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 , 2012, and ending , 20

Name of foundation: JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

A Employer identification number: 26-1248696

Number and street (or P O box number if mail is not delivered to street address): 2949 NORTH PARK BOULEVARD

Room/suite:

B Telephone number (see instructions): (216) 371-2257

City or town, state, and ZIP code: CLEVELAND HEIGHTS, OH 44118

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

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 *(from Part II, col. (c), line 16)* ▶ $ 1,129,001.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,000.			
	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	39,428.	39,428.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,486.			
	b Gross sales price for all assets on line 6a 81,946.				
	7 Capital gain net income (from Part IV, line 2)		10,486.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	59,914.	49,914.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	1,800.	1,800.		
	c Other professional fees (attach schedule) *	9,573.	9,573.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	225.	225.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,598.	11,598.		
	25 Contributions, gifts, grants paid	54,500.			54,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	66,098.	11,598.	0	54,500.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-6,184.			
	b **Net investment income** (if negative, enter -0-)		38,316.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 0 3 2013
OGDEN, UT
E2-609 IRS-OSC

SCANNED MAY 0 8 2013

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	72,809.	52,515.	52,515.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	637,715.	723,555.	723,555.
	c Investments - corporate bonds (attach schedule) ATCH 6	336,658.	333,151.	333,151.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	19,046.	19,780.	19,780.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,066,228.	1,129,001.	1,129,001.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,066,228.	1,129,001.	
	30 **Total net assets or fund balances** (see instructions)	1,066,228.	1,129,001.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,066,228.	1,129,001.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,066,228.
2	Enter amount from Part I, line 27a	2	-6,184.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	68,957.
4	Add lines 1, 2, and 3	4	1,129,001.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,129,001.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
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				
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	10,486.
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	0

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	56,532.	1,088,534.	0.051934
2010	48,641.	1,030,482.	0.047202
2009	33,250.	957,507.	0.034726
2008	31,815.	876,800.	0.036285
2007		145,962.	

2 **Total** of line 1, column (d)	2	0.170147
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	0.034029
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,096,548.
5 Multiply line 4 by line 3	5	37,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	383.
7 Add lines 5 and 6	7	37,697.
8 Enter qualifying distributions from Part XII, line 4	8	54,500.

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	383.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	383.
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	383.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,314.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,314.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	931.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 931. **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?	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 ▶ VICTOR G. KMETICH Telephone no ▶ (440)442-9428

Located at ▶ 6700 BETA DR, SUITE 116, CLEVELAND, OH ZIP+4 ▶ 44143

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)?	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?	1c		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? ☐ Yes ☒ 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)	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 ▶ ________, ________, ________, ________			
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)*	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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(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 [X]		
	(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 [X]		
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)?		**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?	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 [X]		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (No)
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
ATCH 10		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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 ▶		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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	1,078,768.
b	Average of monthly cash balances	1b	34,479.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,113,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,113,247.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,096,548.
6	**Minimum investment return.** Enter 5% of line 5	6	54,827.

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	54,827.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	383.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	383.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	54,444.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,444.
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	54,444.

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	54,500.
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	54,500.
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	383.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,117.

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				54,444.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			25,298.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 54,500.				
a Applied to 2011, but not more than line 2a			25,298.	
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				29,202.
e Remaining amount distributed out of corpus				
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				
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				25,242.
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	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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))

JAMES J. ABEL

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . . ▶ **3a**				54,500.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a CONTRIBUTIONS			13	10,000.	
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	39,428.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,486.	
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)				59,914.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 59,914.

(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.)

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		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

Sign Here

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

Signature of officer or trustee: [signature] Date: 4/27/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
VICTOR G. KMETICH	[signature]	4/23/13		P01217595

Firm's name ▶ VGK FINANCIAL SERVICES LLC Firm's EIN ▶ 20-0578981

Firm's address ▶ 6700 BETA DRIVE, SUITE 116 CLEVELAND, OH 44143 Phone no 440-442-9428

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
JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

Employer identification number
26-1248696

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 JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

Employer identification number 26-1248696

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	JAMES J ABEL 2949 NORTH PARK BOULEVARD CLEVELAND HEIGHTS, OH 44118	$ 10,000.	Person [X] 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.)

