJECT ATT: CALLIE SIEGEL 86 FOURTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	2,500.
MUSEUM OF FINE ARTS, BOSTON 465 HUNTINGTON AVENUE BOSTON, MA 02115		EXEMPT	GENERAL	11,200.
THE PLAYERS FOUNDATION FOR THEATRICAL EDUCATION 16 GRAMERCY PARK SOUTH NEW YORK, NY 10003		EXEMPT	GENERAL	3,500.
INSIDE BROADWAY 630 NINTH AVENUE, SUITE 802 NEW YORK, NY 10036		EXEMPT	GENERAL	2,000.
MERCHANT'S HOUSE MUSEUM 29 EAST FOURTH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
GINGOLD THEATRICAL GROUP 520 8TH AVENUE #312 NEW YORK, NY 10014		EXEMPT	GENERAL	1,000.
PROJECT RENEWAL 200 VARICK STREET NEW YORK, NY 10014		EXEMPT	GENERAL	1,000.
POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
COUNCIL OF THE NY BOTANICAL GARDENS NY BOTANICAL GARDEN, 717 HUTCHINSON RIVER PARKWAY BRONX, NY 10465		EXEMPT	GENERAL	1,250.
THE TOWN OF HAMILTON HAMILTON TOWN HALL, 577 BAY ROAD, PO BOX 429 HAMILTON, MA 01936		EXEMPT	GENERAL	10,000.
Total from continuation sheets				

## VESPER FOUNDATION

23-6251198

## Part XV. Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRESIDENTS AND FELLOWS OF HARVARD COLLEGE 124 MT. AUBURN STREET CAMBRIDGE, MA 02138		EXEMPT	GENERAL	65,000.
GRAMERCY PARK BLOCK ASSOCIATION 34 GRAMERCY PARK EAST NEW YORK, NY 10003		EXEMPT	GENERAL	3,000.
BROOKSVILLE VOLUNTEER FIRE DEPARTMENT P.O. BOX 243 BROOKSVILLE, ME 04617		EXEMPT	GENERAL	1,000.
PAN MASS JIMMY FUND 77 FOURTH AVENUE NEEDHAM, MA 02494		EXEMPT	GENERAL	500.
GRACE CHURCH SCHOOL 86 FOURTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	57,500.
BEACON HILL CIVIC ASSOCIATION 74 JOY STREET BOSTON, MA 02114		EXEMPT	GENERAL	10,000.
BATTERY CONSERVANCY 1 NEW YORK PLAZA NEW YORK, NY 10004		EXEMPT	GENERAL	35,000.
HORTICULTURAL SOCIETY OF NEW YORK 148 WEST 37TH, 13TH FLOOR NEW YORK, NY 10018		EXEMPT	GENERAL	5,500.
EMHC HANCOCK COUNTY HOME CARE 57 WATER STREET BLUE HILL, ME 04614		EXEMPT	GENERAL	1,000.
PENINSULA AMBULANCE CORPS. PO BOX 834 BLUE HILL, ME 04614		EXEMPT	GENERAL	250.
<b>Total from continuation sheets</b>				

## VESPER FOUNDATION

23-6251198

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
CASTINE HISTORICAL SOCIETY PO BOX 238 CASTINE, ME 04421		EXEMPT	GENERAL	250.
PEDALING 4 PREEMIES/ BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON, MA 02115		EXEMPT	GENERAL	100.
ALZHEIMER'S ASSOCIATION P.O. BOX 96011 WASHINGTON, DC 20090-6011		EXEMPT	GENERAL	1,000.
HILL HOUSE 10 RIVERSIDE AVENUE RIVERSIDE, CT 06878		EXEMPT	GENERAL	3,000.
HOLY APOSTLES SOUP KITCHEN 296 NINTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	5,000.
DICAPO OPERA THEATRE 184 EAST 76TH STREET NEW YORK, NY 10021		EXEMPT	GENERAL	2,500.
ROUNDABOUT THEATRE COMPANY 231 WEST 39TH STREET, SUITE 1200 NEW YORK, NY 10018		EXEMPT	GENERAL	1,500.
MORGAN LIBRARY AND MUSEUM 225 MADISON AVENUE AT 36TH STREET NEW YORK, NY 10016		EXEMPT	GENERAL	500.
GREENBROOK SANCTUARY ALPINE APPROACH ROAD PO BOX 155 ALPINE, NJ 07620-0155		EXEMPT	GENERAL	250.
THE ESPLANADE ASSOCIATION 376 BOYLSTON STREET BOSTON, MA 02116		EXEMPT	GENERAL	400.
<b>Total from continuation sheets</b>				