Name of organization JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

Employer identification number 26-1248696

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
		$	

(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
		$	

(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
		$	

Name of organization JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

Employer identification number 26-1248696

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. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

JAMES J. AND SHARON R. ABEL FOUNDATION
E.I.N: 26-1248696
C/O JAMES J. ABEL, PRESIDENT
2949 NORTH PARK BOULEVARD
CLEVELAND HEIGHTS, OHIO 44118

2012 FORM 990-PF

PART X
LINES 1a, 1b, 1c, AND 1d - AVERAGE MONTHLY VALUES OF SECURITIES, CASH AND OTHER ASSETS

END OF MONTH	LINE 1a SECURITIES	TOTAL LINE 1b CASH	LINE 1d 1a+1b+1c
1/31/2012	1,049,604	36,488	1,086,092
2/29/2012	1,077,442	38,670	1,116,112
3/31/2012	1,087,173	36,532	1,123,705
4/30/2012	1,088,086	35,451	1,123,537
5/31/2012	1,037,673	37,281	1,074,954
6/30/2012	1,077,401	9,962	1,087,363
7/31/2012	1,093,938	7,253	1,101,191
8/31/2012	1,082,260	35,616	1,117,876
9/30/2012	1,103,229	37,016	1,140,245
10/31/2012	1,101,452	28,553	1,130,005
11/30/2012	1,070,468	58,413	1,128,881
12/31/2012	1,076,487	52,515	1,129,002
TOTALS	**12,945,213**	**413,750**	**13,358,963**
AVERAGE MONTHLY BALANCE	**1,078,768**	**34,479**	**1,113,247**

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS FIN SVCS - DIVIDEND INCOME	30,058.	30,058.
UBS FIN SVCS - BOND INTEREST INCOME	9,370.	9,370.
TOTAL	39,428.	39,428.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
VGK FINANCIAL SERVICES LLC	1,800.	1,800.		
TOTALS	1,800.	1,800.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS INVESTMENT FEES	9,573.	9,573.
TOTALS	9,573.	9,573.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OHIO FILING FEES	225.	225.
TOTALS	225.	225.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS FINANCIAL SERVICES	723,555.	723,555.
TOTALS	723,555.	723,555.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS FINANCIAL SERVICES	333,151.	333,151.
TOTALS	333,151.	333,151.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UBS FIN SVCS-OTHER MUTUAL FDS	19,780.	19,780.
TOTALS	19,780.	19,780.

ATTACHMENT 8

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCREASE IN MARKET VALUE OF INVESTMENTS	68,957.
TOTAL	68,957.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DECREASE IN MARKET VALUE OF INVESTMENTS	
TOTAL	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		UBS FINANCIAL - SEE ATTACHED				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
81,946.		71,460.					10,486.	
TOTAL GAIN(LOSS)							10,486.	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES J. ABEL 2949 NORTH PARK BOULEVARD CLEVELAND HEIGHTS, OH 44118	PRESIDENT/TREASURER	0	0	0
SHARON R. ABEL 2949 NORTH PARK BOULEVARD CLEVELAND HEIGHTS, OH 44118	VICE-PRESIDENT	0	0	0
CATHERINE E. ABEL 2949 NORTH PARK BOULEVARD CLEVELAND HEIGHTS, OH 44118	SECRETARY	0	0	0
	GRAND TOTALS	0	0	0

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEAUMONT SCHOOL 3301 NORTH PARK BOULEVARD CLEVELAND HEIGHTS, OH 44118	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	16,000.
ST. IGNATIUS HIGH SCHOOL 1911 WEST 30TH STREET CLEVELAND, OH 44113	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	13,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVENUE CHICAGO, IL 60601	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
CROHN'S AND COLITIS FOUNDATION 386 PARK AVENUE SOUTH NEW YORK, NY 10016	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
NATIONAL FDN FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY BETHESDA, MD 20814	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY 10501 EUCLID AVENUE CLEVELAND, OH 44106	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
JUNIOR ACHIEVEMENT OF GREATER CLEVELAND 1422 EUCLID AVENUE CLEVELAND, OH 44115	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	6,000.
PURDUE FOUNDATION 403 WEST WOOD STREET WEST LAFAYETTE, IN 47907	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	9,000.
SISTERS OF CARMEL OF THE HOLY SPIRIT 8540 KENOSHA DRIVE COLORADO SPRINGS, CO 80908	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	5,000.
DIOCESE OF PHOENIX CDA 400 E MONROE PHOENIX, AZ 85004	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
CLEVELAND RIGHT TO LIFE ED 4427 STATE ROAD CLEVELAND, OH 44109	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	1,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLACE FOR GRACE MINISTRIES 1100 CALVIN ROAD ROCHELLE, IL 61068	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
URSULINE SISTERS OF CLEVELAND 2600 LANDER ROAD PEPPER PIKE, OH 44124	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
CLEVELAND FOOD BANK 15500 S WATERLOO ROAD CLEVELAND, OH 44110	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
WOUNDED WARRIOR 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
ARTHRITIS FOUNDATION 4630 RICHMOND ROAD CLEVELAND, OH 44128	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	
AMERICAN RED CROSS 3747 EUCLID AVENUE CLEVELAND, OH 44115	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIOCESE OF CLEVELAND 1404 EAST 9TH STREET CLEVELAND, OH 44114	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	1,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	500.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	500.
LEGATUS 6702 PLEASANTVIEW STREET NW ROCKFORD, MI 49341	NONE 501(C)(3)	GENERAL TAX-EXEMPT PURPOSES	2,500.
		TOTAL CONTRIBUTIONS PAID	54,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: JAMES J. AND SHARON R. ABEL FOUNDATION
C/O JAMES J. ABEL, PRESIDENT

Employer identification number: 26-1248696

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	10,486.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	10,486.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			10,486.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			10,486.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 ..... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
JAMES J. AND SHARON R. ABEL FOUNDATION	26-1248696

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a UBS FINANCIAL - SEE ATTACHED	VARIOUS	VARIOUS	81,946.	71,460.	10,486.
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					10,486.

SCHEDULE D-1

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CITIGROUP INC NTS 05 625% 082712 DTD082602 FC022703	FIFO	25,000 000	Aug 13, 09	Aug 27, 12	25,000 00	24,874 00			126 00
CONOCOPHILLIPS	FIFO	200 000	Oct 16, 09	Mar 01, 12	15,558 17	10,407 34			5,150 83
HEWLETT PACKARD CO	FIFO	100 000	Jul 23, 09	Oct 01, 12	1,718 26	4,172 00		-2,453 74	
INTL PAPER CO @MAV+25BP 05 250% 040116 DTD031804 FC100104	FIFO	25,000 000	Aug 13, 09	Nov 23, 12	27,417 00	23,477 75			3,939 25
KRAFT FOODS INC *NAME CHANGE 10/2012* CL A	FIFO	300 000	Jul 07, 10	Sep 19, 12	12,252 25	8,528 70			3,723 55
Total					**$81,945.68**	**$71,459.79**		**-$2,453.74**	**$12,939.63**
Net long-term capital gains or losses									**$10,485.89**
Net capital gains/losses:									**$10,485.89**

End of statement for account number 9N 00318 TM

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ABBOTT LABS								
Symbol ABT Exchange NYSE								
EAI $112 Current yield 0 85%	Jul 23, 09	100 000	43 930	4,393 00	65 500	6,550 00	2,157 00	LT
	Sep 2, 09	100 000	45 149	4,514 99	65 500	6,550 00	2,035 01	LT
Security total		200 000	44 540	8,907 99		13,100 00	4,192 01	
ACE LTD CHF								
Symbol ACE Exchange NYSE								
EAI $392 Current yield 2 46%								
CHF Exchange rate 0 91535	Oct 1, 09	200 000	54 238	10,847 70	79 800	15,960 00	5,112 30	LT
AMAZON COM INC								
Symbol AMZN Exchange OTC	Oct 16, 09	45 000	95 040	4,276 80	250 870	11,289 15	7,012 35	LT
AMER ELECTRIC POWER CO								
Symbol AEP Exchange NYSE								
EAI $564 Current yield 4 40%	Oct 1, 09	200 000	30 987	6,197 50	42 680	8,536 00	2,338 50	LT
	Oct 8, 09	100 000	30 627	3,062 75	42 680	4,268 00	1,205 25	LT
Security total		300 000	30 868	9,260 25		12,804 00	3,543 75	