## VESPER FOUNDATION

23-6251198

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
MASSART FOUNDATION 621 HUNTINGON AVENUE BOSTON, MA 02115		EXEMPT	GENERAL	1,000.
PATHWAYS FOR CHILDREN 29 EMERSON AVENUE GLOUCESTER, MA 01930		EXEMPT	GENERAL	11,500.
CARCINOID CANCER FOUNDATION 333 MAMARONECK AVENUE #492 WHITE PALMS, NY 10605		EXEMPT	GENERAL	10,000.
INSTITUTE OF CONTEMPORARY ARTS, BOSTON 100 NORTHERN AVENUE BOSTON, MA 02210		EXEMPT	GENERAL	500.
METROPOLITAN OPERA ASSOCIATION LINCOLN CENTER NEW YORK, NY 10023		EXEMPT	GENERAL	5,000.
TRUSTEES OF THE RESERVATION 572 ESSEX STREET BEVERLY, MA 01915		EXEMPT	GENERAL	25,000.
HEALTHY PENINSULA PO BOX 945 BLUE HILL, ME 04614		EXEMPT	GENERAL	2,500.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458		EXEMPT	GENERAL	30,000.
INTERNATIONAL YACHT RESTORATION SCHOOL & MUSEUM 449 THAMES STREET NEWPORT, RI 02840		EXEMPT	GENERAL	10,000.
ISLAND NURSING HOME 5537 EXPRESSWAY DRIVE NORTH HOLTSVILLE, NY 11742		EXEMPT	GENERAL	2,000.
<b>Total from continuation sheets</b>				

## vesper foundation

23-6251198

## **Part XV** **Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation)

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	16,857.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16,857.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	29,207.	0.	29,207.
TOTAL TO FM 990-PF, PART I, LN 4	29,207.	0.	29,207.

## FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE	200.	0.		100.
TO FORM 990-PF, PG 1, LN 18	200.	0.		100.

## FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,600.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,600.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,039,776.	1,606,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,039,776.	1,606,396.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BENESON JR. 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	PRESIDENT 1.00	2,400.	0.	0.
JAMES BENESON III 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
CLEMENT C BENESON 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
JOHN V CURCI 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	TREASURER 1.00	0.	0.	0.
NANCY S LENHART 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		4,800.	0.	0.

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
December 2, 2011 – \$15,000
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$15,000 for the following: Professional fees, \$14,965 and Franchise taxes, \$35.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** March 30, 2012

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

\_\_\_\_\_  
**Secretary**  
\_\_\_\_\_  
**Title**

**Date: March 30, 2013**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
March 29, 2012 – \$10,000
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$10,000 for the following: Professional fees, \$10,000.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

\_\_\_\_\_  
**Secretary**  
\_\_\_\_\_  
**Title**

**Date: March 30, 2013**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
July 26, 2012 – \$20,000
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$20,000 for the following: Professional fees, \$20,000.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by: Smith Cove Preservation Trust**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

### **Secretary**

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**Title**

**Date: March 30, 2013**

**VESPER FOUNDATION  
E.I.N. 23-6251198**

**The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).**

(i) **Grantee – Smith Cove Preservation Trust**  
**8223 Brecksville Road, #100**  
**Brecksville, Ohio 44141-1361**

(ii) **Grant paid August 20, 2012      \$15,000**

(iii) **Purposes of grant – to provide funds in order to enable Grantee to meet operating expenses incurred in carrying out activities in furtherance of its exempt purpose.**

(iv) **Expended by Grantee for above purposes through December 31, 2012:   \$7,136**

(v) **Grantee used funds solely for designated purposes in 2012.**

(vi) & (vii) **Financial reports (unaudited) received from Grantee on the date(s):   March 30, 2013**

**ANNUAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Smith Cove Preservation Trust  
8223 Brecksville Road #100  
Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
August 20, 2012 - \$15,000
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, conservation of natural resources, especially the scenic beauty of the shoreline on the coast of Maine.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$7,136 for the following: Professional fees, \$6,801, Real Estate Tax, \$335.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**  
This is the first report concerning this grant.

**8. Progress made in accomplishing the purpose of the grant:**

Funds were immediately used to pay operating expenses. The excess shall be used within 2013.

**Report submitted by:** Smith Cove Preservation Trust

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

\_\_\_\_\_  
**Secretary**  
\_\_\_\_\_  
**Title**

**Date:** March 30, 2013

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100 Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
December 2, 2011 – \$20,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$10,000 for the following: Wages, \$15,364; Payroll taxes, \$1,140; Utilities, \$1,579; Office expense, \$1,200; Repairs, \$682 and Franchise taxes, \$35.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** March 30, 2012

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

Secretary  
Title

Date: March 30, 2013

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100 Brecksville, OH 44141-1361
- 2. Date and amount of grant from Vesper Foundation:**  
March 29, 2012 – \$10,000
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$10,000 for the following: Wages, \$8,237; Payroll taxes, \$406; Utilities, \$602; Office expense, \$600; Repairs, \$155 and Franchise tax, \$-0-.
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
- 6. Use of diverted grant funds:** Not Applicable
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:                   Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

Secretary

Title

**Date: March 30, 2013**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100 Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
June 18, 2012 – \$20,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$10,000 for the following: Wages, \$7,719; Payroll taxes, \$380; Utilities, \$211; Office expense, \$600; Repairs, \$572 and Real estate tax, \$10,518.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

**Secretary**

**Title**

**Date: March 30, 2013**

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100  
Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
August 28, 2012 – \$10,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$10,000 for the following: Wages, \$8,264; Payroll taxes, \$571; Utilities, \$124; Office expense, \$600; Repairs, \$256 and Legal fees, \$185.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart Nancy S. Lenhart

Secretary  
Title

Date: March 30, 2013

**FINAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

(to be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)

- 1. Name and address of grantee:** Wetlands Foundation, 8223 Brecksville Road, #100 Brecksville, OH 44141-1361
  
- 2. Date and amount of grant from Vesper Foundation:**  
November 2, 2012 – \$10,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes, including land reclamation costs.
  