continued next page

Account name: JAMES J AND SHARON R ABEL
Account number 9N 00318 TM

Your Financial Advisor.
THE HOLLAND GROUP.
440-414-2740/877-855-8449

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ANNALY CAPITAL MANAGEMENT INC REIT Symbol NLY Exchange NYSE EAI $540 Current yield 12 82%	Dec 2, 10	300 000	18 146	5,443 95	14 040	4,212 00	-1,231 95	LT
APACHE CORP Symbol APA Exchange NYSE EAI $51 Current yield. 0 87%	Jul 7, 11	75 000	126 210	9,465 75	78 500	5,887 50	-3,578 25	LT
APPLE INC Symbol AAPL Exchange OTC EAI $477 Current yield 1 99%	Jul 23, 09	20 000	157 830	3,156 60	532 172	10,643 44	7,486 84	LT
	Oct 1, 09	25 000	183 753	4,593 84	532 172	13,304 30	8,710 46	LT
Security total		45 000	172 232	7,750 44		23,947 74	16,197 30	
AT&T INC Symbol T Exchange NYSE EAI $540 Current yield 5 34%	Jul 23, 09	200 000	25 647	5,129 50	33 710	6,742 00	1,612 50	LT
	Sep 2, 09	100 000	25 520	2,552 00	33 710	3,371 00	819 00	LT
Security total		300 000	25 605	7,681 50		10,113 00	2,431 50	
CHEVRON CORP Symbol CVX Exchange NYSE EAI $720 Current yield 3 33%	Aug 3, 09	100 000	70 187	7,018 75	108 140	10,814 00	3,795 25	LT
	Sep 2, 09	100 000	68 816	6,881 60	108 140	10,814 00	3,932 40	LT
Security total		200 000	69 502	13,900 35		21,628 00	7,727 65	
CINN FINANCIAL CORP Symbol CINF Exchange OTC EAI $489 Current yield 4 16%	Jun 15, 12	300 000	36 577	10,973 28	39 160	11,748 00	774 72	ST
DOMINION RESOURCES INC VA (NEW) Symbol D Exchange NYSE EAI $633 Current yield 4 07%	Oct 1, 09	200 000	34 316	6,863 34	51 800	10,360 00	3,496 66	LT
	Oct 8, 09	100 000	34 146	3,414 60	51 800	5,180 00	1,765 40	LT
Security total		300 000	34 260	10,277 94		15,540 00	5,262 06	
DOW CHEMICAL Symbol DOW Exchange NYSE EAI $256 Current yield 3 96%	Oct 16, 09	200 000	26 457	5,291 50	32 329	6,465 80	1,174 30	LT

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
EXELON CORP								
Symbol EXC Exchange NYSE								
EAI $315 Current yield 7 06%	Oct 16, 09	150 000	50 310	7,546 50	29 740	4,461 00	-3,085 50	LT
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI $304 Current yield 3 62%	Oct 4, 12	400 000	22 876	9,150 68	20 990	8,396 00	-754 68	ST
GENL MILLS INC								
Symbol GIS Exchange NYSE								
EAI $403 Current yield 3 27%	Sep 19, 12	305 000	40 170	12,251 85	40 420	12,328 10	76 25	ST
GOLDMAN SACHS GROUP INC								
Symbol GS Exchange NYSE								
EAI $100 Current yield 1 57%	May 12, 10	50 000	144 659	7,232 98	127 560	6,378 00	-854 98	LT
GOOGLE INC CL A								
Symbol GOOG Exchange OTC	Oct 1, 09	10 000	489 930	4,899 30	707 380	7,073 80	2,174 50	LT
	Oct 8, 09	10 000	518 850	5,188 50	707 380	7,073 80	1,885 30	LT
Security total		20 000	504 390	10,087 80		14,147 60	4,059 80	
HOME DEPOT INC								
Symbol HD Exchange NYSE								
EAI $232 Current yield 1 88%	Oct 16, 09	200 000	27 300	5,460 00	61 850	12,370 00	6,910 00	LT
INTEL CORP								
Symbol INTC Exchange OTC								
EAI $225 Current yield 4 36%	Aug 18, 09	250 000	18 809	4,702 35	20 620	5,155 00	452 65	LT
INTL BUSINESS MACH								
Symbol IBM Exchange. NYSE								
EAI $170 Current yield 1 77%	Oct 1, 09	50 000	118 686	5,934 34	191 550	9,577 50	3,643 16	LT
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE								
EAI $366 Current yield 3 48%	Oct 16, 09	150 000	60 446	9,067 01	70 100	10,515 00	1,447 99	LT
JPMORGAN CHASE & CO								
Symbol JPM Exchange NYSE								
EAI $240 Current yield 2 73%	Aug 3, 09	100 000	39 550	3,955 00	43 969	4,396 90	441 90	LT
	Sep 2, 09	100 000	41 327	4,132 78	43 969	4,396 90	264 12	LT
Security total		200 000	40 439	8,087 78		8,793 80	706 02	

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MCDONALDS CORP								
Symbol MCD Exchange NYSE								
EAI $308 Current yield 3 49%	Jan 7, 10	100 000	61 918	6,191 80	88 210	8,821 00	2,629 20	LT
MERCK & CO INC NEW COM								
Symbol MRK Exchange NYSE								
EAI $344 Current yield 4 20%	Oct 16, 09	200 000	33 256	6,651 34	40 940	8,188 00	1,536 66	LT
METLIFE INC								
Symbol MET Exchange NYSE								
EAI $148 Current yield 2 25%	Oct 16, 09	200 000	37 226	7,445 34	32 940	6,588 00	-857 34	LT
MICROSOFT CORP								
Symbol MSFT Exchange OTC								
EAI $184 Current yield 3 44%	Aug 18, 09	200 000	23 619	4,723 94	26 709	5,341 80	617 86	LT
NATIONAL GRID PLC NEW SPON ADR								
Symbol NGG Exchange NYSE								
EAI $633 Current yield 5 51%	Jun 9, 10	200 000	39 590	7,918 00	57 440	11,488 00	3,570 00	LT
NEW YORK CMNTY BANCORP								
Symbol NYCB Exchange NYSE								
EAI $1,000 Current yield 7 63%	Oct 29, 09	1,000 000	11 107	11,107 50	13 100	13,100 00	1,992 50	LT
NORTHROP GRUMMAN CORP								
Symbol NOC Exchange NYSE								
EAI $440 Current yield 3 26%	Aug 3, 09	100 000	41 458	4,145 87	67 580	6,758 00	2,612 13	LT
	Sep 2, 09	50 000	43 203	2,160 19	67 580	3,379 00	1,218 81	LT
	Oct 1, 09	50 000	45 597	2,279 87	67 580	3,379 00	1,099 13	LT
Security total		200 000	42 930	8,585 93		13,516 00	4,930 07	
OCCIDENTAL PETROLEUM CRP								
Symbol OXY Exchange NYSE								
EAI $313 Current yield 2 82%	Mar 1, 12	145 000	104 590	15,165 65	76 610	11,108 45	-4,057 20	ST
PRAXAIR INC								
Symbol PX Exchange NYSE								
EAI $220 Current yield 2 01%	Aug 3, 09	100 000	78 409	7,840 90	109 450	10,945 00	3,104 10	LT
PROCTER & GAMBLE CO								
Symbol PG Exchange NYSE								
EAI $450 Current yield 3 31%	Aug 18, 09	100 000	52 577	5,257 78	67 890	6,789 00	1,531 22	LT
	Oct 1, 09	100 000	56 860	5,686 00	67 890	6,789 00	1,103 00	LT
Security total		200 000	54 719	10,943 78		13,578 00	2,634 22	

continued next page

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
REYNOLDS AMERN INC (HOLDING CO)								
Symbol RAI Exchange NYSE								
EAI $330 Current yield 5 69%	May 18, 11	140 000	38 788	5,430 40	41 430	5,800 20	369 80	LT
SCHLUMBERGER LTD NETHERLANDS ANTILLES								
Symbol SLB Exchange NYSE								
EAI $165 Current yield 1 59%	Jul 23, 09	100 000	57 789	5,778 95	69 298	6,929 80	1,150 85	LT
	Sep 2, 09	50 000	54 420	2,721 00	69 298	3,464 90	743 90	LT
Security total		150 000	56 666	8,499 95		10,394 70	1,894 75	
SOUTHERN CO								
Symbol SO Exchange NYSE								
EAI $392 Current yield 4 58%	Apr 29, 10	200 000	34 648	6,929 60	42 810	8,562 00	1,632 40	LT
TARGET CORP								
Symbol TGT Exchange NYSE								
EAI $144 Current yield 2 43%	Jul 23, 09	100 000	42 507	4,250 78	59 170	5,917 00	1,666 22	LT
UNION PACIFIC CORP								
Symbol UNP Exchange NYSE								
EAI $276 Current yield 2 20%	Oct 16, 09	100 000	63 507	6,350 75	125 720	12,572 00	6,221 25	LT
VERIZON COMMUNICATIONS INC								
Symbol VZ Exchange NYSE								
EAI $618 Current yield 4 76%	Jul 23, 09	150 000	29 555	4,433 30	43 270	6,490 50	2,057 20	LT
	Sep 1, 09	100 000	28 854	2,885 46	43 270	4,327 00	1,441 54	LT
	Oct 1, 09	50 000	28 114	1,405 74	43 270	2,163 50	757 76	LT
Security total		300 000	29 082	8,724 50		12,981 00	4,256 50	
WALT DISNEY CO (HOLDING CO) DISNEY COM								
Symbol DIS Exchange NYSE								
EAI $225 Current yield 1 51%	Jul 23, 09	200 000	26 746	5,349 20	49 790	9,958 00	4,608 80	LT
	Sep 2, 09	100 000	25 328	2,532 85	49 790	4,979 00	2,446 15	LT
Security total		300 000	26 274	7,882 05		14,937 00	7,054 95	
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAI $176 Current yield 2 57%	Sep 2, 09	200 000	26 479	5,295 94	34 180	6,836 00	1,540 06	LT

continued next page

Your assets › **Equities** › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Total				**$323,536.89**		**$425,491.34**	**$101,954.45**	