- 4. Amount of grant expended by grantee from date of grant to last day of grantee's fiscal year and use of the funds (list expenditures by general categories, including salaries, travel and supplies):**  
Total spending of \$20,000 for the following: Wages, \$6,271; Payroll taxes, \$316; Utilities, \$298; Office expense, \$600 and Repairs, \$2,515.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:** None

**8. Progress made in accomplishing the purpose of the grant:**

The payment of expenses and land reclamation costs in the performance of grantee's exempt purposes.

**Report submitted by:      Wetlands Foundation**

**The undersigned hereby certified on behalf of the grantee that the  
foregoing information is correct.**

Nancy S. Lenhart **Nancy S. Lenhart**

**Secretary**

**Title**

**Date: March 30, 2013**

**VESPER FOUNDATION**  
**E.I.N. 23-6251198**  
**ATTACHMENT – 2011 FORM 990-PF**

**The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).**

(i)      **Grantee – Wetlands Foundation**  
                 **8223 Brecksville Road, #100**  
                 **Brecksville, Ohio 44141-1361**

(ii)     **Grant paid December 20, 2012      \$10,000**

(iii)    **Purposes of grant – to provide funds in order to enable Grantee to (1) begin reclamation of land acquired on or in close proximity to the coastal and inland waters of Maine for conservation, protection from development, and preservation of the natural features, flora and fauna of the land in accordance with the Grantee's exempt purposes; and (2) meet operating expenses incurred in carrying out activities in furtherance of its exempt purpose.**

(iv)     **Expended by Grantee for above purposes through December 31, 2012:    \$ 3,749**

(v)      **Grantee used funds solely for designated purposes in 2012.**

(vi) & (vii)    **Financial reports (unaudited) received from Grantee on the date(s): March 30, 2013**

**ANNUAL REPORT OF GRANTEE TO  
VESPER FOUNDATION**

**(To be completed and returned to Vesper Foundation  
within 90 days after the close of the Grantee's fiscal year)**

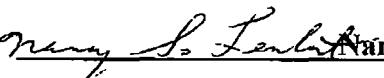
- 1. Name and address of grantee:** Wetlands Foundation,  
8223 Brecksville Road, #100,  
Brecksville, OH 44141-1361.
  
- 2. Date and amount of grant from Vesper Foundation:**  
December 20, 2012 - \$10,000
  
- 3. Purposes of the grant:**  
To meet operating expenses incurred in carrying out activities in furtherance of its exempt purposes.
  
- 4. Expenditures made from the grant funds (including salaries, travel and supplies):**  
Total spending of \$3,749 for the following: Wages, \$3,249; Payroll taxes, \$200 and Office expense, \$300.
  
- 5. Amount of grant funds diverted from purposes of grant specified in line 3:** None
  
- 6. Use of diverted grant funds:** Not Applicable
  
- 7. Dates on which grantee has previously submitted reports to Vesper Foundation and subject matter of reports:**  
This is the first report concerning this grant.

8. **Progress made in accomplishing the purpose of the grant:**

Funds were immediately used to pay operating expenses. The excess shall be used within 2013.

Report submitted by: **Wetlands Foundation**

The undersigned hereby certified on behalf of the grantee that the foregoing information is correct.

 **Nancy S. Lenhart**

Secretary

Title

Date: March 30, 2013

# **Application for Extension of Time To File an Exempt Organization Return**

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I** **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

### Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>  <b>File by the due date for filing your return. See instructions</b>	Name of exempt organization or other filer, see instructions.  <b>VESPER FOUNDATION</b>	Employer identification number (EIN) or  <b>23-6251198</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.  <b>8223 BRECKSVILLE RD #100</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>BRECKSVILLE, OH 44141</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

NANCY S. LENHART - 8223 BRECKSVILLE ROAD, SUITE 100

- The books are in the care of ► **BRECKSVILLE, OH 44141-1361**  
Telephone No. ► **440-838-4700** FAX No. ►  ►
- If the organization does not have an office or place of business in the United States, check this box  ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until  
**AUGUST 15, 2013** to file the exempt organization return for the organization named above. The extension

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**is for the organization's return for:**

►  calendar year 2012 or

►  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	<b>\$</b>	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	<b>\$</b>	<b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	<b>\$</b>	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form 8868 (Rev. 1-2013)