Total estimated annual income: $13,495

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES MSCI EMERGING MARKETS									
INDEX FUND									
Symbol EEM									
Trade date Oct 1, 09	250 000	37 979	9,494 95	9,494 95	44 350	11,087 50	1,592 55	1,592 55	LT
EAI $186 Current yield 1 68%									
TORTOISE POWER & ENERGY									
INFRASTRUCTURE FUND INC									
Symbol TPZ									
Trade date Oct 1, 09	250 000	18 487	4,621 88	4,621 88	25 180	6,295 00	1,673 12		LT
Total reinvested	3 000	19 370		58 11	25 180	75 54	17 43		
EAI $380 Current yield 5 96%									
Security total	253 000	18 498	4,621.88	4,679 99		6,370 54	1,690 55	1,748 66	
Total			**$14,116.83**	**$14,174.94**		**$17,458.04**	**$3,283.10**	**$3,341.21**	

Total estimated annual income. $566

Your assets › **Equities** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
GABELLI ASSET FUND SBI									
Symbol GABAX									
Trade date Jul 23, 09	513 106	34 680	17,794 52	17,794 52	51 870	26,614 80	8,820 28		LT
Total reinvested	60 233	49 420		2,976 76	51 870	3,124 29	147 53		
Security total	573 339	36 229	17,794 52	20,771 28		29,739 09	8,967 81	11,944 57	
HENDERSON GLOBAL									
INVESTORS INTL									
OPPORTUNITIES FUND A									
Symbol HFOAX									
Trade date Oct 16, 09	2,447 381	20 430	50,000 00	50,000 00	21 430	52,447 37	2,447 37		LT
Total reinvested	57 139	20 056		1,146 02	21 430	1,224 49	78 47		
EAI $270 Current yield 0 50%									
Security total	2,504 520	20 421	50,000 00	51,146 02		53,671 86	2,525 84	3,671 86	
LORD ABBETT VALUE									
OPPORTUNITIES FUND									
CLASS A									
Symbol LVOAX									
Trade date Oct 1, 09	4,201 681	11 899	50,000 00	50,000 00	16 580	69,663 87	19,663 87		LT
Total reinvested	38 037	14 458		549 95	16 580	630 65	80 70		
Security total	4,239 718	11 923	50,000 00	50,549 95		70,294 52	19,744 57	20,294 52	
TETON WESTWOOD MIGHTY									
MITES FUND CLASS AAA									
Symbol WEMMX									
Trade date Jul 23, 09	2,064 410	12 109	25,000 00	25,000 00	18 400	37,985 14	12,985 14		LT

continued next page

Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Total reinvested	166 160	16 412		2,727 02	18 400	3,057 34	330 32		
Security total	2,230 570	12 430	25,000 00	27,727 02		41,042 48	13,315 46	16,042 48	
THORNBURG INTERNATIONAL									
VALUE FUND CLASS A									
Symbol TGVAX									
Trade date Oct 1, 09	2,137 666	23 389	50,000 00	50,000 00	27 450	58,678 93	8,678 93		LT
Total reinvested	60 484	25 444		1,539 00	27 450	1,660 29	121 29		
EAI $635 Current yield 1 05%									
Security total	2,198 150	23 447	50,000 00	51,539 00		60,339 21	8,800 22	10,339 22	
Total			**$192,794.52**	**$201,733.27**		**$255,087.16**	**$53,353.90**	**$62,292.64**	

Total estimated annual income: $905

Other equity investments

Cost basis and gains and losses have not been adjusted automatically for return of capital payments
Restricted security values are estimated for informational purposes See *Important information about your statement* at the end of this document for additional information

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ENTERPRISE PRODUCTS PARTNER LP								
MLP								
Symbol EPD Exchange NYSE								
EAI $1,050 Current yield 5 19%	Aug 3, 09	252 000	18 363	4,627 48	50 080	12,620 16	7,992 68	LT
	Sep 2, 09	152 000	18 086	2,749 13	50 080	7,612 16	4,863 03	LT
Security total		404 000	18 259	7,376 61		20,232 32	12,855 71	
LINN ENERGY LLC UNITS REPSTG								
LTD LIABILITY CO INTS								
Symbol LINE Exchange OTC								
EAI $435 Current yield 8 23%	Aug 31, 11	150 000	37 985	5,697 83	35 240	5,286 00	-411 83	LT
Total				**$13,074.44**		**$25,518.32**	**$12,443.88**	

Total estimated annual income: $1,485

Your Financial Advisor:
THE HOLLAND GROUP
440-414-2740/877-855-8449

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ALCOA INC B/E 5BP RATE 06 000% MATURES 07/15/13 ACCRUED INTEREST $691 66 CUSIP 013817AR2 Moody Baa3 S&P BBB- EAI $1,500 Current yield 5 84%	Jul 23, 09	25,000 000	99 250	24,812 50	102 652	25,663 00	850 50	LT
GENWORTH FINANCIAL INC MW+15BP NTS RATE 05 750% MATURES 06/15/14 ACCRUED INTEREST $25 55 CUSIP 37247DAE6 Moody Baa3 S&P BBB- EAI $575 Current yield 5 47%	Aug 11, 11	10,000 000	96 500	9,650 00	105 110	10,511 00	861 00	LT
HEALTH CARE PPTY INVS B/E RATE 07 072% MATURES 06/08/15 ACCRUED INTEREST $112 95 CUSIP 421915AG4 Moody Baa1 S&P BBB+ EAI $1,768 Current yield 6 32%	Aug 13, 09	25,000 000	99 500	24,875 00	111 970	27,992 50	3,117 50	LT
MERRILL LYNCH & CO INC MED TERM NTS RATE 06 400% MATURES 08/28/17 ACCRUED INTEREST $546 66 CUSIP 59018YJ69 Moody Baa2 S&P A- EAI $1,600 Current yield 5 45%	Jan 05, 12	25,000 000	99 360	24,840 00	117 436	29,359 00	4,519 00	ST

continued next page

Your assets › **Fixed income** › **Corporate bonds and notes** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
XEROX CORP NTS B/E CALL@MW+40BP RATE 06 350% MATURES 05/15/18 ACCRUED INTEREST $202 84 CUSIP 984121BW2 Moody Baa2 S&P BBB- EAI $1,588 Current yield 5 51%	Jul 23, 09	25,000 000	95 500	23,875 00	115 330	28,832 50	4,957 50	LT
Total		**$110,000.000**		**$108,052.50**		**$122,358.00**	**$14,305.50**	

Total accrued interest: $1,579.66

Total estimated annual income: $7,031

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
TEMPLETON EMERGING MKT INCOME FUND (DELA) Symbol TEI Trade date Oct 8, 09	750 000	14 527	10,895 48	10,895 48	17 310	12,982 50	2,087 02	2,087 02	LT
EAI $750 Current yield 5 78%									

Account name JAMES J AND SHARON R ABEL
Account number. 9N 00318 TM

Your Financial Advisor
THE HOLLAND GROUP
440-414-2740/877-855-8449

Your assets › **Fixed income** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends it is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ALLIANCEBERNSTEIN									
GLOBAL BOND FUND INC									
FD CL A									
Symbol ANAGX									
Trade date Jul 23, 09	3,355 705	7 449	25,000 00	25,000 00	8 620	28,926 17	3,926 17		LT
Total reinvested	507 071	8 326		4,222 01	8 620	4,370 95	148 94		
EAI $842 Current yield 2 53%									
Security total	3,862 776	7 565	25,000 00	29,222 01		33,297 12	4,075 11	8,297 12	
AMERICAN CENTURY									
INFLATION ADJUSTED BOND									
CLASS A									
Symbol AIAVX									
Trade date Oct 21, 09	2,168 257	11 529	25,000 00	25,000 00	13 130	28,469 21	3,469 21		LT
Total reinvested	252 494	12 402		3,131 46	13 130	3,315 25	183 79		
EAI $639 Current yield 2 01%									
Security total	2,420 751	11 621	25,000 00	28,131 46		31,784 46	3,653 00	6,784 46	
FIDELITY ADVISOR									
STRATEGIC INCOME FD CL A									
Symbol FSTAX									
Trade date Sep 2, 09	2,147 766	11 640	25,000 00	25,000 00	12 690	27,255 15	2,255 15		LT
Total reinvested	503 480	12 371		6,228 66	12 690	6,389 16	160 50		
EAI $1,174 Current yield 3 49%									
Security total	2,651 246	11 779	25,000 00	31,228 66		33,644 31	2,415 65	8,644 31	
FRANKLIN/TEMPLETON									

continued next page

Account name JAMES J AND SHARON R ABEL
Account number: 9N 00318 TM

Your Financial Advisor:
THE HOLLAND GROUP.
440-414-2740/877-855-8449

Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
GLOBAL BOND FUND CLASS A									
Symbol TPINX									
Trade date Jul 23, 09	2,259 972	12 069	27,277 86	27,277 86	13 380	30,238 42	2,960 56		LT
Total reinvested	591 453	13 060		7,724 73	13 380	7,913 64	188 91		
EAI $1,597 Current yield 4 19%									
Security total	2,851 425	12 275	27,277 86	35,002 59		38,152 06	3,149 47	10,874 20	
PRINCIPAL INVESTORS									
PREFERRED SECURITIES									
FUND A									
Symbol PPSAX									
Trade date Sep 16, 10	2,492 522	10 030	25,000 00	25,000 00	10 530	26,246 25	1,246 25		LT
Total reinvested	402 489	10 035		4,039 10	10 530	4,238 21	199 11		
EAI $1,651 Current yield 5 42%									
Security total	2,895 011	10 031	25,000 00	29,039 10		30,484 46	1,445 36	5,484 46	
SUNAMERICA GNMA									
FUND CLASS A									
Symbol GNMAX									
Trade date Jul 23, 09	1,287 554	11 649	15,000 00	15,000 00	11 380	14,652 36	-347 64		LT
Trade date Aug 24, 09	851 789	11 739	10,000 00	10,000 00	11 380	9,693 36	-306 64		LT
Total reinvested	397 438	11 715		4,656 10	11 380	4,522 84	-133 26		
EAI $733 Current yield 2 54%									
Security total	2,536 781	11 690	25,000 00	29,656 10		28,868 56	-787 54	3,868 56	
Total			**$152,277.86**	**$182,279.92**		**$196,230.97**	**$13,951.05**	**$43,953.11**	

Total estimated annual income: $6,636

Your assets (continued)

Broad commodities

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
THE GABELLI GOLD FUND									
INC CLASS AAA									
Symbol GOLDX									
Trade date Jul 23, 09	89 204	25 960	2,315 74	2,315 74	21 990	1,961 59	-354 15		LT
Trade date Aug 24, 09	99 088	25 230	2,500 00	2,500 00	21 990	2,178 94	-321 06		LT
Trade date Sep 2, 09	93 006	26 879	2,500 00	2,500 00	21 990	2,045 20	-454 80		LT
Total reinvested	145 268	26 883		3,905 34	21 990	3,194 44	-710 90		
Security total	426 566	26 306	7,315 74	11,221 08		9,380 18	-1,840 91	2,064 43	

Other

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
STADION MANAGED									
PORTFOLIO FUND CLASS A									
Symbol ETFFX									
Trade date Mar 17, 10	1,042 753	9 589	10,000 00	10,000 00	9 760	10,177 27	177 27		LT

continued next page

Your assets › Other › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Total reinvested	22 829	9 488		216 62	9 760	222 81	6 19		
Security total	1,065 582	9 588	10,000 00	10,216 62		10,400 08	183 46	400 08	

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**52,515.26**	**4.65%**	**52,515.26**		
Equities	Common stock	425,491 34		323,536 89	13,495 00	101,954 45
	Closed end funds & Exchange traded products	17,458 04		14,174 94	566 00	3,283 10
	Mutual funds	255,087 16		201,733 27	905 00	53,353 90
	Other equity investments	25,518 32		13,074 44	1,485 00	12,443 88
	Total equities	**723,554.86**	**64.09%**	**552,519.54**	**16,451 00**	**171,035.33**
Fixed income	Corporate bonds and notes	122,358 00		108,052 50	7,031 00	14,305 50
	Closed end funds & Exchange traded products	12,982 50		10,895 48	750 00	2,087 02
	Mutual funds	196,230 97		182,279 92	6,636 00	13,951 05
	Total accrued interest	1,579 66				
	Total fixed income	**333,151.13**	**29.51%**	**301,227.90**	**14,417.00**	**30,343.57**
Broad commodities	**Mutual funds**	**9,380.18**	**0.83%**	**11,221.08**		**-1,840.91**
Other	**Mutual funds**	**10,400.08**	**0.92%**	**10,216.62**		**183.46**
Total		**$1,129,001.51**	**100.00%**	**$927,700.40**	**$30,868.00**	**$199,721.45**